

**LINDSAY AGRICULTURAL SOCIETY
(the "Society" and the "Corporation")**

**AMENDED CONSTITUTION AND
BY-LAWS**

The Constitution and By-laws of the Corporation were:

adopted:	1854
and amended at the Annual General Meeting	January 23rd, 1999
and amended at the Annual General Meeting	January 19th, 2002
and amended at the Annual General Meeting	January 22nd, 2013
and amended at the Annual General Meeting	January 26th, 2023
and amended at the Annual General Meeting	January ____, 2024

AMENDED CONSTITUTION AND BY-LAWS

Amended Constitution and By-laws relating generally to the conduct of the affairs of

LINDSAY AGRICULTURAL SOCIETY

(an Ontario not-for-profit corporation without share capital)
(the "Society" and the "Corporation")

BACKGROUND AND OBJECTS/PURPOSES:

- A. The Society is incorporated as an Agricultural Society within the meaning of the (Ontario) Agricultural and Horticultural Organizations Act, R.S.O. 1990, Chapter A.9 ("AHOA", as further defined below). Under this legislation, Agricultural Societies are considered not-for-profit corporations without share capital;
- B. The Society was incorporated in 1854 by predecessor AHOA legislation and continued under AHOA pursuant to s.25(2) of AHOA;
- C. The AHOA was passed into legislation in 1990 and combined three pieces of legislation and all incorporated organizations into one Act. Under the AHOA, there are no letters patent, charters or corporate numbers issued. Each organization files an annual return with the Ontario Ministry of Agriculture, Food and Rural Affairs ("OMAFRA");
- D. As a result of the *Not-for-Profit Corporations Act, 2010* (Ontario) ("ONCA", as further defined below) being proclaimed into force on October 19, 2021, it is necessary to replace the existing constitution and general by-laws of the Society with this new Constitution and By-laws herein;
- E. **Objects/Purposes** - Pursuant to s.28 of AHOA, the objects/purposes of the Society are to encourage an awareness of agriculture and to promote improvements in the quality of life of persons living in an agricultural community by:
 - (a) researching the needs of the agricultural community and developing programs to meet those needs;
 - (b) holding agricultural exhibitions featuring competitions for which prizes may be awarded;
 - (c) promoting the conservation of natural resources;
 - (d) encouraging the beautification of the agricultural community;
 - (e) supporting and providing facilities to encourage activities intended to enrich rural life; and

- (f) conducting or promoting horse races when authorized to do so by a by-law of the society;

In addition to the foregoing, the Society's further specific objects are:

- (g) to promote and encourage fellowship among urban and rural citizens;
- (h) to support and encourage agricultural youth programs;
- (i) to co-operate with other similar organizations to promote the agricultural industry and ancillary services; and
- (j) to produce and operate the Lindsay Exhibition annually.

NOW THEREFORE BE IT ENACTED as the constitution and general by-laws of the Corporation as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

In this Constitution and By-laws and all other constitution and by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the combined provisions of ONCA and AHOA, subject to the paramountcy rules set out in Section 1.02(g) below.
- (b) "**ONCA**" means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, Chapter 15, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.
- (c) "**AHOA**" means the Ontario *Agricultural and Horticultural Organizations Act*, R.S.O. 1990, Chapter A.9, including any regulations made pursuant to AHOA and any statute or regulations that may be substituted, as amended from time to time.
- (d) "**Board**" means the board of Directors of the Corporation.
- (e) "**Constitution and By-laws**" or "**By-law**" or "**By-laws**" means this Amended Constitution and By-laws and all other constitution and by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (f) "**Director**" means a member of the Board.
- (g) "*ex officio*" means by right of or by virtue of office.

- (h) "**Honorary Membership**" means the class of membership described in Section 4.01(c) below.
- (i) "**Junior Membership**" means the class of membership described in Section 4.01(d) below.
- (j) "**Member**" means any member of the Corporation (i.e., Regular Member, Junior Member or Honorary Member) of the Corporation.
- (k) "**Members**" or "**Membership**" means the collective membership of the Corporation.
- (l) "**Officer**" means an officer of the Corporation.
- (m) "**Ordinary Resolution**" means a resolution that is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members.
- (n) "**Regulations**" means the regulations made under the Act or AHOA, as the case may be, as amended, restated or in effect from time to time.
- (o) "**Regular Membership**" means the class of membership described in Section 4.01(b) below.
- (p) "**Special Resolution**" means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members.

