

# ONTARIO HISTORICA HERITAGE FAIRS ASSOCIATION

## CONSTITUTION

### Article I: Name

The name of the Association is Ontario Historica Heritage Fairs Association.

### Article II: Objects

The purpose of the Ontario Historica Heritage Fairs Association is the establishment and operation of an historical association:

- to promote public awareness and understanding of Canadian and Ontario history and heritage through the facilitation and management of a provincial Historica Heritage Fairs program and other related initiatives in accordance with the guidelines and principles established nationally by the Historica Foundation of Canada;
- to cooperate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar objects to that of the Association;
- to solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;
- to employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary, provided the Association shall not pay any remuneration to a Director in any capacity whatsoever;
- for other complementary purposes not inconsistent with these objects.

### Article III: Organization

The Association shall be a charitable, non-profit organization pursuant to the laws of the Province of Ontario and Canada, without share capital. Any profits or other accretions to the organization shall be used solely to promote its objects.

### Article IV: Authority

The governing body of the Association shall be called the Board of Directors.

The applicants for incorporation shall constitute the Board of Directors until the first Annual General Meeting of the Association.

The Board, shall consist of members of the Association nominated by member groups, organizations and individuals and elected at the Annual General Meeting. The terms of reference for the election/appointment and the duties to be performed by Directors and Officers shall be as provided in the By-Laws of the Association.

## **Article V: Membership**

The Association values diversity and will endeavour to ensure that membership is representative of all Ontarians.

Membership shall be open to individuals, organizations and registered Ontario Regional Historica Fair sites interested in promoting the mission of the Association and whose application for membership has been approved by the Board of Directors. The classes of membership and their terms of reference shall be as provided in the By-Laws of the Association.

## **Article VI: Administration**

Regional Historica Fair sites in Ontario shall be organized into geographical regions. The boundaries of each geographical region shall be determined by the Board of Directors and reviewed as outlined in the By-Laws of the Association.

The Head Office of the Association shall be located in an Ontario location designated each year by the Board of Directors.

## **Article VII: Amendments**

The constitution and/or by-laws may be amended, added to, or revoked provided that the changes are approved by a two-thirds majority of the votes cast at an annual general meeting or special meeting called for that purpose. A notice of motion in writing of such proposed amendment or revocation must be submitted to the Association Secretary at least fourteen (14) days in advance of the meeting and all affiliated Regional Fair sites notified of any changes within fourteen (14) days after the change has been made. Any member of the Board of Directors may submit such notice or motion.

## **Article VIII: Dissolution of the Organization**

Upon the dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of at the discretion of the Board to charities registered under the Income Act (Canada) in Canada which share similar mission, aims and objectives as the Ontario Historica Heritage Fairs Association.

## **Article IX: Miscellaneous**

All matters not hereinbefore expressly mentioned shall be left to the discretion of the Board.

# ONTARIO HISTORICA HERITAGE ASSOCIATION BY-LAWS

## By-Law 1: Interpretation

- 1.1.1 “Association” means Ontario Historica Heritage Fairs Association.
- 1.1.2 The acronym “OHHFA” may be substituted for Ontario Historica Heritage Fairs Association hereinafter.
- 1.1.3 “Board” means the Board of Directors.
- 1.1.4 “Founding Board” mean the applicants for incorporation.
- 1.1.5 “Affiliate Member” means a registered Ontario Regional Fair Site, whose application for membership has been approved by the Board.
- 1.1.6 “General member” means an individual, institution or organization not connected with a Registered Fair Site that is interested in promoting the mission of the Association and has paid their annual dues.
- 1.1.7 “Partner” or “Sponsor” means an individual, institution or organization that is interested in promoting the objectives of the Association and contributes resources or finances to help the Association meet its objectives. The Board of Directors must approve partners.
- 1.1.8 “Founding Partner” means the Historica Foundation of Canada.
- 1.1.9 “Extraordinary Meeting” means a general meeting of the membership other than the Annual General Meeting.
- 1.1.10 “Special Resolution” means a resolution passed at a meeting of members, called in accordance with these bylaws, by a majority vote of not less than 66 percent of the members present.
- 1.1.11 Words imparting the singular include the plural and vice-versa; and words imparting a male person include a female person or corporation.

## By-Law 2: Aims and Goals

- 2.1.1 The Ontario Historica Heritage Fairs Association is committed to the promotion of the National Historica Fairs Program and connected initiatives in Ontario. Its goals are to provide:
  - consultative and training services for Ontario Regional Historica Fair site coordinators;
  - an information network to provide educational resources and materials for Ontario Regional Historica Fair sites and participating teachers, volunteers, associated educational organizations and institutions;
  - funds to assist Ontario Regional Historica Fair sites to deliver the OHHFA program;

- human resources to plan, support and help Ontario Regional Historica Fair sites deliver the OHHFA program and to expand the program to include all regions of Ontario;
- an annual Ontario Provincial Historica Fair to bring together student representatives from each of the Ontario Regional Historica Fairs for a history camp and public showcase of their research projects;
- facilitation of the participation of students chosen from Ontario Regional Historica Fairs in the annual National Historica Fair;
- a cooperative network with other local, provincial, national organizations and institutions and agencies in furthering public awareness and understanding of Canadian and Ontario history and heritage.

