

THE SHANNONVILLE AGRICULTURAL SOCIETY

ARTICLES OF INCORPORATION & BY-LAWS



Adopted 2024-10-09



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

TABLE OF CONTENTS

ARTICLES OF INCORPORATION	PAGE
ARTICLE 1: NAME	1
ARTICLE 2: HEAD OFFICE	1
ARTICLE 3: ORGANIZATION TYPE	1
ARTICLE 4: PURPOSE	1
BY-LAWS	
BY-LAW 1: GENERAL	2
BY-LAW 2: MEMBERSHIP	4
BY-LAW 3: DIRECTORS	5
BY-LAW 4: OFFICERS	8
BY-LAW 5: MEETINGS	10
BY-LAW 6: MEETINGS OF THE BOARD OF DIRECTORS	13
BY-LAW 7: CONFLICT OF INTEREST	13
BY-LAW 8: PROTECTION OF DIRECTORS, OFFICERS & Others	14
BY-LAW 9: FINANCES	15
BY-LAW 10: ADMINISTRATION	15
BY-LAW 11: RULES OF ORDER	16
BY-LAW 12: BOARD POLICIES	16
BY-LAW 13: AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BY-LAWS	17
BY-LAW 14: DISSOLUTION	18
BY-LAW 15: ADOPTION	19



ARTICLES OF INCORPORATION

Article 1: Name

The name of the society shall be the "Shannonville Agricultural Society", (SAS), (Society).

Article 2: Head Office

The head office of the SAS shall be located in the Township of Tyendinaga in the Province of Ontario and at such a place therein as determined from time to time by the Board of Directors of the SAS.

Article 3: Organization Type

The Shannonville Agricultural Society qualifies as an "agricultural society" under Section 22 of the Agricultural and Horticultural Organization (AHOA).

Article 4: Purpose

The purposes of the Society shall be in accordance with the objects as stated in the AHOA which read as follows:

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

- a) Researching the needs of the agricultural community and developing programs to meet those needs;
- b) Holding agricultural exhibitions featuring competitions for which prizes may be awarded;
- c) Promoting the conservation of natural resources;
- d) Encouraging the beautification of the agricultural community;
- e) Supporting and providing facilities to encourage activities intended to enrich rural life.



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;
- h) "Board" means the board of directors of the Shannonville 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 as elected/appointed by the Society's Board of Directors
- 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;
- 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 or Secretary-Treasurer
- p) "general meeting" means a meeting of the members called to discuss items other than those relating to a Society property or the discipline or removal of directors.



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

1.1 Definitions (continued)

- q) "material contract" means any legal contract or transaction
- r) "member" means a member of the Society as defined in By-Law 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 By-Law 4.2,
 - (a) the chair of the board of directors of the corporation,
 - (b) the 1st Vice-President, 2nd Vice President, Secretary, Treasurer or Secretary-Treasurer of the corporation,
- v) "officers" means the Chair, President, Vice President(s), Secretary, Treasurer, Secretary-Treasurer, 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.
- x) "organization" means an agricultural association, agricultural society or horticultural society to which the AHOA applies.
- y) "resolution" under the AHOA is the equivalent of a 'proposal' under the ONCA regulations
- z) "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;
- aa) "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
- bb) "special resolution" - means a resolution submitted to a special or annual meeting and passed at the meeting, with or without amendment, by 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

1.2 Interpretation

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.

BY-LAW 2: MEMBERSHIP

2.1 Number of Classes

The Society has two classes of membership and will not include ex-officio members.

2.2 Classes of Membership

2.2.1 Full Member

Any person may join the Society as a Full Member by paying the annual fee set out in a by-law of the Society.

A firm or incorporated company may become a Full Member by payment of the regular fee in the name of only one person in any one year, may be entered as the representative or agent of such firm or company.

2.2.1.2 Voting Rights of a Full Member

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

2.2.2 Associate Member

2.2.2.1 Eligibility of an Associate Member

Associate Membership is open to those who do not meet all the requirements for full memberships but nevertheless declare an intention to pursue the stated purpose of the Society.