1.02 Interpretation

In the interpretation of this Constitution and By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word "**person**" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;

- (e) the headings used in this Constitution and By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the constitution and by-laws of the Corporation shall be interpreted in accordance with and subject to the Background and Objects of the Corporation, which purposes for purposes of this Constitution and By-laws are incorporated by reference and made a part hereof; and
- (g) **PARMOUNTCY: If any conflict or inconsistency appears between the requirements prescribed by ONCA and the requirements prescribed by AHOA and/or any OMAFRA rulings issued thereunder, the provisions of AHOA/OMAFRA shall have priority and precedence over ONCA as the Corporation is a specialized, regulated not-for-profit corporation shall govern, as applicable.**

SECTION II **GENERAL**

2.01 Name

This Corporation shall be known as the Lindsay Agricultural Society and shall operate the Lindsay Exhibition. The Corporation may be referred to by the short title "LAS" and "LEX".

2.02 Objects/Purposes

The Objects/Purposes of the Corporation as set out in the Background above.

2.03 Special Provisions

The Special Provisions of the Corporation are as follows:

- (a) Commercial purposes, if any, conducted by the Corporation are intended only to advance or support one or more of the non-profit purposes of the Corporation. No part of the Corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a Member, a Director, or an Officer of the Corporation except in furtherance of its activities or as otherwise permitted by the Act or AHOA.
- (b) The Corporation shall be subject to the *Charities Accounting Act*.
- (c) No Director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the Corporation, a Director may be compensated for services other than as a Director pursuant to the regulation

made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

- (d) To invest the funds of the Corporation pursuant to the *Trustee Act*.
- (e) Upon dissolution of the Corporation, and after satisfying the interests of its creditors in all its debts, obligations, and liabilities, its remaining property shall be distributed to one or more Canadian body corporate that is/are a registered charity under the *Income Tax Act* (Canada) with similar purposes to the Corporation (i.e., preferably, another agricultural society), the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.
- (f) The Membership of the Corporation shall consist of three (3) classes of Members, namely Regular Member, Junior Member and Honorary Member. The conditions for Membership, and the rights and entitlements of each class of Membership, are as set out in these By-laws.

2.04 Registered Office

The registered office of the Corporation shall be situated in or about the town of Lindsay, in the City of Kawartha Lakes, in the Province of Ontario. The Directors may change the location of its registered office within a municipality or geographic township by resolution. The Members may change the municipality or geographic township in which its registered office is located to another place in Ontario by Special Resolution.

2.05 Duration

The duration of the Corporation shall be perpetual. No Member or group of Members and no agent of the Corporation, either singly or jointly with others shall have the power to dissolve the Corporation and dispose of its assets.

2.06 Affiliation

- (a) Application for affiliation/participation and/or membership in or with any organization must be approved by the Board.
- (b) The Board may terminate such affiliation.

2.07 General

The Corporation shall be carried on without purpose of gain for its Members and any profits or other accretion to the Corporation shall be used solely to promote its Objects/Purposes.

2.08 Structure

The central organizational structure of the Corporation shall be the Board of Directors, Executive Committee and various standing or ad hoc committees.

2.09 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

2.10 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.11 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III **FINANCIAL MATTERS**

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 30th day of **November** in each year.

3.02 Banking Arrangements

- (a) The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time.
- (b) The chair and the secretary-treasurer shall be signing officers for the Corporation. The Board may designate additional persons to have signing authority from time to time, and two (2) signatures must appear on all Corporation cheques and/or multi-signature electronic transfers approved in advance by the Board.
- (c) No money shall be drawn from the treasury of the Corporation except as approved by the Board or Executive Committee.
- (d) All bills, notes, cheques and other negotiable instruments of the Corporation shall be issued in the name of the Corporation.

3.03 Investments and Real Property

- (a) The power of investment and purchase of real estate property shall be exercised by the Board.
- (b) All investments and real property holdings shall be made in the name of the Corporation and/or any related or wholly owned entity.

