

**AMENDED AND RESTATED BY-LAWS
OF**

The Comber Agricultural Society

The Comber Agricultural Society (the “**Corporation**”), incorporated under the Agricultural and Horticultural Organizations Act, 1980, hereby adopts these amended and restated by-laws, which restate, amend and supersede the by-laws of the Corporation, as previously amended and restated, in their entirety as described below:

1. SECTION – GENERAL

1.01 Definitions

- a) **AHOA** means the Agricultural and Horticultural Organizations Act as amended from time to time.
- b) **Articles** means the Articles of Incorporation of the Corporation as amended from time to time by resolution of the Members.
- c) **Associate Directors** means Directors who are appointed by the Board but who are not entitled to vote, but may participate at meetings of the Board.
- d) **Board** means the Board of the Corporation.
- e) **Chair** means the Chair of the Corporation as appointed by the Board.
- f) **Corporation** means the Comber Agricultural Society.
- g) **Fiscal Year** means the period from November 1 to October 31 and represents the financial year for the Corporation.
- h) **Honorary Directors** means Directors who are elected by the Society and are entitled to vote as long as they are active participants in regular monthly meetings.
- i) **Members** means a Regular Member or Associate Member as outlined in the by-laws, Section 9.
- j) **ONCA** mean the Ontario Non for Profit Corporations Act as amended from time to time.
- k) **Society** means the collective membership of the Comber Agricultural Society.

1.02 Interpretation

Other than specified in Section 1.01, all definitions and applications contained in the bylaws shall have the meanings as set out in the ONCA, or AHOA where the ONCA is either silent or in conflict with the AHOA.

1.03 Authority

The Corporation 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 by-laws 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).

1.04 Purposes

The purposes of the Corporation shall be in accordance with the objects as stated in the AHOA and includes:

- 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 the By-Laws of the Society.

1.05 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. 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 maybe, shall prevail.

1.06 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.07 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board 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. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2 SECTION – DIRECTORS

2.01 General

The Board shall consist of minimum of 9, maximum of 15 Directors/Honorary Directors. Directors/Honorary Directors shall be elected from amongst the Members in good standing at the time of election.

2.02 Election and Terms of Office

The Members at each Annual Meeting shall elect the Board of Directors, as presented by the Nominating Committee. The Nominating Committee shall place a call for Director vacancies in accordance with the Terms of Office to all members at least 60 days in advance of the Annual Meeting. Members interested in being nominated for a Director position must confirm their interest in writing to the Secretary by the set deadline as outlined in the call for nominations. In the event there are more candidates than open positions, there shall be a ballot nomination process at the Annual Meeting to elect the Directors. The term of appointment for a Director shall be 12-year. There shall be no limit to the number of terms a Member may serve as Director.

2.03 Qualifications of Directors

Each person elected or appointed as a Director must meet the following qualifications and continue to meet these qualifications of the position of Director. If a person ceases to meet the qualifications as provided in this section, the person thereupon ceases to be a director as per Section 2.05.

- a) Must be an individual who is at least eighteen years of age as of the date of their election as a director;
- b) Must not have the status of bankrupt;
- c) Must not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- d) Must not be a person who has been declared incapable by any court in Canada or elsewhere; and
- e) Must consent in writing to hold office as a Director within ten days after their election or appointment, provided that where a Director consents in writing more than ten days after election or appointment, it shall not invalidate their election or appointment as a Director. This does not apply to a Director who is re-elected or reappointed where there is no break in his or her term of office.
- f) Must pay their membership fee and be an active member in regular meetings.

2.04 Removal of Directors

The Members may remove a Director/Honorary Director by a majority vote at a special meeting of the Members called in accordance with the by-laws. The Director shall be allowed to provide a written or verbal statement objecting to the motion for their removal. If passed, the filling of the vacant position shall be done in accordance with the by-laws.

2.05 Vacancies

The office of a Director shall be vacated immediately:

- a) If the Director resigns office by written notice to the Corporation, which 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 by a majority vote.

