

**Constitution & By-Laws
of the
Caledonia Agricultural Society**

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ARTICLES OF INCORPORATION

ARTICLE 1-NAME

The name of the organization shall be the CALEDONIA AGRICULTURAL SOCIETY henceforth known as the 'Society'.

ARTICLE 2- PURPOSE OR OBJECTS

2.1 Purposes

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

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

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

ARTICLE 3- HEAD OFFICE

The head office of the Society shall be located in or about the Town of Caledonia, in the County of Haldimand, in the Province of Ontario, Canada and at such a place therein as determined from time to time by the board of directors.

ARTICLE 4- ORGANIZATION TYPE

The Caledonia Agricultural Society qualifies as an 'agricultural society' under the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9. S.22.*

BY-LAWS

BY-LAW 1- GENERAL

1.1 Interpretation

All terms contained in these by-laws that are defined in the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* and the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15* shall have the meanings given to such terms in each representative act. 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 R.S.O. 1990, c. A.9* of the province of Ontario, and all articles of this constitution shall conform with the act and its regulations.

The Society is also subject to the provisions of the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15* that do not conflict with the provisions of the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9*. 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 *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* or the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, the provisions contained in the articles or the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* or the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, as the case may be, shall prevail.

The 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.

1.2.1 Forfeiture of Legislative Grants

A Society that expends any of its funds in a manner inconsistent with the objects set out in article 2 forfeits all claims to participate in any legislative grant as per the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9*

BY-LAW 2- MEMBERS

2.1 Number of Classes

The Society has three (3) classes of membership.

2.2 Classes of Membership

The Societies' classes of membership are as follows.

2.2.1 General Member

2.2.1.1 Eligibility of General Member

Any person having attained the age of eighteen (18) years as of the date of the annual meeting and having paid the annual membership fee set out in a by-law of the Society, may join the Society as a General Member.

2.2.1.2 Voting Rights of General Member

General Members have voting rights. Persons eligible for General Membership in the Society are eligible to vote at an annual, special, or general meeting of the members.

2.2.2 Junior Member

2.2.2.1 Eligibility of Junior Member

Any person who has not attained the age of eighteen (18) as of the date of the annual meeting and having paid the annual membership fee set out in a by-law of the Society, may join the Society as a Junior Member.

2.2.2.2 Voting rights of Junior Member

Junior Members do not have voting rights.

2.2.3 Honorary Member

2.2.3.1 Eligibility of Honorary Member

Any General Member having served a minimum of twenty-five (25) years as a general member in good standing will automatically become an Honorary Member at the time of their retirement as a General Member.

2.2.3.2 Voting rights of Honorary Member

Honorary Members have voting rights. Persons eligible for Honorary Membership in the Society are eligible to vote at an annual, special, or general 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 Membership Fees

Membership fees shall be determined from time to time by the board of directors.

Payment of the annual membership fee is due by July 31st for a member to be considered in good standing.

2.5 Renewal of Membership

The membership term is one-year with each term beginning January 1st and ending December 31st.

2.5.1 Notice of Renewal of Membership Dates Will Be

Notice of renewal of membership dates will be:

- a. Emailed to the last address on record for each member; and
- b. Posted on the Society website or social media.

2.6 Member in Good Standing

A member in good standing has met the eligibility requirements of their class, their membership fees are current and paid as per Society by-laws. Payment of the annual membership fee is due by July 31st for any member to be considered in good standing.

2.7 Privileges of Membership

- a. Every member in good standing is entitled to:
 - i. Receive notice of, attend, and/or speak at any annual meeting, special, or general meeting of the membership; and
 - ii. Participate in the activities of the Society as shall be defined by the board of directors each year.
- b. In addition, every member in good standing with voting rights as per by-law 2 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; and/or
 - iii. Submit resolutions to the Society as per the requirements in by-law 5.5.2.4.

2.8 Transfer of Membership

Membership in the Society is not transferable.

2.9 Termination of Membership

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

- a. The member's term of membership expires and was not renewed within the required timeframe;
- b. The resignation in writing of a member;
- c. The death of a member;
- d. The member is expelled, or the persons membership is otherwise terminated in accordance with the articles or by-laws of the Society;
- e. The member fails to comply with the Society's constitution, or by-laws, subject to disciplinary proceedings as described herein; and/or
- f. The liquidation or dissolution of the Society under the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9*.