3.04 Auditor and Financial Review

- (a) Unless otherwise permitted by the Act, the Members shall, by Ordinary Resolution at each annual meeting, appoint an auditor to hold office until the next following annual meeting to conduct an audit in respect of the Corporation's financial year.
- (b) The auditor must meet the qualifications in the Act, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the auditor to hold office until the next following annual meeting. The remuneration of the auditor may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

3.05 Annual Financial Statements

- (a) The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 84(1) of ONCA to all Members who have informed the Corporation that they wish to receive a copy of those documents not less than twenty-one (21) days (or the prescribed five (5) days under the Regulations) before the day, or such other period as required by the Act or the Regulations, on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed.
- (b) As required by section 15 of AHOA, the Corporation shall, within ninety (90) days of the Corporation's annual meeting, submit the following to the officer of OMAFRA appointed as the Director as defined in AHOA (the "**AHOA Director**"):
 - (i) a copy of the audited financial statement;
 - (ii) a statement of the number of current Members;
 - (iii) a list of the Directors and Officers of the Corporation and their addresses; and
 - (iv) a copy of the annual report submitted at the annual meeting,

which information shall be open to examination by the public upon request to the AHOA Director.

3.06 Borrowing

(a) Borrowing Powers

Subject to the limitations set out in the Act and this Constitution and By-laws, the Board may:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, reissue, sell or pledge debt obligations of the Corporation;
- (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (iv) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION IV **MEMBERS**

4.01 Classes and Conditions of Membership

- (a) There shall be **three (3) classes** of Memberships in the Corporation (Regular, Junior, and Honorary).
- (b) For a person to be eligible for admission as a **Regular Member** of the Corporation, the person must be at least eighteen (18) years of age, pay the required annual membership dues each year, and comply with the terms of these By-laws and the policies of the Association in effect and as may be amended from time to time.
- (c) A Person shall be eligible for admission as an **Honorary Member** if:
 - (i) the person's name has been submitted (either by an individual or as a committee recommendation) to the Board for consideration to admit as an Honorary Member);
 - (ii) The person has received the approval of the Board, by Ordinary Resolution,

to be recommended to the Membership for admission as an Honorary Member; and

- (iii) The Board's recommendation for admission receives the confirmation of the voting Members (Ordinary Resolution) Membership majority vote of the Regular Members in attendance at the Members' meeting, has been granted honorary membership in the Corporation.
- (d) A person is eligible for admission as a **Junior Member** of the Corporation if such person is under the age of eighteen (18) years.

4.02 Rights of Members

- (a) Regular and Honorary Members of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to **one (1) vote** at all meetings of Members.
- (b) A Junior Member shall have no voting rights at Member meetings but shall have the right to receive notice of and attend any meeting of the Members.

4.03 Membership Dues

- (a) Regular Members shall pay annual membership dues in the amount and manner prescribed by the Board from time to time. Regular Members shall be notified by the Board in writing of the membership dues, if any, at any time payable by them and, if any are not paid within two (2) calendar months of the date of notice then such Member shall be deemed in default and the person's Regular Membership in the Corporation and access to the rights and entitlement of Regular Members shall be terminated.
- (b) Honorary Members and Junior Members shall **not** be required to pay annual membership dues.

4.04 Termination of Membership

Membership in the Corporation is terminated when, as applicable:

- (a) the Member dies;
- (b) in the case of a Junior Member, the Junior Member attains the age of eighteen years of age;
- (c) the Member fails to pay membership dues, if any, within the timeline prescribed by these By-laws;
- (d) the Member ceases to maintain the qualifications for Membership set out in Section 4.01;

- (e) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- (f) the Member's term of Membership expires, if any; or
- (g) the Corporation is liquidated or dissolved under AHOA or any successor legislation.

Upon any termination of Membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person, if applicable, shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable.

SECTION V

MEETINGS OF MEMBERS

5.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Corporation's preceding financial year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the auditor and transacting such other business as may properly be brought before the meeting or is required under the Act.

5.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than ten percent (10%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

5.04 Place of Meetings

Meetings of Members may be held at any place within Ontario as the Board may determine or outside Ontario if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Ontario is deemed to have agreed

to it being held outside Ontario except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members are special business, except the following: consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or not have an audit or a review engagement; election of Directors; and reappointment of the incumbent auditor or person appointed to conduct a review engagement.