2.06 Filling Vacancies

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) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b) If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; or
- c) A quorum of Directors may fill a vacancy among the Directors.

2.07 Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the ONCA that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the ONCA, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time. -

2.07.1 Nominating Committee

There shall be a standing Nominating Committee of the Board which shall have responsibilities outlined in a terms of reference, which shall be reviewed and approved from time to time by the Board. The primary responsibility of the Nominating Committee is the governance health of the Corporation, by working with the Board to ensure all positions are filled.

2.08 Remuneration of Directors

- a) No compensation shall be paid to a Director, Officer, or Member of the Corporation for duties performed in their role with the Corporation other than to the
Secretary/Treasurer for the work they perform in their Officer position;
- b) The compensation paid to the Secretary/Treasurer shall be established annually by the
Board;
- c) Reasonable expenses incurred by Directors, Officers, or Members in the performance of their duties shall be reimbursed by the Corporation; and

- d) Compensation may be paid to Directors or Officers for services provided to the Corporation outside of their Director or Officer roles provided it has been approved in advance by the Board and is compliant with the Conflict of Interest statement as set out in the by-laws.

2.09 Capacity and Powers

The Directors shall execute the duties as outlined in the AHOA and ONCA as well as defined in the Articles. The Directors shall act in good faith to support the purpose of the Corporation as outlined in the by-laws on behalf of the Members. The full Board may delegate powers to a Committee so long as it is made up of Directors only. Any Committee that is made up of one or more non-Director members shall act in an advisory capacity to the Board.

Directors may not delegate the following powers to an individual or Committee of the Board:

- a) Submitting questions to the Members for their approval;
- b) Appointment of a Director;
- c) Appointment of the auditor or financial reviewers;
- d) Issuing bonds or other debt obligations;
- e) Approval of financial statements;
- f) Changing or amending the By-Laws; or
- g) Creating or changing membership dues.

2.10 Honorary Directors

Honorary Directors are elected by the Members in recognition of an individual's longstanding commitment and support to the Corporation, and overall contribution to the community. Once elected, an Honorary Director retains that position unless it becomes vacant as outlined in the by-laws. There shall be a maximum of six Honorary Directors at any given time.

2.11 Associate Directors

The Board shall have the authority to appoint Associate Directors to support the activities of the Society. Associate Director positions shall have term limits which match those of the elected Directors, and shall be brought forward to the Board for approval by the Nominating Committee at the first Board meeting of each fiscal year. There shall be a maximum of twenty Associate Directors at any given time. The term for an Associate Director shall be two years. There shall be no limit to the number of terms a Member may serve as an Associate Director.

3 SECTION – BOARD MEETINGS

3.01 Calling of Meetings

The meeting of the Board shall be called by the Secretary upon the direction of the Chair, or any three members of the Board, by sending notice thereof to all members of the Board at least seven days before the time fixed for the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. Meetings shall be held in person unless such special circumstances require the meeting to be held by electronic means as determined by the Chair.

3.03 Board Meetings by Electronic or Telephonic Means

If the Board makes the decision to hold an online Directors' meeting, the meeting notice shall provide all the required information to participate by telephonic or electronic means. Hybrid meetings (in person and electronic/telephonic) are allowed.

- a) 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.
- b) Participation by telephonic or electronic means must permit all attendees to communicate adequately with each other during the meeting must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.
- 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 from time to time.
- d) 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.
- e) The Corporation is not responsible if a member cannot participate fully in the meeting by telephonic or by electronic means due to the malfunction or unavailability of the member's equipment or application, program, or software, or the malfunction or unavailability of the communication platform (i.e., Zoom), internet or phone service being used by the Member or the Corporation.

3.04 Notice

Notice shall be provided to Directors in accordance with Section 10 – SERVICE of the By-Laws.