2.10 Disciplinary Act or Termination of Membership for Cause

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

- a. The members may pass a resolution authorizing disciplinary action or the termination of membership for any one or more of the following grounds:
 - i. Violating any provision of the articles, by-laws or written policies of the Society; and/or
 - ii. Carrying out any conduct which may be detrimental to the Society as determined by the members in their sole discretion.
- b. In the event the board of directors 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 of directors, 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 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 of directors opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The notice of proposed disciplinary action for the termination of their membership shall be sent via email to the last address on record for the member.
- d. In the event that no written submissions are received, the president, or such other officer as may be designated by the board of directors, may proceed to notify the member that they are subject to disciplinary action or the termination of membership in the Society.
- e. If written submissions are received in accordance with this section, the board of directors 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 of director's decisions shall be final and binding on the member, without any further right of appeal.
- f. Upon the suspension or termination of membership or upon request of the board of directors the member is required to return all Society property to the General Manager, or an officer as may be designated by the board of directors. This includes, but is not limited to: files and documents, equipment, computers, phones, passwords or access codes, tools, keys, or items used to access property, buildings or storage, vehicles, etc.

BY-LAW 3- DIRECTORS

3.1 Number of Directors

There shall be a minimum of twelve (12) and up to eighteen (18) 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. A minimum of twelve (12) and up to eighteen (18) 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.

3.1.2 Ex-Officio Directors

The Past President, Homecraft President, Homecraft Vice President, and Treasurer shall be considered ex-officio directors and a part of the board of directors.

3.1.3 Terms of Office

- a. Directors shall be elected for a term of two (2) years.
- b. At each annual meeting a number of directors equal to the number of directors retiring plus any vacancies then outstanding shall be elected or appointed.
- c. Based on a two (2) year term, fifty percent (50%) of the director positions shall be up for election each year.
- d. Directors shall be eligible for re-election at the end of the two (2) year term to a maximum of five (5) terms, excluding any time served as an Officer. Directors shall be eligible to serve once again after an absence of one (1) year.

3.1.4 Nomination of Directors

Nomination of Directors

- a. The board of directors shall establish a nominations committee which shall be responsible for identifying and recruiting qualified members to the board of directors and make recommendations to the board of directors with respect to such nominations for the position of director.
- b. The size and composition of the nominations committee shall be determined by the board of directors from time to time.
- c. A call for nominations will be made by email and on the Society website, and interested parties will be encouraged to submit applications.
- d. This call shall specify a deadline for applications for nominations.

As per the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 s. (5)*, a resolution or proposal for nominations for the election of directors may be submitted if the proposal is signed by not less than five percent (5%) of the voting members providing the proposal meets the requirements of the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 s. 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 by-law 2.
- b. All candidates for the position of director must have reached the age of eighteen (18) as of the date of the election.

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 and the vacancy so created may be filled in the manner prescribed in by-law 3.3.3.

- a. Must be an individual who is at least eighteen (18) years of age as of the date of election;
- b. Must not have the status of bankrupt;
- c. Must not be a person who has been found under the *Ontario Substitute Decisions Act, 1992, S.O. 1992, c. 30* or under the *Ontario Mental Health Act, R.S.O. 1990, c. M.7* 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 re-appointed where there is no break in their term of office;
- f. Must continue to be a General Member in good standing as per by-law 2. The 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. Is not an ineligible individual as defined in the *Income Tax Act (R.S.C., 1985, c. 1 (5th Supp.))*

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.

3.3 Resignation, Departure, or Removal of a Director

3.3.1 Vacation of Office of Director

The office of a director shall be vacated immediately if:

- a. 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. The director dies or becomes bankrupt;
- c. The director is found to be incapable by a court or incapable of managing property under Ontario law;
- d. At a meeting of the members, the members by ordinary resolution remove the director before the expiration of the director's term of office; or
- e. The director no longer meets the qualifications of the position as listed under by-law 3.2.1.2.

3.3.2 Removal of Director by Members Before Expiration of the Director's Term of Office

The members of the 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

The membership may remove a director on 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 director no longer meets the qualifications of the position as per by-law 3.2.1.2.

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 ten percent (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 position, 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 and must be sent to each director, ex-officio director, and to the Society head office.