2.2.2.2 Voting Rights of an Associate Member

Associate Members shall not have voting rights at any annual, general or special meeting or be eligible to serve as officers of the Society.



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

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

There shall be an annual membership fee as shall be determined from time to time by the Board of Directors and that fee shall be recorded in the Society Policies.

2.5 Renewal of Membership

Membership term is 1 year with the term beginning Nov. 1 and ending Oct. 31.

2.5.1 Notice of Renewal of Membership dates will be:

- 1) Emailed to last address on record for member, director or officer
- 2) Posted on Society website and social media sites

2.6 Member in Good Standing

Payment of the annual membership fee by Oct. 31 for members 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 or speak at any annual, special or general meeting of the membership.
 - ii) To participate in activities of the Society as shall be defined by the Board of Directors each year.

BY-LAW 3: DIRECTORS

3.1 Number of Directors:

There shall be 3 to 6 directors that make up the Society Board of Directors.

3.1.1 Composition of the Board Of Directors:

The Board of Directors shall consist of full members of SAS elected, 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 By-Law 3.1.
- b. Directors shall be elected for a term of one year or may be appointed for the balance of a year if required.
- c. Directors shall be eligible for re-election at the end of the one year term.

3.2 Election of Directors:

3.2.1 Eligibility and Qualifications

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

3.2.1.1 Eligibility to Become a Director

All candidates for the position of director shall be a "Full Member" of the Society as set out in the By-law 2.2.1 above and must have reached the age of 18 as of Nov. 1 prior to the Annual Meeting



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

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, the 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.

3.3.2 Filling Vacancy after Resignation, Death or Removal 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 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.

3.3.3 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 the required number of directors, the directors who were elected (provided there is a quorum) may exercise all directors' powers.
- b. Provided by-law 3.3.2 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 No Quorum of Directors

If there is not a quorum of directors, the Board must immediately call a special meeting of the members, to elect or appoint additional directors, that will serve until the next annual meeting.

3.4 Duties and Powers of Directors

3.4.1 Standard of Care

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

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



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

3.4.2 Duty to Comply

Every director shall comply with,

- a. The AHOA, ONCA and the regulations, and
- b. The Societies Articles of Incorporation, By-Laws and Policies

3.5 Duties of Directors

3.5.1 The directors of the Society shall direct and supervise the management of all the activities and affairs of the society.

3.5.2 Between the 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 Societies funds, properties, other assets and raising of revenue shall be vested in the Board of Directors.

3.5.3 Treasurer or Secretary-Treasurer

It shall be the duty of the Board, in each and every year to ensure that the Treasurer or the Secretary-Treasurer provides financial statements on a monthly basis to the Board of Directors.

3.5.4 The Chair of the Board shall:

- May hold the office of President as well
- Chair the Board and Member meetings
- Have no voting rights except to break a tie

3.6 Establishment of Committees

The board may establish committees, ad-hoc committees, and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors and the Board may dissolve any committee by resolution at any time.

3.6.1 Limits on Authority of Committees

No committee has the authority to:

- a. Bind the Society
- b. Submit to the members any questions or matter requiring approval of the members.
- c. Fill a vacancy among the Directors or in the office of auditor if applicable
- d. Appoint additional directors.
- e. Issue debt obligations except as authorized by the Board
- f. Approve any financial statements or budgets
- g. Create bank accounts without authorization of the Board
- h. Adopt, amend or repeal any By-Law
- i. Establish contributions to be made or dues to be paid by members



BY-LAW 4: OFFICERS

4.1 Officers:

4.1.1 Standard of Care

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

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

4.1.2 Duty to comply

Every Officer shall comply with,

- (a) the AHOA, ONCA and the regulations, and
- (b) the Society's Articles of Incorporation, By-laws and Policies

4.2. Appointment of Officers

- a) The Officers will be appointed by the Board of Directors after the annual meeting as described in By-Law 5.5.2.
- b) At the first meeting of the Board of directors following the Annual Meeting, the Board shall from among themselves appoint the President, 1st Vice President, 2nd Vice President, Treasurer, Secretary and/or Secretary-Treasurer.