3.05 Chair

The Chair shall preside over the meeting of the Board. In the absence of the Chair, the 1st Vice

President shall preside over the meeting. In absence of the 1st Vice President, the 2nd Vice President shall preside over the meeting. In the event neither the Chair, 1st Vice President, or 2nd Vice President is present, the remaining Directors shall appoint from amongst themselves a Director to serve as Chair of the meeting.

3.06 Voting

Each Director/Honorary Director shall have one vote. Questions arising at any Board meeting requiring a vote shall be decided by a majority vote. In the event of a tie, the Chair shall not have a second vote, and the motion shall be considered defeated and recorded as such in the minutes.

3.07 Voting by Electronic Means (email)

In addition to voting in person, the Board may provide for Directors to vote entirely by email or a combination of in-person and email means. If email voting is allowed, it must: a) Be deemed necessary due to the need for a time sensitive Board vote;

- b) Be noted in the meeting notice that voting by email is being allowed, and details as to how voting will be conducted; and
- c) Allow for verification that the votes are made by the members entitled to vote.

3.08 Rules of Order

Parliamentary Rules of Order shall govern the Corporation on all matters not covered by the by-laws.

3.09 Quorum

Quorum for monthly meetings shall consist of 50% of the voting Directors/Honorary Directors plus one.

3.10 Absences

If a Director, Honorary Director, Associate Director is unable to attend a meeting, notice to be sent in advance to President and/or Secretary 24 hours in advance where possible. Failure to miss 4 meetings without just cause may be eligible for dismissal as a Director, Honorary Director, Associate Director and/or removal from board as outlined in 2.04.

4 SECTION – FINANCIAL

4.01 General

- a) The Board shall establish and approve an annual budget each February;
- b) Any expenditures in excess of \$500 which would lead the Corporation to be over budget shall be approved by the Executive Committee and reported to the Board at the next regularly scheduled Board meeting;
- c) Cheques to disburse the funds of the Corporation must be signed by either the President, 1st Vice President or 2nd Vice President
- d) The financial records of the Corporation shall be reviewed annually by two persons appointed by the Members at the Annual Meeting, who must be arm's length to the Treasurer of the Corporation.

4.02 Banking

The Board shall by resolution from time to time designate the bank in which money, bonds, or other issued securities of the Corporation are held.

4.03 Fiscal Year

The financial year of the Corporation shall end of October 31st of each calendar year.

5 SECTION – OFFICERS

5.01 Officers

The Board shall appoint from among the Directors at the first meeting following the Annual Meeting of the Corporation a:

- a) Chair
- b) President
- c) 1st Vice President
- d) 2nd Vice President
- e) Secretary
- f) Treasurer

The office of Treasurer and Secretary may be held by the same person and may be known as the secretary/treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. Officer appointments shall be for a term of one year. There shall be no limit to the number of terms a Director may serve as an Officer.

Collectively, the Officers of the Corporation, in addition to the Past President, shall form an Executive Committee of the Board. The Executive Committee shall adhere to the policies established by the Board of Directors when providing oversight between regularly scheduled Board meetings for all matters of a critical, urgent or time-sensitive nature pertaining to the organization.

5.02 Office Held at the Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a) The Officer's successor being appointed;
- b) The Officer's resignation; or
- c) Such Officer's death.

In the event of a vacancy, the Board shall appoint a new Director to fill the vacancy in accordance with the by-laws.

5.03 Officer Succession

To support continuity of governance for the Corporation, the Board shall establish a natural succession cycle from the 2nd Vice President through to the President Officer positions. It is expected that individuals appointed to the 2nd Vice President Officer position will progress through the 1st Vice President Officer position, followed by the President Officer position at the end of each Officer term. The appointments to the successive Officer positions will be confirmed by resolution of the Board.

