

CONSTITUTION & BY-LAWS

Stirling Agricultural Society

a division of

1608038 Ontario Inc.

ARTICLE 1: NAME

The name of the society shall be the “Stirling Agricultural Society Inc.” and shall operate the Stirling Fair, henceforth to be known as “the Society.” This organization may be referred to by the initials SAS.

ARTICLE 2: OBJECTIVES

To promote agriculture by providing an agricultural fair to our local and surrounding community. Also to promote and foster the interest in agricultural and home craft activities and educate in the agricultural background of the community.

ARTICLE 3: HEAD OFFICE

The office building located on the grounds at 437 West Front Street, Stirling, Ontario. K0K 3E0, shall be the head office of the Society.

ARTICLE 4: ORGANIZATION TYPE

The Stirling Agricultural Society qualifies as an “agricultural society” under Section 22 of the Agricultural and Horticultural Organizations Act.

BY-LAW 1: GENERAL

1.1 Definitions

- a) AHOA – means the Agricultural and Horticultural Organizations Act, 1990 as amended
- b) ONCA – means the Not-for-Profit Corporations Act, 2010 (Ontario) as amended
- c) Executive – means the Chair/President, First Vice President, Second Vice President, the Past President and the Secretary, Treasurer and/or Secretary-Treasurer
- d) General Meeting- means meeting of the board of directors for the Society held monthly
- e) Annual Meeting – means meeting of the members and the board held in January annually
- f) Officer – means the appointed Secretary, Treasurer and/or Secretary-Treasurer
- g) Member – means a member of the society as in By-law 2.

1.2 Interpretation

Definitions 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 works importing on 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 and 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).

The invalidity of 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

In the event of any contradiction between these constitution/by-laws and the AHOA or ONCA provisions of the Acts shall govern.

The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives.

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 – MEMBERS

2.1 MEMBERSHIP CLASSES

a) Junior Membership

- May enter competitions sponsored by the Society with no membership fee
- May attend the Annual General Meeting
- Does not have any voting rights
- Must be under the age of 18
- May be elected as a Junior Director if between the ages of 12 and 18.

b) General Membership

- May enter competitions sponsored by the Society but must have paid the membership fee
- May attend the Annual General Meeting
- Does not have any voting rights
- Must be over the age of 18
- May be elected as an Associate Director of the Board.

c) Membership Information

- Membership Fee for “General Membership” is equal to their exhibitor fee, which is established by the Board of Directors of the Society.
- Membership is for the Calendar year and must be renewed yearly
- Membership fee must be paid at time of exhibiting.

BY-LAW 3 – THE SOCIETY BOARD OF DIRECTORS

3.1 DIRECTOR DIVISIONS

a) Full Director

- May enter competitions sponsored by the Society after paying exhibitor fee
- May attend and vote at the Annual General Meeting.
- May vote at Board Meetings.
- May hold office.
- Free admission for self and one guest to Society events.

b) Associate Director

- May enter competitions sponsored by the Society after paying exhibitor fee
- May attend but not vote at the Annual General Meeting.
- May be elected as a Director of the Board after their minimum one-year term
- Not required to attend Board Meetings.
- May vote at the Committee level but not at the Board level.
- Free admission for self and one guest to Society events.

c) Honorary Director

- May enter competitions sponsored by the Society after paying exhibitor fee
- May attend and vote at the Annual General Meeting.
- May vote at Board Meetings.
- May hold office.
- Free admission for self and one guest to Society events.
- Elected for life
- Must have a minimum of 15 years of service and greatly contributed to the Society

d) Junior Director

- Must be between the ages of 12 and 18 years
- May enter competitions sponsored by the Society after paying exhibitor fee
- Free admission for self to Society events. delete highlight
- May not vote
- May not hold office.

