

BY-LAW NUMBER 7

A By-law relating generally to the conduct in affairs of ESSA AND DISTRICT AGRICULTURAL SOCIETY
Replacing all previous organizational By-Laws

Enacted as a By-law of ESSA AND DISTRICT AGRICULTURAL SOCIETY (the "Society") as follows:

ARTICLE I

1. NAME

The name of the Society shall be "ESSA AND DISTRICT AGRICULTURAL SOCIETY "

ARTICLE II

2. HEAD OFFICE

The head office of the Society shall be located in Essa Township, in the Province of Ontario, or at such place therein determined from time to time by the Board of Directors of the Society.

ARTICLE III

3. AUTHORITY

The Society is organized under and governed by the Agricultural and Horticultural Societies Act of the Province of Ontario "the Act". All Articles of this by-law shall read to conform to "the Act".

ARTICLE IV

4. SEAL

The Seal which is impressed in the margin hereof shall be the corporate seal of the Society.

ARTICLE V

5. MISSION STATEMENT

The Mission of the Society is to educate, promote and display agriculture to the residence of Essa Township, surrounding municipalities and Central Ontario.

ARTICLE VI

6. OBJECTIVES

The objective of the Society is to provide the local community with a facility to encourage awareness of agriculture and promotes improvements in the quality of life for those working in agribusiness within Essa Township and Central Ontario.

Objective achievement:

6.1. Researching the needs of the rural and urban communities as it relates to agriculture, and establish programs to meet those needs.

- 6.2. Organize and operate an annual fair as well as other events, providing a venue for which exhibitors can exhibit, compete and market their products, goods, crops or livestock;
- 6.3. Providing producer and consumer focused programs, both educational and entertaining , which will bring rural and urban communities together focusing on the importance of agriculture into the future.

ARTICLE VII

7. MEMBERSHIP

- 7.1 Any person may become a member of the Society by paying the annual membership fee as determined by the Board of Directors, but no person under the age of eighteen (18) years is eligible to vote at meetings of the Society.
- 7.2 There shall be THREE classes of membership in the Society;
 - 7.2.1 FULL MEMBER; representing any person EIGHTEEN (18) years or older
 - 7.2.2 JUNIOR MEMBER; representing any person under the age of EIGHTEEN (18) YEARS
 - 7.2.3 LIFETIME MEMBER; representing any person approved by the Board for volunteer service recognition of 10 years or more and Past Presidents of the Society.....non voting
- 7.3 Liability of Members; Members shall not, as such be held answerable or responsible for any action, default, obligation or liability of the Society or any engagement ,claim, payment, loss, injury, transaction, matter or thing relating to, or connected with the Society.
- 7.4. Membership in any form is not transferable.
- 7.5. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of a membership of a Member for violating any provision of the articles, by-laws of the Society or the policies of the Society. The notice shall set out the reasons for the disciplinary action or termination of the membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15 day period. The Board shall consider the written submission of the Member before making a final decision but the decision of the Board shall be final and binding.

ARTICLE VIII

8. DIRECTORS

- 8.1 The affairs of the Society shall be managed by a Board (minimum of 9 Directors), each of whom at the time of the election or appointment is a paid up member of the Society for the current year, an active member of the Society and must continue to be a member of the Society while being on the board of directors.
- 8.2 The membership shall elect at each Annual Meeting from among themselves, THREE (3) directors for a term of THREE (3) years. The Executive Committee of the Board of Directors, will present a suggested slate of willing people to allow their names to stand for election to the Board of Directors. At this point further nominations will be received from floor and the question will be asked three times; Are

there any further nominations from the floor? If no further nominations from the floor are received. A motion is accepted to close any further nominations from the floor. A motion to accept and approve the slate of those willing to serve on the Board of Directors is now accepted. If there are nominations from the floor and those people nominated are active members of the Society;.....An election is carried out and two members appointed at the meeting will conduct the election process by ballot. The election of Directors is completed and announced at the meeting. Ballots are destroyed on a motion.

8.3 Directors shall be eligible for re-election at the end of their term of office; and shall be limited to three (3) consecutive year terms.

8.4 Vacancies on the Board, however caused, may, so long as a quorum of directors (50% plus 1) remain in office, be filled by the directors from among qualified members of the Society, by appointment , provided that, when three or more vacancies occur at the same time, a special meeting of the members be called and Directors are elected to fill the vacancies.

