



## Shannonville Agricultural Society AGM MEETING MINUTES

Date: Jan 18, 2023

Time: 7:00 pm

Location: Twp. Rec. Hall



1. Call to Order at: 7:01
2. Roll Call: Helen, Terry, Pat, George, Don, Heather, Heather Owen
3. Adoption of Agenda: M/S: George / Terry - carried
4. Minutes of Last AGM Meeting: M/S: Pat / Helen - carried
5. Treasurer's 2022 Final Report and Audit: M/S: George / Helen - carried
6. Election of Officers for 2023 – the Chair was handed to Heather Owens from District 3
  - 6.1: All positions will be declared OPEN for nominations for the following positions....
    - President: Heather Lang
    - Vice President (1'st): George May
    - Vice President (2'nd): Terry Lavecque
    - Treasurer: Doreen McCormick
    - Secretary: David Stapley
  - 6.2: Congratulations!
7. Correspondence: nil
8. Old Items of Business & Items carried from the last meeting minutes:
  - 8.1: SAS Constitution & By-Law Recommendations – (see report next page) M/S Terry / Pat - carried
  - 8.2: Per Diem consideration for Treasurer & Secretary – M/S Terry / Pat - carried
9. New Business
  - 9.1: Shannonville World's Fair – August 25, 26, & 27, 2023
  - 9.2: Pancake Breakfast – January 29, 2023 – all systems Go.
9. Next Meeting: Date: Feb. 15, 2023, Time: 7:00 pm, Location: Twp Rec Hall
10. Meeting Adjournment at 7:43 pm

Your secretary was directed at the April 1, 2022 meeting to complete a comparative review of the SAS By-Laws, approved in 2018 and that of the Ontario Association of Agricultural Societies (OAAS) that was approved and adopted on Feb. 19, 2022 and report back at the next meeting

This review was completed, and the recommendations were submitted at the next meeting on May 4, 2022. Under Item 9.4 of the May 4, 2022 meeting, a motion was made and carried that the Report on the Review of the SAS Constitution and By-Laws be tabled until the next AGM in 2023.

The Report on this review is as follows. Needless to say, as a Provincial body the OAAS is significantly more complicated than that required by a local Society. However, a number of items should/could be considered for adoption and approval by the SAS Board and they are as hi-lighted in yellow below.

- **Article 8 – Meetings** (add the following)

Participation by Electronic Communications: Participation by electronic communications can occur so long as such participation permits all attendees to communicate adequately with each other during the meeting.

*(This inclusion would facilitate a Zoom type conference call. Hopefully we would not need it until the next pandemic or there may be a need to hold a combined face to face and virtual meeting)*

- **Article 13 – Conflict of Interest** (add new Article)

Any Director or Member who is in any way directly or indirectly interested in a proposed contract, tender, proposal, business arrangement, or any like transaction of any kind whatsoever, with SAS shall make full disclosure the nature of the conflict at the first possible instance to the other members of the Board. When a Conflict of Interest is present, the person with the Conflict will have no vote on the matter.

- **Article 14 – Dissolution** (add new Article)

Should the Shannonville Agricultural Society decide to dissolve their Society, SAS would be compelled to follow the Agricultural and Horticultural Organizations Act. R.S.O. 1990, CHAPTER A.9, s. 18 (2).

*(This is a new Article that refers to an established procedure with all the rules in processing dissolution with OAAS. This proposed Article is in it's simplest form, as detailed legal & organization rules may change over time.) As a reference the current steps are on the next page.*

Submitted by David Stapley (2023-01-18)

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There are a couple of ways that a Society could be dissolved. The following are the existing steps. As they can be complicated and subject to change by others, they are not included in our proposed Article 14.

#### **Dissolution for cause**

**18** (1) If an organization fails to comply with section 15, the Minister may cancel the certificate of incorporation of the organization and it is dissolved on the date specified by the Minister. R.S.O. 1990, c. A.9, s. 18 (1).

#### **Notice of dissolution**

(2) No organization shall be dissolved under this section unless twelve months notice has been given to the board of the organization by the Minister of the intention to dissolve the organization and the board is given the opportunity to bring the organization into good standing within that time. R.S.O. 1990, c. A.9, s. 18 (2).

#### **Dissolution upon request**

**19** An organization may be dissolved by the Minister upon the authorization of a special resolution passed at a meeting of the members of the organization duly called for that purpose. R.S.O. 1990, c. A.9, s. 19.

#### **Trustees**

**20** (1) If an organization is dissolved 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 a statement of the assets and liabilities of the organization. R.S.O. 1990, c. A.9, s. 20 (1).

#### **Payment of debts on dissolution**

(2) The Director may direct the trustees to pay the debts of the organization and liquidate any of the assets for such purposes. R.S.O. 1990, c. A.9, s. 20 (2).

#### **Disposition of assets**

(3) Subject to the approval of the Director, all money and assets remaining after the payment of debts shall be disposed of by the trustees in such manner as they may determine. R.S.O. 1990, c. A.9, s. 20 (3).