5.04 Filling of Officer Vacancies

An Officer vacancy on the Board shall be filled as follows, and the Officer appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Officer's predecessor:

- a) In the event the Officer vacancy is that of the Secretary / Treasurer, the Chair will call a special meeting of the Board in accordance with their by-laws to appoint a replacement.
- b) In the event the Officer vacancy is that of the President, the 1st Vice President shall assume the role, with the 2nd Vice President replacing the 1st Vice President, and a replacement for the 2nd Vice President will occur at the next regularly scheduled Board meeting
- c) In the event the Officer position is that of either the 1st Vice President or 2nd Vice President, the position will be filled by the other Officer with a replacement appointed at the next regularly scheduled Board meeting.

Filling of vacancies will be coordinated by the Nominating Committee.

5.05 Duties

Officers shall discharge their duties as assigned by the Board in good faith to support the purpose of the Corporation, and to ensure compliance with the AHOA and ONCA.

5.06 Duties of the Chair

The Chair shall be responsible for presiding over any meeting of the Members as well as all meetings of the Board of Directors.

5.07 Duties of the President

- a) Shall set the agenda for the Board, as well establish the annual plan for the Corporation;
- b) Shall serve as the primary point of contact for the Corporation with the public;
- c) Shall report regularly to the Board on the status and performance of the Corporation, including governance matters and financial performance; and
- d) Shall ensure succession planning for Officer positions in collaboration with the Executive Committee and Nominating Committee.

5.08 Duties of the Secretary

- a) Shall work closely with the President to support the Board in fulfilling its fiduciary responsibilities;
- b) Shall attend all meetings of the Corporation;
- c) Shall maintain accurate records for the Corporation including:
 - a. Names and addresses of the Members;
 - b. Meeting minutes of all Board meetings as well as any Committee meetings of the Board;
 - c. All resolutions passed by the Corporation;
 - d. All amendments to the By-Laws and Articles;
 - e. Records of annual prize money paid to each Member;
 - f. Copies of annual reports and annual financial statements; and
 - g. A list of land interest ownership in Ontario.
- d) Shall maintain custody of all corporate records;
- e) Shall complete all Corporate reports for filing as required by law or as requested by the Board;
- f) Shall give such notice as required by the by-laws for any meetings of the Board and Members; and
- g) Shall also perform such other duties as may from time to time be directed by the Board.

5.09 Duties of the Treasurer

- a) Shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
- b) Shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company;
- c) Shall disburse the funds of the Corporation as maybe directed by proper authority taking proper vouchers for such disbursements;
- d) Shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation;
- e) Shall present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the financial review;
- f) Shall coordinate securing of the individuals required to complete the annual financial review for approval by the Board and Members; and
- g) Shall also perform such other duties as may from time to time be directed by the Board.

SECTION – RECORD KEEPING

- a) The records of the Corporation shall be maintained either in physical copy, to be held at the address of the Corporation or that of the Secretary, or may be kept digitally stored in a secure fashion with access available to the Secretary, President, 1st Vice President, and 2nd Vice President.
- b) Members, representatives, and creditors have the right to request access to look at all records of the Corporation with the exception of Board and Board Committee minutes and financial transaction records.

- c) Directors, financial reviewers, court-appointed investigators, and OMAFRA inspectors have the right the access all record of the Corporation.
- d) Records will be maintained by the Corporation in accordance with applicable law.
- e) Members have the right to request a listing of all Members provided they submit their request in writing to the Secretary outlining the intended use of the information. Use of information about the Members can only be used if it is aligned with the purpose of the Corporation, or to request a meeting of the Members.

7 SECTION – PROTECTION OF DIRECTORS AND OTHERS

7.01 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation 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:

- a) property and public liability insurance;
- b) Directors’ and Officers’ insurance; and,
- c) may include such other insurance as the Board sees fit.

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 Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defense 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 Corporation.

7.02 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, or committee member of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a) Complied with the AHOA, ONCA, and the Corporation’s articles and by-laws; and
- b) Exercised their powers and discharged their duties in accordance with the AHOA, ONCA, and the Corporation’s articles and by-laws.