8.5 Board members, staff and volunteers must weigh carefully all circumstances in which there exists the possibility of accusations of competing interest. Board members and staff shall disclose to the Board any possible conflict of interest and any and all relevant information pertaining to the possible conflict and may not participate in any decision-making process related to the matter in which there may be a conflict of interest. Further, board members and staff shall excuse themselves from the room when there is any deliberation and decision on the matter of interest.

The minutes of the Board and /or committee meetings shall reflect that the conflict of interest was disclosed and that the interested person was not present during the deliberation and decision on the matter of interest. In the event of possible conflict of interest in a decision-making process at the level of management, the executive director or office manager shall report to the Board in writing that the conflict of interest was disclosed and that the interested person was not in the room and did not participate in the final deliberation and decision on the matter of interest.

Notwithstanding the above, the Board may waive the foregoing restrictions and allow a board member or staff member with a conflict of interest to join in such portion of the discussion on the matter of interest as the Board deems appropriate.

Board members, staff and volunteers shall not use their program relationship for personal or professional gain. Furthermore, board members, staff, paid consultants and volunteers are prohibited from having direct or indirect financial interest in the assets , leases, business transactions or professional services of the Essa and District Agricultural Society.

When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board, excluding the person(s) who may have the possible conflict.

The policy shall be reviewed at the first meeting of the Board of directors each year, as well as with all staff members and with each new staff member at the time of his /her hire. Copies of the entire By-law will be given to each board member and staff member yearly.

8.6 Indemnities to Directors. Every director and officer of the Society and the heirs, executors and administrators, and estate and effects, of such directors and officers shall from time to time and at all times, be indemnified and saved harmless , out of the funds of the Society, from and against;

8.6.1 All costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director or officer for or in respect of any act, deed matter or thing whatsoever made, done or permitted by such director or officer in or about the execution of the duties of the office and all other costs, charges and expenses which such director or officer sustains or incurs in or about or in relation to the affairs, thereof, except the costs, charges or expenses occasioned by wilful neglect or default of such director or officer or as a result of the fraud or dishonesty of such director or officer.

8.7 Protection of Directors and Officers. No Director or officer of the Society shall be liable for acts, receipts, neglects or default of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society for or on behalf of the Society or for the insufficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or Society with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through the wrongful and wilful act or through the wrongful or the wilful neglect or default of such director or officer.

The Society shall carry a minimum of two million dollars (\$2,000,000.00) Directors & Officers Liability Insurance coverage.

8.8 Removal of Directors; The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of the term of office, and may, by a majority of votes cast at that meeting, elect a replacement provided that person is a member for the current year during the term of the removed director.

The directors, by ordinary resolution passed at a meeting of directors, remove any director before the expiration of the term of the office in the event that such director has failed to attend at least 75% of the scheduled board of directors meetings during any year of the term of their directorship, (taking into consideration health issues or other specific concerns) by a majority of votes cast at that meeting, nominate and elect a person to replace the removed director. Note the elected person must be a paid up member of the Society for the current and active in the Society.

A director shall be deemed to be removed if deemed not mentally capable by a medical doctor or has been found incapable of managing property under the Substitute Decisions Act, 1992 or the Mental Health Act, dies or becomes bankrupt.

8.9 COMPENSATION; No Compensation shall be paid to the directors and officers other than The Treasurer, secretary-treasurer or secretary. However, reasonable expenses incurred by a director, officer or member in the performance of his or her duties may be reimbursed.

ARTICLE IX

9. OFFICERS

9.1 President; The President shall when present, preside over all meetings of the Board and of the members. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring the signature of the President, and have the other powers and duties from time to time prescribed by the Board or incident to the office.

9.2 Vice- President(s); During the absence or inability to act as the President, the duties and powers of the office will be exercised by the Vice- President (or if more than one, by the Vice President in order of seniority). The Vice-Presidents shall also perform the other duties from time to time as prescribed by the Board or incident to the office.

9.3 Secretary; The Secretary shall be ex officio clerk of the Board and attend all meetings of the Board to record all facts and minutes of the proceedings in the books kept for that purpose including an accurate attendance record of each meeting; shall give all notices required to be given to members and to directors; shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident of the office.