3.2 Number of Directors, Term and Conditions

- a) The society shall have a minimum of 11 voting directors
- b) Each Director shall be elected for a term of two years except for Honorary Director
- c) Directors shall be eligible for re-election at the end of the two-year term providing they have attended the AGM and 3 General meetings each year
- d) Criminal Record Check must be provided
- e) Annual membership fee for Director divisions a, b and c shall be determined at the AGM
- f) Director division d there is no membership fee
- g) Membership fee that is determined is due and payable at the end of the January meeting annually and must be paid each year.
- h) The financial liability of the member to the Society shall be limited to the amount due from him/her in respect to the membership fees
- i) Can not be a member of another organization that has their head office at 437 West Front Street.
- j) Any person known/confirmed to be expelled from any other Agricultural Society shall not be eligible for to be a director of this Society and if he/she is a director at the time of expulsion, his/her membership shall be terminated automatically
- k) The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the by-laws and regulations of the Society.

3.3 Nomination of Directors

- a) The Executive shall be the nominating committee which shall be responsible for identifying and recruiting qualified directors to the board and make recommendations to the Board with respect to such nominations for the position of director and executive.
- b) The Executive through the Secretary or Secretary-Treasurer will call, e-mail or text present directors in December to ensure they still want to be on the Board
- c) Any director can provide individual nominations to the Secretary or Secretary-Treasurer to include in the nominating report
- d) The nominating report is part of the Annual General Meeting and must be approved at the AGM.
- e) Should an election is required for any positions it shall be done by secret ballot.

3.4 Removal of Director

The Board of Directors shall have the power to suspend or expel any member who fails to observe any rule or regulation set forth in the Constitution and By-Laws or whose conduct is in the opinion of the Board, prejudicial to the interests of the Society.

3.5 Duties and Powers of Directors

- a) Standard of Care
 - Every director in exercising their powers and discharging their duties to the Society shall, act honestly and in good faith with a view to the best interests of the Society; and exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.
 - Every director shall comply with the AHOA, ONCA an the regulations and the Society's Constitution, By-Laws and Policies.
- b) Duties of Directors
 - The directors of the Society shall direct and supervise the management of all the activities and affairs of the Society
 - The board of directors shall have the authority to develop and approve policies and procedures that it deems necessary to promote the interests and operations of the Society
 - The director shall act as a liaison between the Board of Directors and committee (s) as requested by the Board
 - A director shall attend all general meetings of the Board of Directors
 - A director shall attend all meetings for the committees they have been appointed to.

BY-LAW 4 – OFFICERS, EXECUTIVE COMMITTEE AND COMMITTEES

4.1 Officers

- a) Standard of Care
 - Every officer in exercising their powers and discharging their duties to the Society shall, act honestly and in good faith with a view to the best interests of the Society; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- b) Duty to comply
 - Every officer shall comply with the AHOA, ONCA and the regulations and the Society's Constitution, By-laws and Policies.

4.2 Selection of Officers and Terms

- a) At the Annual General Meeting the board shall elect/appoint the following officers of the Society:
 - Chair/President
 - First Vice President
 - Second Vice President
 - Past President
- b) Chair/President, First Vice President, Second Vice President shall hold office for a maximum of two years.

4.2.1 Secretary, Treasurer or Secretary-Treasurer

- a) At the Annual General Meeting the Secretary, Treasurer or Secretary-Treasurer are appointed by the President with concurrence of the executive
- b) The appointed officer is a non-voting member of the executive.

4.3 Duties of Officers

President

- a) Chairperson is the President
- b) The President, as Chief Executive Officer of the Society, shall always maintain general supervision of the Society. He/she shall preside at all Board Meetings. He/she shall report at the Annual General Meeting and make suggestions that he/she may deem advisable.
- c) Have Signing authority
- d) Is a member of all committees
- e) He/she shall appoint all Committees not otherwise provided for. He/she may appoint special committees as he/she may deem advisable to further the interests of the Society.

First Vice-President

- a) In the absence, of the President, shall act/perform the duties of the President.
- b) Have Signing authority
- c) Perform other duties as may be assigned.

Second Vice-President

- a) In the absence, of the 1st Vice-President shall act/perform the duties as required by the 1st Vice-President
- b) Have Signing authority
- c) Perform other duties as may be assigned.