8 SECTION – CONFLICT OF INTEREST

8.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the ONCA (s. 41). Except as provided by the ONCA, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed, or vote on any resolution to approve any such contract or transaction.

9 SECTION – MEMBERS

9.01 Classes of Members

Subject to the Articles, there shall be two classes of membership in the Corporation.

9.02 Regular Members

Regular Members are individual residents of Ontario who, by way of payment of the annual membership fee, are Members in good standing. Membership is non-transferrable.

9.02.1 Voting Rights

Voting rights are reserved for Members who are in good standing and are at least eighteen years of age.

9.02.2 Privileges of Membership

A Regular Member shall be entitled to participate in the activities of the Society during the fiscal year in which they are a Member in good standing. This includes participating as an exhibitor in the annual Comber for election on the Board of Directors; and voting on matters at the Annual General Meeting and any Special Members' Meetings. Standing for election to the Board of Directors is reserved for those Members who are eighteen years of age or older.

9.02.3 Termination of Membership

Membership is considered terminated if any of the following occurs:

- a) The member dies;
- b) The member resigns;
- c) The member is expelled;
- d) The term of membership ends; or
- e) The Corporation closes and ceases to operate.

Rights of membership cease immediately following the termination of membership.

9.03 Associate Members

Associate Members are firms, Incorporated Companies, Registered Charities, or other organizations, associations, or groups that support the objectives and work of the Corporation who, by way of payment of the annual membership fee, are Members in good standing. Membership is non-transferrable.

9.03.1 Associate Member Representation

There shall be one representative or agent of the Associate Member who shall exercise the privilege of the membership in the Corporation. The representative must be a resident of Ontario and be at least eighteen years of age. The Associate Member must confirm the name and contact information of the representative with the Secretary/Treasurer. In the event of a change in representation, the Associate Member must confirm the new information with the Secretary/Treasurer immediately.

9.03.2 Voting Rights

The voting rights of the Associate Member shall be exercised by the representative of the Associate Member. Associate Members shall have the right to vote on all matters of the Corporation.

9.03.3 Privileges of Membership

An Associate Member shall be entitled to participate in the activities of the Society during the fiscal year in which they are a member in good standing. This includes participating as an exhibitor in the annual Comber and voting on matters at the Annual General Meeting and any Special Members' Meetings. Associate Members are not eligible to hold office.

9.03.4 Termination of Membership

Membership is considered terminated if any of the following occurs:

- a) The Associate Member organization ceases to operate;
- b) The member is expelled;
- c) The term of membership ends; or
- d) The Corporation closes and ceases to operate.

Rights of membership cease immediately following the termination of membership.

9.04 Disciplinary Act or Termination of Membership for Cause

Upon fifteen days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws. The notice shall set out the reasons for the disciplinary action or termination of 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 regarding disciplinary action or termination of membership.

10 SECTION – MEMBERS' MEETINGS

10.01 Annual Meeting

The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. Membership dues shall be established annually by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, financial reviewer's report and other financial information required by the by-laws or Articles.

The business transacted at the Annual Meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review of the financial records;
- e) reappointment or new appointment of the auditor or a person to conduct a review of the financial records for the coming year;
- f) election of Directors; and
- g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda of the Annual Meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting, so that such item of new business can be included in the notice of Annual Meeting. Requests from Members shall be submitted to the Secretary, and must be included in the notice of the meeting unless:

- a) It is submitted to the Corporation less than 60 days before the meeting;
- b) It does not significantly relate to the business of the Corporation; or
- c) It appears the Member is abusing their right to submit a proposal for publicity.

10.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a Special Members' Meeting if they have received a request representing at least 5% of the

membership in writing, submitted to the Secretary. The special meeting must be held within 21 days of the submitted written request.

A Special Meeting will be called to:

- a) deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society,
- b) respond to the written request submitted by at least 5% of the membership,
- c) deal with removal of Directors/election of new Directors, or
- d) deal with modifications to the Society's Articles and/or By-laws that are required to be dealt with prior to the next Annual Meeting.