3.3.2.2.2 Notice of Special Meeting

Upon the Society head office receiving the petition, they shall contact the Society president who shall act on the request to hold a special meeting of the membership within twenty-one (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 fourteen (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 judgement on the business; and
- b. State the text of any special resolution to be submitted to the meeting.

3.3.2.2.3 Notice to Director

Written notice of the position including the reasons stated as rationale for removal, by email, shall be sent to the director mentioned in the position 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 head office a written statement opposing their removal if a special meeting is called for that purpose. The directors' statement shall be provided immediately to the members of the Society.

- b. Any member is entitled to speak at a special meeting.
- c. Passing of an ordinary resolution at the special meeting is required to remove the director.

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

A vacancy on the board of directors 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; or
- 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; or
- c. A quorum of directors may fill a vacancy on the board of directors.

3.3.4 Unfilled Vacancies

If the 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 numbers of directors, directors who were elected, provided there is quorum, may exercise all directors' powers.
- b. A quorum of directors may appoint directors to fill vacant positions, providing the number of appointed directors does not exceed one third (1/3) 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 of directors must immediately call a special meeting of the members to elect or appoint additional directors that will serve until the next annual meeting.

3.4 Duties and Powers of Directors

3.4.1 Standard of Care

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

- a. Act honestly and in good faith with a view to the best interest 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 *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9*, the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, and their respective regulations; and
- b. The Society's constitution, by-laws, and policies.

3.4.3 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 the director requests that their dissent be entered in the minutes of the meeting.

A director who votes for or consents to a resolution is not entitled to dissent.

And a director who was not present at a meeting at which a resolution was passed or action was taken is deemed to have consented to the resolution or action.

3.5 Committees

3.5.1 Establishment of Committees

The board of directors may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees are accountable to the board of directors. The board of directors may dissolve any committee by resolution at any time. Ad hoc committees may be appointed by the board of directors as required.

3.5.2 Limits on Authority of Committees

No committee has authority to:

- a. Bind the Society;
- b. Submit to the members any question or matter requiring approval of the members;
- c. Fill a vacancy among the directors or in the office of auditor of the Society, if applicable;
- d. Appoint additional directors;
- e. Issue debt obligations except as authorized by the board of directors;
- f. Approve any financial statements;
- g. Spend funds without approval of the board of directors or as directed by the annual operating budget;
- h. Adopt, amend, or repeal any by-law; or
- i. Establish contributions to be made, or dues to be paid, by members.

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 *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9*, the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, and their respective regulations; and
- b. The Society's constitution, by-laws, and policies.

4.2 Selection of Officers

- a. At the first meeting of the board of directors following the annual meeting the board of directors shall elect or appoint the following officers of the Society:
 - i. Past president
 - ii. President and chair
 - iii. Vice-president
 - iv. Treasurer
- b. Upon the election or appointment of a new President, the outgoing president shall move to the position of past president.
- c. The officers and the eight (8) to fourteen (14) remaining directors shall constitute the board of directors.

4.2.1 Treasurer

It shall be the duty of the board of directors in each and every year to ensure that the treasurer provides financial statements on a regular basis to the board of directors.

4.3 Terms of Office of Officers

Officers may be elected or appointed for the following length of terms:

President, and vice-president, for a term of two (2) years and shall be eligible for re-election or re-appointment at the end of the term to a maximum of two (2) terms.

Treasurer for a term of two (2) years and shall be eligible for re-appointment at the end of the term to a maximum of five (5) terms.

Past president for the term of the current president.

4.4 Office Held at Boards Discretion

Officers shall 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 of directors at a meeting of which notice of intention to present such resolution has been given to all directors.

4.5 Qualifications and Duties of Officers

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

4.5.1 The President shall:

- a. Be a director of the Society;
- b. Chair all board of directors and member meetings;
- c. Have no vote unless there is a tie in voting;
- d. Have signing authority; and
- e. Carry out duties as prescribed by the board of directors.

4.5.2 The Vice-President shall:

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

4.5.3 The Treasurer shall:

- a. Follow the policies as determined by the board of directors;
- b. 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;
- c. Prepare the annual financial statements of the Society;
- d. Prepare reports showing the financial position of the Society on a regular basis;
- e. Carry out duties as prescribed by the board of directors; and
- f. Have signing authority.