Secretary

- a) The Secretary shall attend all general meetings, executive meetings and committee meetings of the Society and keep true minutes/reports thereof.
- b) Conduct the correspondence of the Society
- c) Keep a true record of the following - All minutes of the Society
 - All resolutions passed by the Society
 - All amendments to the By-Laws of the Society
 - All members of the Society and their respective addresses
- d) Have Signing authority
- e) Maintain Website and Facebook

Treasurer

- a) Prepare invoices for all accounts receivable by the Society.
- b) Receive all monies payable to the Society and deposit them to the credit of the Society in a chartered bank, as the Society may by resolution direct.
- c) Keep the securities of the Society in safe custody.
- d) Keep or cause to be kept full and accurate proper books of account and make or cause to be made entries of all receipts and expenditures of the Society.
- e) Prepare all cash prizes to be paid at the fair and later draft the cheques required for the remainder of the prize money. A list of the names/addresses of persons who prize money is paid and the amount paid to each person for all agricultural programs.
- f) A list of the names/addresses of persons who prize money is paid and the amount paid to each person for the Homecraft, Horticultural and Seeds/Grains exhibits
- g) Help prepare the annual financial statement.
- h) Maintain a file of all annual statements, financial statements and Auditor's reports.
- i) Prepare reports showing the financial position of the Society as directed from time to time by the Executive Officers of the Society.
- j) Prepare voucher report of outstanding accounts to be voted on by the board.
- k) Make application for, record results and file reports for any lotteries operated by the Board through the Ministry of Consumer/Commercial Relations.
- l) Have signing authority.

Secretary-Treasurer

- a) If the President with the concurrence of the Executive appoints one person to hold the position of Secretary-Treasurer, that said person shall perform all duties as outlined above for the Secretary and the Treasurer.

4.4 Executive Committee

The Executive committee will consist of the following members:

- Chair/President
- First Vice President
- Second Vice President
- Past President
- Secretary, Treasurer or Secretary-Treasurer.

4.1.1 Role & Powers of Executive Committee

- The Executive Committee shall adhere to the policies established by the Board of Directors when providing oversight between regularly scheduled board meetings for all matters of a critical, urgent or time-sensitive nature pertaining to the organization.
- All members of the Executive Committee shall be voting members except for the Secretary, Treasurer or Secretary-Treasurer.
- Shall act as the nominating committee

4.5 Committees

- a) The Committees for the Society are as follows:
 - Flea Market
 - Awards, Bursary, Finance, Partnership
 - Homecraft

- Property, Grounds, Storage, Rental, Safety & Security
- Parking, Gate
- Animal Display, Animal Competitions
- Derby or motor cross
- Food Booth
- Bar

- b) Committee Chairpersons must be directors and be appointed at the AGM and should complete the following:
- Ensure that all respective responsibilities are ready prior to the fair.
 - Ensure that every Member of the Committee knows his/her duties prior to appointment.
 - Hire any required judges
 - Bring proposals for changes to their mandate to the Board
 - Consult with the Committee and the President on urgent matters which may require immediate attention during the fair. A decision will be reached by consensus.
- c) Committee members are appointed at the AGM by volunteering upon President's request and additional members may be added to the committee as required by Chairperson

BY-LAW 5 – MEETINGS OF THE SOCIETY

5.1 Meetings by electronic

- a) The Society may hold meetings electronically (ie. Zoom or Microsoft Teams)
- b) The Society will provide notice of any electronically meetings which will include the instructions for attending and participating in the meeting.
- c) If the meeting notice does not include the option to attend by electronic means, then electronic will not be available.
- d) At the outset of each such meeting, the Chair/President of the meeting shall confirm that a quorum is present.

5.2 Voting

- a) Each Director who has voting rights as established by the Constitution and By-laws of the Society shall have one vote for each question and all questions shall be determined by ordinary resolution, unless otherwise specified.
- b) At all meetings of the Society, every question shall be decided by a show of hands unless a ballot is required by the Chair/President of the meeting or requested by a director. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the Chair/President 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) Proxy votes are not permitted at any general, annual, committee or special meetings of the Society.

5.3 Quorum

- a) Six directors entitled to vote at the annual, general or special meetings shall constitute a quorum of the transaction of business.

b) A quorum must be present throughout the meeting for the Directors to proceed with a business of the meeting.