5.06 Notice of Meetings

- (a) Notice of the time and place of a meeting of the Members shall be given not less than two (2) weeks and not more than fifty (50) days before the meeting, to each Member entitled to receive notice of the meeting, each Director and the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation in accordance with the manner provided in Section 10.01 of this Constitution and By-laws.
- (b) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.

5.07 Record Date

The Directors may fix, as a record date for any purpose, including determining Members entitled to receive notice of a meeting of Members and to vote at the meeting in accordance with the Act and the Regulations.

5.08 Waiving Notice

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the auditor of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, Constitution and By-laws of the

Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

5.10 Chairperson of the Meeting

The chairperson of Members' meetings shall be the chair of the Board, or the vice-chair of the Board if the chair of the Board is absent or unable to act. In the event that the chair of the Board and the vice-chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.11 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a fixed number of twenty (20) of Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.
- (b) For the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

5.12 Participation at Meetings by Electronic Means

If the Corporation chooses to make available a telephonic or electronic means that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means. A person participating in a meeting by such means is deemed to be present at the meeting.

5.13 Meeting Held by Electronic Means

Notwithstanding Section 5.13, if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held entirely by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

5.14 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Constitution and By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

5.15 Show of Hands

Any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required.

Unless a ballot is demanded, declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion. Notwithstanding the foregoing, any vote may be held entirely by means of a telephonic or electronic means, if the Corporation makes available such means, in accordance with Section 5.13 or Section 5.14.

5.16 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

5.17 Resolution in Lieu of Meeting

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director in relation to his/her resignation or removal or by the public accountant in relation to his/her resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

5.18 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this Constitution and By-laws or by the Act, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

5.19 Adjournment

The chair of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty (30) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION VI **DIRECTORS**

6.01 Powers

- (a) Subject to the Act, the Board shall manage or supervise the management of the activities and affairs of the Corporation.
- (b) Between annual meetings, the Corporation shall be governed by the Board. The management, direction and control of the affairs of the Corporation, including control over the Corporation's funds, properties, other assets and raising of revenue shall be vested in the Board.

6.02 Number

- (a) The affairs of the Corporation shall be managed by a Board consisting of **no less than nine (9) and no more than fifteen (15) directors.**
- (b) The precise number of Directors on the Board shall be determined from time to time by the Members by Special Resolution in accordance with the Act or, if the Special Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board.

6.03 Qualifications

- (a) Each Director shall be an individual who is:
 - (i) at least eighteen (18) years of age;
 - (ii) has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (iii) has not been found to be incapable by any court in Canada or elsewhere;
 - (iv) does not have the status of a bankrupt;
 - (v) is in full agreement with the governing documents of the Corporation;
 - (vi) is a Member of the Corporation at the time of election (or within ten (10) days after election) during the term of office; and
 - (vii) is not an ineligible individual as defined in the *Income Tax Act (Canada)*.
- (b) Directors must not be employees of the Corporation.
- (c) Not more than one-third (1/3) of the Directors may be employees of the Corporation's affiliates.
- (d) A Director must be a Regular Member of the Corporation.

6.04 Election and Term

- (a) The Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required.
- (b) The Directors' term of office shall be three (3) years calculated from the date of the meeting at which they are elected until the close of the third (3rd) annual meeting next following or until their successors are elected.
- (c) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) As much as possible, the Directors shall be elected and shall retire in rotation as determined by the Members when the Directors are elected.
- (e) **The maximum number of terms for each Director is five (5) terms of three (3) years.** A Director will be eligible for re-election to the Board at the end of his or her term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Board is restored.
- (f) The Board shall establish a nominations committee that will provide leadership for recruiting qualified Members to the Board and make recommendations to the Board with respect to such nominations. The Board may establish a Nominations Policy of the Board to set out the process and eligibility guidelines to apply to recruitment and nomination of Directors. A call for applications from individuals interested in being considered for nomination shall be published on the Corporation's website and any other place determined appropriate by the Board. The call for applications shall specify a deadline for submission of applications for nomination and may specify particular skills and/or qualifications the Board is seeking.

6.05 Appointment by Directors

The Board may appoint additional Directors for a term expiring not later than the close of the next annual meeting of Members but the total number of Directors appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members. The precise number of Directors to be appointed in this manner may be fixed by Ordinary Resolution of the Members.