10.03 Notice

- a) At least 2 weeks' notice, and no more than fifty days' notice, shall be given to the Members for the Annual General Meeting;
- b) At least 10 days' notice, and no more than fifteen days' notice, shall be given to the Members for a Special Members' Meeting;
- c) The notice shall include the details of the meeting, including the time and location; and
- d) The notice shall be provided to the Members in writing using the Members' contact information on file with the Corporation, including by email or mail.

10.04 Special Considerations – Virtual Members' meetings

Under special circumstances as defined by the Board, Members meetings may be held by fully electronic means – either by phone, or using an online meeting platform. In such circumstances, electronic meeting details shall be provided to the Members in accordance with the notice requirements set out in the by-laws.

10.05 Quorum

Quorum shall be set as five percent of the total eligible number of Members at the time of the meeting. This number shall be provided by the Secretary based on the most current membership information for the Corporation. If quorum is present at the beginning of the meeting, voting on resolutions brought forward at the meeting can occur throughout the meeting even in the event that quorum is not maintained.

10.06 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

10.07 Voting of Members

- a) Each member is entitled to one vote on each resolution brought before the membership, provided they are at least 18 years of age;
- b) A resolution will pass by simple majority of the voting Members present;
- c) Proxy voting is not permitted by the Corporation;
- d) Voting must be done in person by the Member – voting by electronic means or by mail are not permitted by the Corporation unless the meeting is deemed to meet the special circumstances requirement as set out in the by-laws;
- e) Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- f) If there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- g) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.08 Adjournments

The meeting shall be adjourned by way of a motion put forward by a voting Member. In the event of a need for continuation of the Members' meeting, the process for adjournment shall follow the rules as outlined in the ONCA (s. 55).

10.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct the financial review of the Corporation, if any, and others who are entitled or required under any provision of the AHOA and ONCA to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

11 SECTION – NOTICES

11.01 Service

Any notice required to be sent to any Member or Director or to the persons appointed to conduct the annual financial review of the Corporation shall be delivered personally, or sent by prepaid mail or email to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation

11.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, or member of a committee of the Board, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12 SECTION – ADOPTION AND AMENDMENTS TO BY-LAWS

12.01 Amendment to By-Laws

The Directors may by resolution make, amend, or repeal any by-laws that regulates the activity of the Corporation with the exception of those related to membership transfers, methods of voting remotely by Members, or the transfer or sale of property in the event the Corporation dissolves. The process for by-laws amendments shall follow the ONCA and includes:

- a) Directors review and approve the by-laws amendments at a regular or specially called Board meeting;
- b) The Board shall begin operations under the new by-laws immediately following the approval by the Board (except for those requiring Membership approval before being enacted);
- c) The effective date of the by-laws changes is the date the changes are approved by the Members;
- d) The Directors shall submit the new, amended, or repealed by-laws changes to the Members at the next meeting of the Members, or at a Special Members’ meeting, where the Members may confirm, reject, or amend the requested changes by ordinary resolution;
- e) A Member can submit a proposed change to the by-laws provided they do so in accordance with Section 10.01 of the By-Laws.

In addition to the by-laws of the Corporation, the Corporation shall be governed in accordance with the ONCA and, where the ONCA is silent or in conflict with, the AHOA.

13 SECTION – DISSOLUTION

13.01 Dissolution of the Corporation

In the event the Corporation is dissolved either for cause or at the request of the Corporation, the process to manage the dissolution of the Corporation shall follow the rules outlined in the applicable legislation (AHOA s. 18 – 20; ONCA s. 121 – 173)

This by-law shall come into force and take effect on the date it is confirmed by the Members of the Corporation.

In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

Passed by the Board the day of _____, 2024

Chair

Secretary

Ratified and adopted by the Members the day of _____, 2024

Chair

Secretary