4.5.4 The Past-President shall:

- a. Be a director of the Society;
- b. Carry out duties as prescribed by the board of directors;
- c. Assist and act as president in the absence of the president and vice president; and
- d. Have signing authority.

4.6 Executive Committee

4.6.1 Composition

Executive committee will consist of the following members:

- a. President and chair;
- b. Vice-president;
- c. Past president;
- d. Treasurer;
- e. Homecraft president;
- f. Homecraft vice-president.

4.6.2 Role and 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 of directors meetings for all matters of a critical, urgent, or time-sensitive nature pertaining to the Society.

BY-LAW 5- MEETING OF THE SOCIETY MEMBERS

5.1 Those Entitled to be Present

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

- a. Members, voting and non-voting;
- b. The directors, officers, staff, and the auditors of the Society;
- c. Such other persons who are entitled or required under any provision of the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* the articles or by-laws of the Society to be present at the meeting; and/or
- d. Guests invited by members, directors, or officers.

5.2 Members Meetings by Telephonic or Electronic Means

- a. If a hybrid meeting format is to be used, the meeting notice shall indicate that members will have the option to participate by telephonic or electronic means, and the meeting notice will provide all the required information to participate by telephonic or electronic means. The telephonic or electronic means must permit all participants to communicate adequately with each other during the meeting.
- b. If it is not stipulated in the meeting notice, the option to attend by telephonic or electronic means will not be available.
- c. 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 of directors from time to time.
- d. At the outset of each hybrid meeting and whenever votes are required the president shall confirm that a quorum is present.
- e. If specified in the notice, members may be required to register for the meeting in a specified period prior to the meeting.
- f. The Society is not responsible if a member cannot participate fully in the meeting by telephonic or electronic means due to the malfunction or unavailability of the members equipment or application, program, or software, or the malfunction or unavailability of the communication platform, internet, or phone service being used by the member or the Society.

5.2.1 Meeting 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 telephonic or electronic means providing that a platform is utilized which allows all persons attending the meeting to communicate with each other simultaneously and instantaneously.

5.3 Voting

5.3.1 Eligibility to Vote

See by-law 2.

5.3.2 Method of Voting

- a. Each member shall have one 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 on 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 or Telephonic Voting

In addition to voting in person, the directors may provide for members to vote entirely by telephonic or electronic means or a combination of in-person, telephonic, and/or electronic means. If telephonic or electronic means of voting are allowed, it must:

- a. Be noted in the meeting notice that voting by telephonic or electronic means is being allowed and instructions must be provided; and
- b. Allow for verification that the votes are made by the members entitled to vote.

The Society is not responsible if a voting delegate cannot participate fully in the voting process due to the malfunction or unavailability of the members equipment or application, program, or software, or the malfunction or unavailability of the communication platform, internet, or phone service being used by the member or the Society.

5.3.3 Proxy Votes

Proxy votes are not permitted at any 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. If the meeting is adjourned because of lack of quorum, if it is to be continued within thirty (30) days, and the attendees are informed of the time, date, and location of the follow up meeting, members do not need to be given notice of the meeting. If the follow-up meeting is to be continued after thirty (30) days, notice must be provided.

Quorum is to be as follows:

- a. Annual meeting: 40 members entitled to vote at the meeting shall constitute a quorum for the transaction of business.
- b. Special meeting or general meeting: 24 members entitled to vote at the meeting shall constitute a quorum for the transaction of business.

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

5.5 Meetings

5.5.1

The general manager shall have available at members' meetings a list of those members eligible to vote and hold office as determined by the eligibility of classes in by-law 2.

5.5.2 Annual Meeting

5.5.2.1 At least fourteen (14) days' notice and not more than fifty (50) days of every annual meeting shall be given by delivery notices of the meeting by email to every member of the Society, directors and officers, and to the auditor at the last 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 of all resolutions to members and directors and officers at least thirty (30) days in advance of the annual meeting with notification that these resolutions and proposed amendments will be considered at the annual meeting.

5.5.2.2 Time and Place of Annual Meeting

The annual meeting shall be held before the 31st of January each year in the Town of Caledonia.

5.5.2.3 Record Date

The record date for the determination of members entitled to receive notice of a general meeting of members or to vote shall be August 1st of each year.