6.06 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual consented in writing to hold office as a director before or within ten (10) days after the election or appointment, or
- (b) the individual elected or appointed consents in writing at any time after ten (10) days after the election or appointment; or
- (c) the individual elected or appointed is re-elected or reappointed where there is no break in his or her term of office.

6.07 Nomination of Directors

Subject only to the Act, only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of Members, or at any special meeting of Members if one of the purposes for which the special meeting was called is the election of Directors:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting, in accordance with such nomination policies of the Corporations that may be in place from time to time;
- (b) by or at the direction or request of one or more Members pursuant to a proposal made in accordance with the Act, or a requisition of the Members made in accordance with the Act; or
- (c) by any person who intends to nominate from the floor at a Members meeting ("**Nominating Member**"): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the Corporation's membership records being entitled to vote at such meeting; and (B) who complies with the notice procedures set forth below.
 - (i) **Timely Notice** - In addition to any other applicable requirements, for a nomination to be made by a Nominating Member, the Nominating Member must have given timely notice not less than seven (7) days prior to the date of the meeting of Members in proper written form to the Secretary of the Corporation at the registered office of the Corporation.
 - (ii) **Proper Form** - To be in proper written form, a Nominating Member's notice to the Secretary must set forth (i) the name, address, occupation of the nominee and any other information confirming that the person meets all of the qualification requirements of Directors; and (ii) the name and address of the Nominating Member giving the notice and confirmation that the person has the right to vote at the meeting of Members where election is to be held. The Corporation may also require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a Director of the Corporation.

- (iii) Eligibility - No person shall be eligible for election as a Director of the Corporation unless nominated in accordance with the provisions of this Section 6.07. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set out in this Section 6.07 and, if any proposed nomination is not in compliance, to declare that such defective nomination shall be disregarded.
- (iv) Delivery of Notice - Notwithstanding any other provision of this Constitution and By-laws, notice given to the Secretary of the Corporation pursuant to this Section 6.07 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice).
- (v) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Section.

6.08 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with Section 6.10, or no longer fulfils all of the qualifications to be a Director set out in Section 6.03 as determined in the sole discretion of the Board.

6.09 Resignation

A resignation of a Director becomes effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Corporation a written statement pursuant to section 27 of the Act.

6.10 Removal

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 27 of the Act.

6.11 Filling Vacancies

Subject to the Act, a quorum of the Directors may fill a vacancy in the Board, except if there has been a failure to elect the number or minimum number of Directors provided for in this Constitution and By-laws. If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in this Constitution and By-laws, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. Notwithstanding

the foregoing, a vacancy among the Directors is not required to be filled if the vacancy results from an increase in the number or the minimum number of directors provided for in this Constitution and By-laws or from a failure to elect that increased number or minimum number of Directors. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

6.12 Remuneration of Directors, Officers, Members, Agents, Employees

- (a) In accordance with section 13 of AHOA, no compensation shall be paid to a Director, Officer or Member of an agricultural society, other than the secretary-treasurer but reasonable expenses incurred by a Director, Officer or Member in the performance of their duties may be paid.
- (b) Further, as required by this Constitution and By-laws, no Director, Officer or Member shall directly or indirectly receive any profit from their position as such.
- (c) The Board may fix the reasonable remuneration of the secretary-treasurer, agents and employees of the Corporation and may, subject to the Act, delegate any or all of this function as it determines to be appropriate. However, no such party who is also a Director shall be entitled to receive remuneration for acting as such. Any secretary-treasurer, agent or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as secretary-treasurer, agent or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

6.13 Delegation

Subject to the Act, the Board may delegate in writing to the Executive Committee any of the powers of the Board, except the following matters which are prohibited by subsection 36(2) of the Act to be delegated by the Board:

- (a) To submit to the Members any question or matter requiring the approval of the Members;
- (b) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) To appoint additional Directors;
- (d) To issue debt obligations except as authorized by the Directors;
- (e) To approve any financial statements under section 83 of the Act;
- (f) To adopt, amend or repeal the Constitution and By-laws; or
- (g) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

6.14 Duties

- (a) A Director shall perform all functions required of them as a member of the Board as provided for in this Constitution and By-laws.
- (b) A Director shall act as a liaison between the Board and committee(s) as requested by the Board.
- (c) A Director shall attend all regular meetings of the Board. Failure to attend at least two thirds (2/3) of regular meetings during a fiscal year shall result in a review by the Executive Committee. The Executive Committee may impose sanctions they consider appropriate subject to the approval of the Board.