9.4 Treasurer; The Treasurer shall be ex officio shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account.; shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board; shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers, therefore; shall render to the Board, wherever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall work with the auditors of the Corporation during the year as needed and during the audit of the accounts of the Corporation; and shall perform the duties from time to time prescribed by the Board or incident to the office including the preparation and issuing of all payments and cheques.

9.5 Other Officers; The Board may appoint other officers , including without limitation, Honorary Officers, and agents(and with such titles as the Board may set out from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation by a majority vote.

9.6 Manager; The Board of Directors may employ a consultant from time to time whose obligations shall be the day to day management of the affairs of the Society subject to the supervision by the Board.....and will be established with a written contract outlining the job responsibilities and expectations. Ex-officio

9.7 The Directors shall elect from among themselves at a meeting held immediately following the Annual Meeting; a President, a First Vice-President, a Second Vice-President ; Appoint a person to carry out the duties of Secretary and Treasurer. The above positions will be known as the Officers of the Society.

9.8 The Treasurer (Secretary/Treasurer) before entering into the duties of the office shall give Bond for the faithful performance of the duties and especially for the due accounting and paying over of all monies which may come into their hands.

9.9 It is the duty of the Board in each and every year to inquire into the sufficiency of the security given by the Treasurer/Secretary and to report thereon to the Society.....Thus an Audit is performed. The Board reserves the right to decide on the choice of audit each year (notice of reader, review engagement, or full audited statement). The Board is required to conduct a full audit within 3 years as a minimum standard.

9.10 Signing authority by the Board for deeds, contracts, etc. on behalf of the Society includes any two of follow: President, Vice-President, Treasurer, or any member of the Executive Committee.

ARTICLE X

10 MEETINGS

10.1 Annual Meeting. The Annual Meeting of the members shall be held each year within Ontario, at a time, place and date to be determined by the Board for the purpose of;

10.1.1 Receiving the reports and statements required by the Act to be placed before the annual meeting;

10.1.2 Electing such directors as are to be elected at such annual meeting;

10.1.3 Appointing the auditor and fixing or authorizing the Board to fix the auditor's remuneration therefore;

10.1.4 The transaction of any other business brought before the meeting;

10.1.5 In order for Members to vote at the Annual Meeting, they must be paid up members in good standing for the current year and for the year for which such Annual Meeting is held. (Current Year plus the preceding years)

10.1.6 Notice of the Annual Meeting. At least two weeks notice of the Annual Meeting shall be given by mail or electronic means to members of the Society.

10.1.7 Quorum for the Annual Meeting is 30 paid up members; (Current Year plus preceding years)

10.2 General Meeting. The Board may at any time call a General Meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A General Meeting of members may also be called by members as provided in the Act. A quorum for such a meeting is 30 paid up members.

10.2.1 In order for members to vote at a General Meeting, they must be paid up Members in good standing both for the current year for which such General Meeting is held, and for the preceding calendar year.

10.3 Special Meeting

10.3.1 On a petition of THIRTY (30) Members of the Society, The President, or in his or her absence, the First Vice-President, shall call a Special Meeting for the transacting of the business mentioned in the petition and notice of the Special Meeting shall be given in the same manner as for the Annual Meeting.

10.3.2 A Special Meeting will be called to deal with the selling, mortgaging, leasing, or otherwise disposing of property owned by the Society;

10.3.3 Only those persons who are paid up members in good standing for the current year and who were paid up Members in good standing for the two previous years are entitled to vote at this meeting.

10.3.4 Quorum for this meeting is Seventy (70) Members of the Society

10.4 Directors Meetings

10.4.1 A meeting of the Board of Directors shall be called by the Secretary upon the direction of the President or, in his or her absence, the First Vice-President, or by three (3) members of the Board, by notifying all members by regular or electronic mail at least seven (7) days prior to a time fixed for such a meeting except in cases of emergency when notice by other means of communication will be accepted, provided that a meeting of the Board may be held immediately following the Annual Meeting, regular meeting or Special Meeting of the Society without notice, Notice of a meeting is not necessary if all of the members of the Board of Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to holding such meeting. If all of the members of the Board of Directors consent, a member of the Board of Directors may participate in a meeting by telephone or electronic means such as skype, Facetime or video conference so long as the participation permits all participants to communicate adequately with each other during the meeting. A member of the Board of Directors participating by such means is deemed to be present at that meeting.