5.5.2.4 Business to be Conducted at the Annual Meeting

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 who was appointed to conduct the financial review for the previous year;
- f. Reappointment or new appointment of auditor(s) to conduct an audit for the upcoming year;
- g. Election of directors; and
- h. Such other or special business or resolutions as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a member's resolution has been given to the General Manager prior to the giving of notice of the annual meeting in accordance with the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9*, so that such item of new business can be included in the notice of annual meeting.

5.5.2.5 Resolutions by Member

Voting members may submit a resolution to the Society 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 general manager, in writing, a minimum of sixty (60) days prior to the annual meeting. Such resolutions shall be reviewed by the executive committee or board of directors who may ask for rewording or clarification from the originator(s).

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

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

5.5.2.5.1 Notice of Refusal

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

5.5.3 Special Meetings

The directors may call a special meeting of the members.

The members of the 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 head office.

The meeting shall be held within twenty-one (21) days after receiving the requisition/ petition and shall be advertised in the manner prescribed in by-law 5.5.3.2.

5.5.3.2 Notice of special meeting

At least ten (10) days' notice and not more than fifty (50) days' notice of a special meeting shall be given by email to each member, each director and officer and to the auditor appointed to conduct the financial review at the last 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 judgement on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

5.5.3.3 Reasons for Calling a Special Meeting

- a. A special meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society.
- b. A special meeting will be called to deal with removal of directors/ election of new directors.
- c. A special meeting may be called to deal with modifications to the Society's constitution, articles and/or by-laws that are required to be dealt with prior to the next annual meeting.

If a special resolution is required for any votes, it must be passed by two thirds (2/3) of eligible voters at the meeting as per the class eligibility listed in by-law 2.2.

5.5.3.4 Notification of Members

The "notice of meeting" for any special meeting that will be dealing with a resolution will be required to include a copy of all resolutions to members and the board of directors at least thirty (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 of directors 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 ten (10) days' notice and not more than fifty (50) days' notice of a general meeting shall be given by delivery notices of the meeting by email to each member, each director and officer and to the auditor appointed to conduct the financial review at the last address registered with the Society. Notice of any meeting must contain sufficient information to permit the members to form a reasoned judgement 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 General 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, it is not required to provide notice of the follow up meeting to the members.

- b. If the follow-up meeting will be partly or entirely telephonic or electronic, then instructions must be provided about how to attend or participate.

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 each such resolution in writing shall be kept with the minutes of the members.

5.5.7 Error or Omission in Giving Notice

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

BY-LAW 6- MEETINGS OF THE BOARD OF DIRECTORS

6.1 Calling of Board Meeting

A meeting of the board of directors shall be called by the General Manager upon the direction of the president, or in the president's absence, the vice-president, or by any three (3) members of the board of directors, by notifying all members of the board of directors.

6.1.1 Board Meeting

- a. If a quorum is present, the board of directors may, without notice, hold its first board of directors meeting immediately following the annual meeting of the Society.
- b. The board of directors may fix the place and time of regular board of directors 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.
- c. The board of directors shall meet at least six (6) times annually at such time and in such place as may be designated by the board of directors.

6.1.2 Board of Directors Meetings by Telephonic or Electronic Means

- a. If a hybrid meeting format is to be used, the meeting notice shall indicate that directors will have the option to participate by telephonic or electronic means, and the meeting notice will provide all the required information to participate by telephonic or electronic means. The telephonic or electronic means must permit all participants to communicate adequately with each other during the meeting.
- b. If it is not stipulated in the meeting notice, the option to attend by telephonic or electronic means will not be available.
- c. 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 of directors from time to time.
- d. At the outset of each hybrid meeting and whenever votes are required the president shall confirm that a quorum is present.
- e. If specified in the notice, directors may be required to register for the meeting in a specified period prior to the meeting.
- f. The Society is not responsible if a director cannot participate fully in the meeting by telephonic or electronic means due to the malfunction or unavailability of the directors equipment or application, program, or software, or the malfunction or unavailability of the communication platform, internet, or phone service being used by the director or the Society.

6.1.3 Quorum

Two-Thirds (66%) of the board of directors shall constitute a quorum for a board of directors meeting.

- a. Quorum must be maintained throughout board of directors 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. The president 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 of directors.
- 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 of directors, 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 of directors 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.
- 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.