6.15 Committees

- (a) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit.
- (b) Any committee member may be removed by the Board.
- (c) Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.
- (d) Each committee shall be responsible for the preparation of an annual budget to be submitted to the Finance Committee for inclusion in the Corporation's annual budget. In addition, each committee shall submit periodic reports to the Board and a report for the annual Membership meeting.

SECTION VII MEETINGS OF DIRECTORS

7.01 Place of Meetings

Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

7.02 Calling of Meetings

Meetings of the Board may be called by the secretary upon the direction of the chair of the Board or any three (3) Directors at any time by sending notice thereof to all of the Directors at least seven (7) days before the time fixed for the meeting.

7.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.01 of this Constitution and By-laws to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.

7.04 Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.05 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

7.06 Regular Meetings

- (a) The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named.
- (b) The Board shall meet at least 10 times annually at such time and in such place as may be designated by the Board or by the Executive Committee, provided; however, that special meetings of the Board shall be called by the Secretary upon direction of the Chair or any three (3) Directors by sending notice thereof to all of the Directors at least seven (7) days before the time fixed for the meeting.
- (c) A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.

For greater certainty, the list of matters referred to in subsection 36(2) are set out in Section 6.13 above.

7.07 Quorum

A majority of the number of Directors specified in this Constitution and By-laws constitutes a quorum at any meeting of the Board; as there is a minimum and maximum

number of Directors specified in this Constitution and By-laws, a quorum shall be a majority of the number of Directors determined in accordance with Section 6.022. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this Constitution and By-laws, by teleconference and/or by other electronic means.

7.08 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may participate in a Board meeting, by means of a telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

7.09 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

7.10 Chairperson of the Meeting

The chairperson of Board meetings shall be the chair of the Board, or the vice-chair of the Board if the chair of the Board is absent or unable to act. In the event that the chair of the Board and the vice-chair of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

7.11 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

7.12 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director's dissent is entered in the minutes of the meeting
- (b) the Director requests that his or her dissent be entered in the minutes of the meeting;
or
- (c) the Director gives his or her dissent in writing to the secretary of the meeting before the meeting is terminated; or
- (d) the Director submits (in such manner required by the Act and the Regulations) his or her dissent immediately after the meeting is terminated to the Corporation;

provided that a Director who votes for or consents to a resolution may not dissent.

7.13 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes his/her dissent to be placed with the minutes of the meeting; or
- (b) submits (in such manner required by the Act and the Regulations) his or her dissent to the Corporation.

7.14 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

7.15 Meetings In Camera

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

7.16 Disclosure of Interest

(a) Prohibition

Save and except where permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members, or any person closely connected to the Director, has any direct or indirect pecuniary or personal interest, gain or benefit. In this Section 7.16, "family members" means a person's spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person's spouse(s), who are living with and/or financially supporting or supported by the person.

(b) Disclosure

- (i) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or

transaction or proposed material contract or transaction with the Corporation if the Director:

- (1) is a party to such material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (2) is a director or an officer of, or has a material interest in, any person who is a party to such material contract or transaction or proposed material contract or transaction with the Corporation.
- (ii) In addition to the disclosure made under Section 7.16(b)(i), any Director who has any material direct or indirect pecuniary or personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in Section 7.16(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, "material" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be made by the Board from time to time.

(d) Procedure Where Disclosure

The chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section 7.16(b) to absent him/herself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect pecuniary or personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

7.17 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

SECTION VIII

OFFICERS

8.01 Appointment

- (a) At the first meeting of the Board of Directors following the annual meeting, the Board shall from among, themselves elect the following officers of the Corporation: chair of the Board (also referred as the president), the first vice-chair (also referred to as the first vice-president), the second vice-chair (also referred to as the second vice-president), and the secretary-treasurer. The first meeting of the Board shall be held within ten (10) days of the annual meeting.
- (b) Notwithstanding the foregoing, the Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation.
- (c) A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this Constitution and By-laws otherwise provides. Two or more offices may be held by the same person.

8.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board/President** - For the purposes of the Act, the president is also the chair of the Board. The president/chair of the Board shall be a Director. The chair of the Board, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.