10.4.2 Fifty Per Cent (50%) plus one of the voting members of the Board of Directors shall constitute a quorum.

10.4.3 Powers and Duties. In addition to specific duties and powers assigned elsewhere in these By-laws, the Board shall;

10.4.3.1 Take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;

10.4.3.2 Put into effect all policies and actions approved by membership;

10.4.3.3 Have the authority to approve contracts in the name of the Society, in accordance with policies and practices approved by the membership;

10.4.3.4 Be responsible for the management of the affairs of the Society between Meetings;

10.4.3.5 Committees and Subcommittees. The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees and subcommittees are accountable to the Directors. The President, Office Manager/member of the Executive Board are members of all committees. All committees are to submit a report which is to be included in the Annual Report at the AGM.

10.4.3.6 Executive Committee; Is made up of the President, First Vice-President, Second Vice-President, Treasurer, Office Manager and one director to be appointed. This committee will exercise and perform duties as outlined by the Board as well as bring recommendations to the Board on the day to day issues of the organization.

10.4.3.7 Voting by Members. At all meetings, all questions proposed for consideration at meetings shall be determined by a majority of the votes cast by members entitled to vote. In the case of a tie vote the President or the replacement shall cast the final determining vote.

10.4.3.8 Show of Hands. At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Society or unless poll is required by the Chairman or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxy holder for a member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairman that a resolution has been carried or lost by a particular 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 or against the motion.

10.4.3.9 Chair. In the absence of the President, or the Vice-President(s), the members entitled to vote present at the meeting of members, shall choose another director as Chair and if no director is present or if all the directors' present decline to act as Chair, the members present shall choose one of their number to be Chair.

10.4.3.10 Polls. If at any meeting a poll is requested on the election of a Chairman or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either once or later at the meeting or after adjournment as the Chairman directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to taking the poll.

10.4.3.11 Adjournment. Any meeting of members may be adjourned to any time from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

ARTICLE XI

11 FINANCES

11.1 The fiscal year end of the Society shall be December 31.

11.2 All expenditures for items in excess of \$1,000.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a Board of Directors Meeting. It is the policy of the Society to have all accounts presented for payment and approved at each monthly meeting along with a financial statement for the previous month.

11.3 Cheques to disburse the funds of the Society shall bear any two signatures of the President, Office Manager, First Vice-President, Second Vice-President; if funds surpass \$5,000. All other cheques require two signatures.

11.4 The financial record of the Society shall be audited by a qualified accountant, appointed at the annual Meeting. The Board reserves the right to decide on the choice of audit each year (notice of reader, review engagement, or full audited statement). The Board is required to conduct a full audit within 3 years as a minimum standard.

11.5 The monthly financial statement shall be presented by the Treasurer and approved on a motion by the Board of Directors. This statement should include the yearly budget for each category as well as the year to date amounts and the previous years actuals

ARTICLE XII

12 RULES OF ORDER

Parliamentary Rules of Order shall govern the Society and all matters not covered in the By-laws

ARTICLE XIII

13 CHANGE IN CONSTITUTION AND BY-LAWS

13.1 By-laws of the Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing they are confirmed at an Annual General Meeting of the Society of which notice has been given in a manner provided by Article 10.1.6 hereof.

13.2 All regulations as set forth in the Agricultural and Horticultural Organizations Act, or may be revised from time to time, shall become a part of the constitution of the Society

13.3 Effective on Passing. This By-law shall come into force without formality upon its enactment.

13.4 Upon the dissolution of the Society, after payment of all of its debts and liabilities, the remaining property of the Society shall be distributed or disposed of to [Ontario Agricultural Societies]

ARTICLE XIV

14 INTERPRETATION

In these by-laws and in all other by-laws of the Society hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of or the feminine gender as the case may be, and visa versa, and references to person shall include firms and corporations.

ARTICLE XV

15 REPEAL

Upon this bylaw coming into force, By-law Numbers 1 – 6 of the Corporation are hereby repealed provided that such repeal shall not affect the previous operation of such by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

Passed by the Board of Directors and sealed with the corporate seal this.....day
of.....2018

Previous Revisions: November 18, 2010 and February 2013

President.....

Board

Executive.....