5.4 Annual Meeting

a) The Annual General Meeting will be open to anyone and shall be held on a date determined by the Board, but it shall be as close to January as possible. The AGM will be held at 437 West Front Street, Stirling, Ontario at 7:00 pm.

b) At least two weeks prior to the meeting, notice of the Annual General Meeting will be given by the Society by notifying each Director by e-mail, phone or text.

c) At each Annual General Meeting of the Society,

- A report of the Society's activities and an audited financial statement for the year ending.

- A Board of a minimum of 11 Directors shall be elected. Associate and Junior Directors may also be elected.

- Associate Directors that have fulfilled their term may be elected as a director if stated in the nominated committee report and approved by the majority of directors in attendance at the Annual General Meeting

- The Executive Officers of the Society shall be elected as per the nominated committee report and approved by the directors in attendance at the Annual General Meeting.

- The Board of Directors and the Executive Officers shall take office immediately upon election.

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

5.4.1 Agenda for Annual Meeting

a) approval of previous year AGM minutes

b) report of the activities and accomplishments of the Society since the last AGM by the Chair/President of said year

c) audited financial statement report – must be from the auditor or person who was appointed to conduct the financial review

d) reappointment or new appointment of auditor(s) or person(s) to do a financial review, prepare statements, file T3010 with CRA and prepare the Financial Review Certificate from the OMAFRA website.

e) nominating committee report be provided and provide an opportunity for any nominations from the floor for the election of Directors and the Executive

f) appointment of the Secretary, Treasurer or Secretary-Treasurer as per the Chair/President with the concurrence of the Executive.

g) Remuneration for the Secretary, Treasurer or Secretary-Treasurer to be established

h) appointment of Committee Chairs by the incoming President/Chair

i) review of the constitution and by-laws if necessary

j) other or special business as may be set out in the notice of meeting

k) adjournment

5.5 General Meetings

a) Board Meetings will be held at a time and place determined by the Board of Directors.

b) Notice of Board Meetings shall be provided to all Directors at least 1 day prior to the time fixed for the meeting and no more than 5 days prior to the meeting.

c) At least 6 Directors shall constitute a quorum.

d) A meeting of the Board shall be called by the Secretary upon the direction of the President or any three directors of the Board by sending notice thereof to all directors of the Board at least 1 day prior to the time fixed for the meeting and no more than 5 days prior to the meeting.

e) All meetings shall be conducted according to the most current version of "Robert's Rules of Order."

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

5.5.1 Agenda for General Meetings

- a) approval of the previous general meeting minutes
- b) approval of the financial report
- c) approval of the voucher report
- d) new business
- e) old business
- f) other business
- g) correspondence
- h) adjournment

5.6 Special Meetings

- a) Upon the petition of three members of the Society, the Secretary or Secretary-Treasurer and President, 1st Vice-President or 2nd Vice-President, shall call a special meeting for the transaction of the business mentioned in the petition and the meeting notice shall be provided to all Directors at least 5 days prior to the time fixed for the meeting.
- b) a special meeting may be called to deal with modifications to the Society's Constitution/By-laws that are required to be dealt with prior to the next Annual Meeting
- c) No error or accidental omission in giving notice of any meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

5.7 Executive Meetings

- a) Executive Meetings may be called by the President, at any time and any place with at least 1 day notice.
- b) Notice to be provided in writing by the Secretary or Secretary-Treasurer as directed by the President

5.8 Committee Meetings

- a) shall be called by the Chairperson of the Committee with the Secretary or Secretary-Treasurer providing at least 1-day notices to all members of the committee
- b) all committee reports must be written and provided at the next general meeting for approval prior to implementation of the recommendations

BY-LAW 6 – CONFLICT OF INTEREST, RENUMERATION AND CONFIDENTIALITY

6.1 Disclosure

In accordance with the Act or any Society by-laws or policies, a director or Officer who,

- a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or
- b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation,

shall disclose to the corporation or quest to have entered in the minutes of meetings the nature and extent of his or her interest.

Directors and Officers that have declared that they have direct, indirect or imputed interest in nay matter, contract or transaction,

- a) must not take part in the considerations or discussion of;
- b) shall not vote on any resolution to in regard to the matter unless the matter, contract or transaction is regarding approval for a contract or transaction for
 - indemnity or insurance for directors and officers

6.2 Remuneration

- a) no compensation shall be paid to a director or officer of the Society for the performance of his or her duties, other than the Secretary, Treasurer or Secretary-Treasurer but reasonable expenses incurred by a director or officer in the performance of his or her duties may be paid.
- b) remuneration for the Secretary, Treasurer or the Secretary-Treasurer shall be established by the directors at the AGM.
- b) subject to the by-laws of the society, a director or officer may receive reasonable remuneration and expenses for any services to the society that he or she performs in any other capacity.