4.3 Terms of Office of Officers

Officers may be appointed for the following length of terms:

- a. President and Vice Presidents for a term of 1 year and may be eligible for re-appointment at the end of the term.
- b. Secretary for a term of 1 year and may be eligible for re-appointment at the end of the term.
- c. Treasurer for a term of 1 year and shall be eligible for re-appointment at the end of the term.
- d. If applicable, the Secretary-Treasurer for a term of 1 year and may be eligible for re-appointment at the end of the term.

4.4 Duties of Officers

4.4.1 The President of the Society Shall

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

4.4.2 The First Vice President of the Society shall

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



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

4.4.3 The Second Vice President of the Society shall

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

4.4.4 The Secretary of the Society shall

- Be a director of the Society
- Follow the policies as determined by the Board of Director's
- attend all Board and Member meetings of the Society and keep true minutes thereof
- conduct the correspondence of the Society; and
- Keep a record of:
 - i. All business transactions of the Society;
 - ii. All minutes of Board and Member meetings;
 - iii. All resolutions passed by the Society;
 - iv. All amendments to the By-Laws of the Society;
 - v. A register of the Directors, Officers and Members as per ONCA O. Reg. 395/21;
 - vi. Receive and maintain a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;
 - vii. Receive and maintain all minutes and reports of committees that may from time to time be appointed by the Society, and
 - viii. All annual statements and financial and auditor's reports (see 9.5).
- 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 OMFRA:
 - i. A copy of the financial statement; (see 9.5)
 - ii. A statement of the number of current members;
 - iii. A list of the Directors and Officers of the organization and their addresses; and
 - iv. A copy of the Annual Report submitted at the annual meeting.

4.4.5 The Treasurer of the Society shall

- Be a director of the Society;
- Follow the policies as determined by the Board of Directors;
- receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank/credit union/financial institution, as directed by the Society;
- keep the securities of the Society in safe custody;
- keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Society if applicable;
- prepare the annual financial statements of the Society;
- shall work with appointed auditors, if applicable to ensure financial review is conducted, and
- Prepare reports showing the financial position of the Society, on a regular basis or as indicated by the By-Laws.



BY-LAW 5: MEETING OF THE SOCIETY MEMBERS (Meeting of the Members)

5.1 Those Entitled to be Present:

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

- a. Members, voting and non-voting;
- b. The Directors, Officers and the auditors/financial reviewers of the Society, if applicable;
- 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' Meeting by Telephonic or Electronic Means:

- a) If the Board makes the decision to hold a hybrid members' meeting, the meeting notice will/shall indicate that members will have the option to participate by telephonic or electronic and the meeting notice will provide all the required information to participate by telephonic or electronic means. The electronic or telephonic means must permit all participants to communicate adequately with each other during the meeting.
- b) The notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- c) If it is not stipulated in the meeting notice, the option to attend by telephonic or electronic means will not be available.
- d) Participation by telephonic or electronic means must permit all attendees to communicate adequately with each other during the meeting and must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.
- 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) 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, internet or phone service being used by the member or the Society.



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

5.3 Voting

5.3.1 Eligibility to Vote

See By-Law 2 Voting Rights for Members, on the voting rights of members

5.3.2 Method of Voting

- a) Each member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by ordinary resolution, unless otherwise specified.
- b) At all meetings of members, every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or requested by any member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by the required majority and an entry to that effect in the minutes of the Society is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- c) Unless the Board has declared a virtual meeting, all voting members must be physically present at the meeting.

5.3.3 Proxy Votes

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

5.4 Quorum

5.4.1 A quorum is the same for all Annual, General or Special Meetings, and 6 members entitled to Vote at the meeting shall constitute a quorum for meeting business transactions.

5.4.2 A quorum at all Board Meetings is 50%+1 (majority) of the Board Members entitled to vote shall constitute a quorum for meeting business transactions.

5.4.3 If a quorum is not present at the opening of a meeting, the members present may adjourn the meeting to a fixed time and place, no later than 30 days hence, and may not transact any business.