In addition:

- (i) The chair of the Board shall have the authority to interpret and enforce this Constitution and By-laws.
- (ii) The chair's interpretation shall be conclusive unless modified, reversed, or changed subsequently by vote of the Board.
- (iii) The chair shall have the authority to convene, or cause to be convened a meeting of any committee of the Corporation.
- (iv) The chair shall report to the Board and all annual or special membership meetings.

- (v) The chair shall, where it is in the interests of the Corporation, maintain a liaison with other similar organizations.
 - (vi) The chair may appoint either the 1st or 2nd vice-chair to act as chair during any period of the chair's temporary absence.
 - (vii) The chair shall perform such other related functions as may be assigned by the Executive Committee or the Board.
 - (viii) The Chair, subject to the approval of the Directors, may engage the services of counselors at any time and for any length of time that advice is required.
- (b) **Vice-Chairs of the Board/Vice-Presidents (First and Second)** – The Board may appoint vice-chairs. The vice-chairs of the Board shall each be a Director. If the chair of the Board is absent or is unable or refuses to act, the first vice-chair of the Board, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members. If the chair of the Board and the first vice-chair of the Board are both absent or are unable or refuse to act, the second vice-chair of the Board, shall, when present, preside at all meetings of the Board, committees of Directors, if any, and the Members.

In addition:

- (i) The first and second vice-chairs shall assist the chair and shall be members of the Executive Committee;
 - (ii) In the event of a vacancy occurring in the office of chair, the first vice-chair shall fill such vacancy until such time that the Board shall hold an election for the position; and
 - (iii) The first and second vice-chairs shall be an *ex-officio* member of all standing or ad hoc committees with voice and no vote.
- (c) **Secretary-Treasurer** –
- (i) The Board shall appoint a secretary-treasurer.
 - (ii) As secretary, the secretary-treasurer shall attend and be the secretary of all meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
 - (iii) As treasurer, the secretary-treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as

well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the treasurer shall render to the Board an account of all such person's transactions as treasurer and of the financial position of the Corporation.

- (iv) In addition,
- A. The secretary-treasurer shall function as the chief financial officer of the Corporation;
 - B. The secretary-treasurer shall be responsible for ensuring all Corporation funds are deposited in the name of the Corporation in a chartered bank, trust company or credit union subject to the approval of the Board.
 - C. The secretary-treasurer shall disburse and invest funds subject to the approval of the Board and recommendations of the Finance Committee.
 - D. The secretary-treasurer shall ensure the preparation of financial statements covering income, expenses, assets and liabilities of the Corporation for the Finance Committee and Board every (3) months or, if necessary, at more frequent intervals.
 - E. The secretary-treasurer shall ensure an audited financial report is furnished to the Board and the annual Membership meeting.
 - F. The secretary-treasurer shall make the financial records available to the members of the Board and the Finance Committee.
 - G. The secretary-treasurer shall be responsible for the safe keeping of all records and correspondence of the Corporation.
 - H. The secretary-treasurer shall ensure an up-to-date record of the Corporation's Membership is maintained.
 - I. The secretary-treasurer shall ensure notices of meetings of the Board, Executive Committee and annual Membership meetings are communicated to all concerned in a timely fashion.
 - J. The secretary-treasurer shall ensure minutes of all meetings of the Executive Committee, Board of Directors and the annual/special Membership meetings are recorded and provided to all concerned in a timely basis.
 - K. The secretary-treasurer shall perform such other duties as assigned by the Executive Committee or the Board.

(d) **Immediate Past President –**

- (i) The immediate past president shall act as counsel to the Chair, the Board and the Executive Committee of the Corporation.
- (ii) The immediate past president position is an honorary position and as such shall be entitled to attend any meeting of the Corporation.
- (iii) The immediate past president may perform other duties as may be assigned by the Board.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

8.03 Term of Office

Officers who are not employees of the Corporation shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting. There is no maximum term of office for an Officer and as such, an Officer will be eligible for re-appointment on a consecutive basis. Officers who are employees of the Corporation shall hold office at the discretion of the Board.

8.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of the Officer's term of office expires, the Officer's successor is appointed, the Officer resigns, the Officer ceases to be a Director (if a necessary qualification of this appointment), or the Officer dies. If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

8.05 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 6.12.