6.3.1 Electronic or Telephonic Voting

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

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

- a. Be noted in the meeting notice that voting by telephonic or electronic means is being allowed and instructions must be provided; and
- b. Allow for verification that the votes are made by the directors entitled to vote.

The Society is not responsible if a voting delegate cannot participate fully in the voting process due to the malfunction or unavailability of the director's equipment or application, program or software, or the malfunction or unavailability of the communication platform, internet, or phone service being used by the member 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 of directors shall be as valid as if it had been passed at a board of directors meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board of directors.

6.3.3 Error of Omission in Giving Notice

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

6.4 Executive Committee Meetings

Meetings of the executive committee may be called by the president at any time and any place on seven (7) days' notice, in writing by email, before the time fixed for the meeting to each member of the executive committee, stating the time and place of the meeting, except in case of emergency when notice by other means of communication will be accepted.

BY-LAW 7- CONFLICT OF INTEREST AND RENUMERATION

7.1 Conflict of Interest

7.1.1 Disclosure

In accordance with the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* or any board of directors 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 Society or request to have entered in the minutes of meetings of the directors the nature and extent of their interest.

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

- a. Must not take part in the considerations or discussion of the matter, contract or transaction;
- b. Shall not attend any part of a meeting of the directors during which the matter, contract or transaction is discussed; and
- c. Shall not vote on any resolution in regard to the matter unless the matter, contract or transaction is regarding approval for a contract or transaction for indemnity or insurance for directors and officers.

7.1.2 Members Approval

If all of the directors are required to make disclosure under by-law 7.1, the contract or transaction may only be approved by the Society members unless the contract or transaction is one for indemnity or insurance for directors and officers.

7.2 Remuneration

- a. No compensation shall be paid to a director, officer or member of the Society for the performance of their duties, but reasonable expenses incurred by a director, officer or member in the performance of their duties may be paid.
- b. Subject to the by-laws, 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.

7.3 Confidentiality

Every director, officer, committee member, volunteer and employee shall respect the confidentiality of matters brought before the board of directors or before any committee of the board of directors, 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 deemed appropriate by the board of directors and shall include:

- a. Property and liability insurance;
- b. Directors' and officers' insurance; and
- c. May include such other insurance as the board of directors deems appropriate.

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.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Society to cooperate 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 *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* and the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15* and the Society's articles, by-laws and policies; and b) exercise their powers and discharge their duties in accordance with the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* and the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, 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 other 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 persecuted 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 Society, except costs, charges or expenses thereof as are occasioned by their own willful neglect, default or dishonesty.

BY-LAW 9- FINANCES

- a. All monies belonging to the Society shall be deposited an in account in the name of the Society at the branch of a charter bank, credit union, or other financial institution in Canada by any officers or an employee so designated by the Board.
- b. Cheques to disperse the funds of the Society shall bear the signatures of two signing officers. The signing authority by titles will be established as follows; president, past president, treasurer and general manager.
- c. The fiscal year of the Society shall be from November 1st to October 31st.
- d. All expenditures for items in excess of two-thousand five-hundred dollars (\$2,500.00) that are not included in the budget for the current fiscal year shall require approval by a motion passed at a meeting of the board of directors or at a general meeting.
- e. The financial records of the Society shall be subject to an audit by a qualified accountant each year.
- f. The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.
- g. The Society shall be subject to the *Charities Accounting Act, R.S.O. 1990, c. C.10*.
- h. Any funds invested are to be pursuant to the *Trustee Act, R.S.O. 1990, c. T.23*.
- i. Commercial purposes, if any, conducted by the Society are intended only to advance or support one or more of the charitable purposes of the Society. No part of the Society'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 Society except in furtherance of its activities.

BY-LAW 10- ADMINISTRATION

10.1 Execution of Documents

- a. Deeds, transfers, contracts, obligations, and other instruments in writing, except rental agreements, requiring execution by the Society, must be signed by any two of the designated signing officers. The signing authority by titles will be established as follows; president, past president, treasurer and general manager.
- b. In addition, the board of directors 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 committee may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

10.2 Records of the Society

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

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

- a. A register of any Society monetary investments or capital investments;
- b. Deeds, title papers and other documents relating to the Society's property;
- c. At least one copy of the minutes of all member, board of directors or committee meetings;
- d. Text of resolutions passed at any member or board of directors meeting;
- e. Society's constitution, articles, by-laws, as well as any amendments to them;
- f. Registry of directors, officers and members;
- g. Financial books and records and books as required by the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* or the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, regulations or Society articles, by-laws or policies; and
- h. Record of any other information as required by the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* or the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, regulations or Society articles, bylaws or policies.