6.3 Confidentiality

Every director, officer, committee member, and volunteer shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with during involvement of such person in the activities of the Society.

BY-LAW 7 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.1 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.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Society.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Society to 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.

7.2 Indemnification of Directors, Officer and Others

Provided that they have complied with the Acts and the Society's articles and by-laws; and 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 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 to the Society except costs, charges, or expenses thereof as are occasioned by their own willful neglect, default or dishonestly.

BY-LAW 8 - FINANCES

- a) 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 of the Board.
- b) No Cheque or any other order for the payment of monies shall be valid unless signed by two signing authorities of the Society
- c) Cheques to disburse the funds of the Society shall bear the signatures of two signing officer(s). The signing authority by titles will be as follows; President, or 1st Vice President, or 2nd, Vice President and the Secretary or Treasurer or Secretary-Treasurer. No cheques shall be signed by two immediate related family members of the Society
- d) The fiscal year of the Society shall be from November 1st to October 31st annually.
- e) All expenditures for items more than \$500.00 that are not included in the budget for the current fiscal year shall require approval. Purchases between meetings can be approved by the Executive that are reasonable in nature. Large item purchases required between meetings may be requested for votes by e-mail if deemed necessary and is of essence of time and if a special meeting is not able to be scheduled.
- f) The financial records of the Society shall be subject to an audit/ financial review by a qualified accountant.
- g) The financial accounts and other books of the Society shall be made available for inspection by directors upon reasonable request.
- h) All expenditures shall be paid by cheque from original invoices, and this includes prize money for livestock, agricultural produce and Homecraft prizes. Children's programs may be paid in cash.
- i) Members submitting receipts for payment must provide the original receipt

BY-LAW 9 - ADMINISTRATION

9.1 Execution of Documents

- a) Deeds, transfer, contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any two of the four designated signing officers.
- 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.

9.2 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 meetings which includes resolutions passed;
- 4) Association's constitution, articles, by-laws, as well as any amendments to them;
- 5) Registry of directors, officers and members as per ONCA O. Reg. 395/21: GENERAL Corporate registers 6. (1), (2), (3).
- 6) Financial books and records and books as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
- 7) Record of any other information as required by the AHOA or ONCA regulations or Society articles, by-laws or policies.
- 8) All records of the Society will be kept at 437 West Front Street – Fair Office for the period of time as specified in the appropriate government regulations. Records may be stored in either paper and/or digital

format.

BY-LAW 10 - OWNERSHIP OF PROPERTY

The Society owns the property legally known as 437 West Front Street which encompasses the land that houses the Stirling Soccer Association and Farmtown Park. The Society also owns property on weaver Street.

BY-LAW 11 - AMENDMENTS TO CONSTITUTION, ARTICLES AND BY-LAWS

The Constitution, Articles and By-laws of the Society may be made and/or adopted, amended or repealed by the ¾ majority vote of the directors in attendance at the Annual General Meeting or special meetings of which notice has been given according to the by-laws.

Amendments may originate from the Board or any voting director in good standing with the Society. However, all amendments shall be by Notice of Motion given at the general meeting immediately prior to the Annual General Meeting.

Changes to the Constitution, Articles, and By-laws that are approved at the annual or special meetings of the Society shall be effective immediately unless otherwise specified.

BY-LAW 12 – ADOPTION

This constitution, articles, and by-laws adopted at an annual meeting of the Society shall become effective the date of passing and remain so until amended or repealed.

Approved and adopted at the Annual Meeting of the Stirling Agricultural Society Inc. on this 22nd, day of January 2025.

Signed

President – Larry Detlor

Secretary-Treasurer Roxanne Hearn

History of Constitution:

Constitution Adopted and Passed on January 8th, 2014 and updated January 2015 and updated again January 2018 and finally repealed on January 22, 2025.