8.06 Agents and Attorneys

Subject to this Constitution and By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

8.07 Disclosure (Conflict of Interest)

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and this Constitution and By-laws set out in Section 7.16.
- (b) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

8.08 Executive Committee

- (a) Between meetings of the Board, the affairs of the Corporation shall be conducted by the Executive Committee composed of the following Officers:
 - (i) The chair of the Board (president);
 - (ii) The first vice-chair of the Board (first vice-president);
 - (iii) The second vice-chair of the Board (second vice-president)
 - (iv) The secretary-treasurer;
 - (v) In addition, the immediate past president, if they are no longer a Director, shall be an *ex-officio* member with voice and no vote.
- (b) Minutes of all Executive Committee meetings shall be forwarded promptly to all members of the Board. Decisions taken by the Executive Committee shall be deemed to have been ratified or approved by the Board unless reversed or modified by the Board.

8.09 Standing Committee (Finance Committee)

- (a) At the first meeting of the Board, following the adjournment of the Annual Membership meeting, the Directors shall elect a three (3) person Standing Committee on Finance (the "**Finance Committee**") from among themselves. The chair and secretary-treasurer shall be *ex-officio* members of this Finance Committee with voice and no vote.
- (b) The Finance Committee shall be at liberty to scrutinize all Corporation expenditures to ensure adherence to the provisions of this Constitution and By-laws.
- (c) The Finance Committee in cooperation with the secretary-treasurer shall be responsible for the preparation of an annual budget for submission to the Board for final approval.

- (d) The Finance Committee shall maintain constant vigilance over the financial affairs of the Corporation and shall ensure that the Board is made aware of excessive disbursement of funds beyond the provisions of the budget and of any necessity to provide for meeting any extraordinary expenditures.
- (e) In all matters related to the purchase of equipment or property, investment or disbursements of funds not already provided for in this Constitution and By-laws, the Finance Committee shall be responsible for the preparation of reports and for recommendations for submission to the Board for their ultimate decision.
- (f) The members of the Finance Committee shall elect its own chairperson from among the voting members of the Finance Committee.

SECTION IX
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, the Constitution and By-laws and policies of the Corporation.

9.02 Limitation of Liability

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

9.03 Indemnity of Directors and Officers

Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably

incurred by such person in respect of any civil, criminal, administrative or investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this Constitution and By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Constitution and By-laws.

9.04 Insurance

Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

9.05 Advances

The Corporation may advance money to a Director, Officer or other individual for the costs, charges and expenses of an action or proceeding for which indemnity is provided by the Corporation pursuant to the Act or this Constitution and By-laws. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 9.03(a) and Section 9.03(b).

SECTION X
NOTICES

10.01 Method of Giving Notices

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to such Member at the Member's latest address as shown in the records of the Corporation; or such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; or such auditor or the person who has been appointed to conduct a review engagement at its business address; provided that if no address be given then to the last address of such person known to the secretary; provided further always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice, communication or document so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a notice, communication or document so sent by facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier.

10.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Undelivered Notices

If any notice given to a Member is returned on three consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

10.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, 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

10.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or auditor may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XI AMENDMENTS

11.01 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution of the Members.

SECTION XII EFFECTIVE DATE / REPEAL OF PRIOR

12.01 Effective Date

This Constitution and By-laws shall only come into force and effect on the 15th day following Membership approval pursuant to Section XI above.

12.02 Repeal of Prior Constitution and By-laws

On this Constitution and By-laws coming into force, all previous Constitution and By-laws of the Corporation, including but not limited to the original Constitution and By-laws and all amendments thereto since incorporation, are repealed, provided that such repeal does not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such constitution and by-law prior to its repeal. All Officers and persons acting under any constitution and by-law so repealed shall continue to act as if appointed under the provisions of this Constitution and By-laws and all resolutions of the Members or the Directors with continuing effect passed under any repealed Constitution and By-law shall continue good and valid except to the extent inconsistent with this Constitution and By-laws and until amended or repealed.

[Signature page follows]

Signature Page – LAS 2024 Amended Constitution and By-laws

ENACTED by the Directors of the Corporation at a meeting of the Directors held on the _____ day of _____, 202__.

Chair of the Board

Secretary

CONFIRMED by the Members of the Corporation on the _____ day of _____, 2024.

Chair of the Board

Secretary