If a quorum is present at the opening of a meeting, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

5.5 Meetings

5.5.1 List of Eligible Members

The secretary shall have available at members' meetings, a list of those members eligible to vote and hold office as determined in By-Law 2.2, Classes of Membership.



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

5.5.2 Annual Meeting

5.5.2.1 Notice of Annual Meetings

At least 30 days notice and not more than 50 days of every annual meeting shall be given by delivery notices of the meeting by social media, local community media events pages, email and/or Canada Post letters to every member of the Society, Directors and Officers 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.

5.5.2.2 Time and Place of Annual Meeting

The annual meeting shall be held within the first two weeks of January and no more than 15 months after the last annual meeting at a location determined by the Board of Directors.

5.5.2.3 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. Report of the auditor or person appointed to conduct the financial review for the previous year, if applicable.
- e. Reappoint or new appointment of auditor for the coming year, if applicable.
- f. Invite a qualified guest to declare that all Director Positions as vacant and conduct the election of Directors.
- g. Such other or special business or resolutions as may be set out in the notice of meeting.

No other items of business shall be included on the agenda for annual meeting unless a Member's resolution has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

5.5.3 Special Meetings

5.5.3.1 Calling of Special Meetings

The directors may call a special meeting of the members whenever there is a need of membership approval for selected items that may have an urgent need. Notification of a Special Meeting will be applied the same as an Annual Meeting under 5.5.2.1.

5.5.4 General Meetings

5.5.4.1 Calling of General Meetings

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



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

5.5.4.2 Notice of General Meetings

General Meetings will be held monthly and the specific dates for each month in the year will be determined and approved by the Board of Directors at their first meeting following the Annual Meeting. The schedule of the meeting dates will be published within the minutes of said meeting.

The minutes of each General Meeting will include the date, time and location of the next General Meeting.

BY-LAW 6: MEETINGS OF THE BOARD OF DIRECTORS

6.1 Meetings of the Board of Directors

Meetings of the Board of Directors will be held monthly or as determined by the Board. The minutes of each Board Meeting will include the date, time and location of the next Board Meeting.

BY-LAW 7: CONFLICT OF INTEREST

7.1 Conflict of Interest

7.1.1 Disclosure

Any SAS Director or Member who is in any way directly or indirectly interested and involved 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 Board.

Directors and Members 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, 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.



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
 - iii. May include such other insurance as the Board sees fit.
- a. 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.
 - b. It shall be the obligation of any person seeking insurance coverage or indemnity from the Society to co-operate fully with the Society in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Society.

8.2 Indemnification of Directors, Officers and Others

Provided that they have: a) complied with the Acts and the Society's articles and by-laws; and b) exercised their powers and discharged their duties in accordance with the Acts, the Society shall indemnify and save harmless a director or officer of the Society, a former director or officer of the Society or another individual who acts or acted at the Society's request as a director or officer or in a similar capacity, of another entity, and such person's heirs and legal representatives, against.....

- a. All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in the execution of the duties of their office except costs, charges and expenses as are occasioned by their own willful neglect, default or dishonesty; and
- b. All other costs that they sustain or incur in or about or arising from or in relation to the affairs of the Agricultural Society except costs, charges or expenses thereof as are occasioned by their own willful neglect, default or dishonesty.



BY-LAW 9: FINANCES

1. All monies belonging to the Society shall be deposited in an account in the name of the Society at a Branch of a Charter Bank, Credit Union, or other Financial Institution in Canada by any officers or an employee so designated by the Board.
2. No Cheque or any other order for the payment of monies shall be valid unless signed by in accordance with a resolution made by the Board. Cheques to disburse the funds of the Society shall bear the signatures of two signing officer(s). The signing authority by titles will be established as follows; Chair, Chair/President, President, Vice President, Treasurer, Secretary or Secretary-Treasurer.
3. The fiscal year of the Society shall be from Nov. 1 to Oct. 31.
4. All expenditures for items in excess of \$ 500. that are not included in the budget for the current fiscal year shall require approval by a motion passed at Board of Directors meeting.
5. The financial records of the Society shall be subject to an audit by a qualified accountant; OR a review engagement by a qualified accountant OR 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.
7. The Directors are not allowed to borrow money, issue or sell bonds, give a guarantee and mortgage property on behalf of the Society without prior Membership approval.