All records of the Society will be kept at the Society head office for the period of time as specified in the appropriate government regulations. Records may be stored in either paper and/or digital format.

BY-LAW 11- OWNERSHIP OF PROPERTY

The Society shall have the power to acquire, hold, lease, mortgage, charge, or sell or dispose of real property, subject to such action being approved by special resolution of the members.

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

12.1 Amendments of Constitution, Articles, and By-Laws

The constitution and articles of the Society may be made and/or adopted, amended, or repealed by a two thirds (2/3) 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-law 5.

12.2 Origin of Amendments to the Constitution, Articles, and By-Laws

Amendments may originate from:

- a. The board of directors; or
- b. Any voting member in good standing of the Society as per by-law 5.2.

12.2.1 Submission of Amendments to the Constitution Articles or By-Laws

Amendments in the form of a written resolution to the constitution, articles, or by-laws shall be delivered to the Society head office by midnight sixty (60) days prior to the annual meeting or twenty-one (21) days prior to a special meeting.

12.3 Changes to Constitution Articles and By-Laws

12.3.1 Changes to the Constitutions, Articles, and By-Laws

Changes to constitutions, articles, and by-laws that are approved at the annual or a special meeting of the Society shall be effective immediately unless otherwise specified.

12.3.2 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 in by-law 5.5.2.1.

12.4 Approval of Minister (Ontario Ministry of Agriculture, Food and Rural Affairs) for Amendment to Articles

The Society shall submit amended articles of incorporation that have been approved by a special resolution of the membership to the Minister of Agriculture, Food and Rural Affairs for approval.

12.5 Changes to Legislation

All regulations as set forth in the *Agricultural and Horticultural Organizations Act R.S.O. 1990, c. A.9* or the *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15*, as they may be revised from time to time shall become a part of this constitution, articles, and by-laws document.

BY-LAW 13- DISOLUTION OF SOCIETY

13.1 Process

The directors shall call a special meeting of the members to discuss the proposed dissolution of the Society. At least ten (10) days' notice and not more than fifty (50) days' notice of the special meeting shall be given by delivery notices of the meeting by email to each member, director, and officer and to the auditor at the last address registered with the Society. The notice for this meeting must contain sufficient information regarding the possible dissolution of the Society to permit the members to form a reasoned judgement on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

13.1.1 Contacting the Minister of Agriculture, Food and Rural Affairs

Upon the passing of a special resolution at a special meeting of the members of the Society duly called for that purpose, the Society president shall contact the Minister of Agriculture, Food and Rural Affairs to request the dissolution of the Society.

13.1.2 Contacting Canada Revenue Agency Charities Directorate

Upon the passing of a special resolution at a special meeting of the members of the Society duly called for that purpose, the Society president shall contact the Canada Revenue Agency Charities Directorate to request the dissolution of the Society.

13.1.3 Trustees

13.1.3.1 Trustees (Ontario Ministry of Agriculture, Food and Rural Affairs)

Upon dissolution of the Society by the Minister, the persons comprising the board of directors at the date of dissolution are the trustees of the assets of the Society and shall deliver to the Minister of Agriculture, Food and Rural Affairs a statement of the assets and liabilities of the Society.

13.1.3.2 Trustees (Canada Revenue Agency)

Upon dissolution of the Society by the Charities Directorate the persons comprising the board of directors at the date of dissolution are the trustees of the assets of the Society and shall deliver to the Charity Directorate a statement of the assets and liabilities of the Society.

13.2 Dispersal of Remaining Assets

Upon the dissolution of the Society and after satisfying the interests of its creditors in all its debts, obligations, and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the *Income Tax Act (R.S.C., 1985, c. 1 (5th Supp.))* with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

BY-LAW 14 ADOPTION

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

Approved and adopted at the annual meeting of the Caledonia Agricultural Society this 30th day of January 2025.

President

Past President

Treasurer

General Manager