BY-LAW 10 ADMINISTRATION

10.1 Execution of Documents

- a) Deeds, transfers, contracts obligations, and other instruments in writing requiring execution by the Society may be signed by any two of three of the designated signing officers. The signing authority by titles will be established as follows; Chair, President, 1'st Vice President, 2'nd Vice President, Treasurer or Secretary or Secretary-Treasurer.
- b) In addition, the executive may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed.
- c) Any member of the executive may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

10.2 Records of the Society

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

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

- 1) A register of any Society monetary investments or capital investments.
- 2) deeds, title papers and other documents relating to the Society's property;
- 3) at least one copy of the minutes of all member, Board or committee meetings;
- 4) text of resolutions passed at any member or Board meetings;
- 5) Association's constitution, articles, by-laws, as well as any amendments to them;
- 6) Registry of directors, officers and members.
- 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 stored in paper or digital format
- 10) All records of the Society will be stored for a period of 6 years to meet ONCA & CRA regulations. Society minutes and resolutions will be stored for the lifetime of the Society per ONCA regulations.

BY-LAW 11: RULES OF ORDER

Roberts Rules of Order latest version, shall govern the Society on all matters not covered by the Associations articles, by-laws and policies.

BY-LAW 12: BOARD POLICIES

The Board may make or update policies with regard to any matter not inconsistent with the Articles & By-Laws.



BY-LAW 13: AMENDMENTS TO THE ARTICLES AND BY-LAWS

13.1 Amendment of Articles and By-Laws

The Articles & By-Laws of the Society may be made and/or adopted, amended or repealed by a majority vote (50%+1) of those members in attendance at a properly convened annual meeting or special meeting of which notice has been given in the manner provided by By-Law 5.5.2.1, Notice of Annual Meetings.

13.2 Origin of Amendments to the Articles & By-Laws

Amendments may originate from:

- The Board of Directors
- Any voting member in good standing with the Society as per By-Law 2.2 Classes of Membership

13.2.1 Submissions of Amendments to the Articles of Incorporation or By-Laws

Amendments in the form of a written resolution to the Articles of Incorporation 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.

13.3 Changes to Articles of Incorporation and By-Laws

13.3.1 Changes to Articles of Incorporation and By-Laws

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

13.3.2 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 immediately

13.4 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.



The Shannonville Agricultural Society Articles of Incorporation & By-Laws

13.5 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 these Articles and By-Laws.

BY-LAW 14: DISSOLUTION

14.1 Process

The directors shall call a special meeting of the members to discuss the proposed dissolution of the Society. Notice of this special meeting shall be submitted at least 14 days and not more than 50 days, by way of social media, local newspapers events pages, email and/or Canada Post to each member, each director and officer and to the auditor of the Society's latest financial review.

The notice for this meeting must contain sufficient information regarding the possible dissolution of the Society to permit the members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

14.1.1 Contacting Minister (OMAFRA)

Upon the passing of a special resolution at a special meeting of the members of the organization duly called for that purpose, the Society Chair shall contact the Minister to request the dissolution of the Society. SAS would be compelled to follow the Agricultural and Horticultural Organizations Act. R.S.O. 1990, c. A.9 s. 19



BY-LAW 15: ADOPTION

These Articles and By-Laws adopted at an annual or special meeting of the Society shall become the effective date and remain so until amendment or repeal.

Approved and adopted as amended at Special Meeting of the Shannonville Agricultural Society Membership, on the 9th day, of October in the year 2024.

Signed

A handwritten signature in cursive script, appearing to read "George May", written over a horizontal line.

George May (input President's name)

Amended at the Annual Meeting, _____, _____ 20__ Signed _____, President

Amended at the Special Meeting, _____, _____ 20__ Signed _____, President

Amended at the Annual Meeting, January 18, 2023, Signed by Heather Lang, President