## By-Law 3: Membership

- 3.1.1 Membership of the Association will include: any individual or organization interested in promoting the objectives of the Association and whose membership dues or partnership/sponsorship agreements are up to date.
- 3.1.2 Members shall have the right to attend, to participate in and to vote at all General Meetings or “Extraordinary Meetings” of the Association. Members shall receive due notice of all General Meetings or “Extraordinary Meetings” of the Association and will receive monthly updates of the happenings of the Association through “Hello Ontario” Newsletters.
- 3.1.3 Categories for membership include:

**Affiliate Members:** All registered Regional Historica Fair sites in Ontario. An annual fee shall be assessed each site. The Board of Directors shall recommend the fee, for ratification at a general meeting of the membership.

**General Members:** individuals, institutions and organizations that are interested in promoting the mission of the Association and are not a registered Historica Fair site. An annual fee will be assessed each general member. The Board of Directors shall recommend the fee, for ratification at a general meeting of the membership. The Secretary shall notify associates of any proposed change in fees at least fourteen (14) days prior to a general meeting.

**Partners/Sponsors:** individuals, institutions and organizations that are interested in promoting the mission of the Association and contribute resources or finances to help the Association meet its goals and objectives. Partners and Sponsors of the Association shall be recognized by the award of the rights and privileges of membership without the payment of fees during the term of their partnership/sponsorship.

- 3.1.4 Membership becomes effective upon the payment of the appropriate fees or the acceptance of partnership/sponsorship agreements and shall remain in effect during the current fiscal year or length of the partnership/sponsorship agreement. .
- 3.1.5 The Secretary shall notify all members in good standing of any proposed change in fees at least fourteen (14) days prior to a general meeting.
- 3.1.6 In the case of a Registered Historica Fair site, an organization or institution the organization shall nominate a representative who shall enjoy the rights and privileges of sole membership.

- 3.1.7 At its discretion, the Board may confer **Honorary Membership** for a specific period, upon individuals in recognition of distinguished achievement in support of the objects of the Association. Such individuals shall enjoy the rights and privileges of membership without the payment of fees during the period specified.
- 3.1.8 At its discretion, the Board may confer **Complimentary Membership** upon individuals or organizations that perform necessary services, without fee, for the Association. Such memberships are valid only during the fiscal year in which they are conferred but may be renewed by the Board on a yearly basis. Complimentary Members shall enjoy the rights and privileges of membership without the payment of fees.
- 3.1.9 Voting privileges for a General Meeting are extended to all members in good standing who have been members for a minimum of thirty (30) days before the General Meeting.
- 3.1.10 A member shall cease to be a member in good standing:
- a. by informing the Secretary in writing of their intention to resign
  - b. on their death, or in the case of an organization, upon dissolution
  - c. on being expelled by a two-thirds majority vote of the Board, provided that the member may appeal to the Association, which may, by Special Resolution at the meeting of members, vote reinstatement
  - d. on non-payment of the annual fee following the receipt of notice requesting payment of such fee.
- 3.1.11 The Board of Directors will be made up of the following:
- Elected Executive Officers including a President and a Vice-President;
  - One representative from each of the Ontario Regional Historical Fair geographical regions nominated by their region and elected at a general meeting. Geographical Regions will be determined by the Board each year and appointed representative of all Regional Fair sites notified at least fourteen (14) days in advance of a General Meeting. In 2007 the regions will be:
    - Near North and North (Patricia-Keewatin, Algoma, Sudbury, North Bay)
    - South and West (Niagara Public, Niagara Catholic, Hamilton-Wentworth, Grand Erie, Thames Valley)
    - Central (Toronto East, Toronto West, Peel, Aurora, Durham, Simcoe County, Grey Roots)
    - East (Trillium Lakeland, Kawartha Lakeshore, Kingston, Perth, Ottawa)
  - Up to three (3) individuals not representing Regional Fair geographical regions that are nominated and elected from the general membership;
  - Ex officio members to include:
    - Executive Director
    - Secretary and/or Treasurer if not elected Board members
    - Past President(s) of the Association

## **By-Law 4: Meetings**

- 4.1.1 The first Annual General Meeting of the Association shall be held before the end of the month of November 2007.
- 4.1.2 Thereafter an Annual General Meeting of members shall be held once every year, before the end of the month of November, at such time and place as determined by the Board.
- 4.1.3 The Board may, if it sees fit, convene an "Extraordinary Meeting of the membership". The Board shall be obligated to call such a meeting if it receives a request for a meeting of members in writing, signed by no fewer than ten (10) percent of the members in good standing.
- 4.1.4 Notice of time and place of any meeting of the membership shall be mailed to all members at their last known address or email no later than fourteen (14) days prior to the chosen date of the meeting; such notice shall also state the nature of the business to be transacted.
- 4.1.5 Notwithstanding clause 4.1.4 above, the accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate the proceedings at the meeting.
- 4.1.6 The quorum for the transaction of business at any meeting of members shall be ten percent (10%) of the members in good standing, and not fewer than five (5) people.
- 4.1.7 Every member attending a meeting of members is entitled to have one (1) vote on all resolutions duly moved and seconded for the consideration of the members.

## ***By-Law 5: Election, Appointment and Removal of Directors***

- 5.1.1 At the first General Meeting of members in 2007 one Director will be elected from each of the four designated Ontario Regional Fair regions and up to three Directors will be elected from the membership at large. A draw will determine the length of the first term of office. At least one half of the initial Directors will serve a one year term while the others will serve a two year term. This will ensure that all Directors will not be retired the same year.
- 5.1.2 In subsequent years all directors will be elected for two year terms.
- 5.1.3 Retiring Directors representing Ontario Historica Fair Geographical Regions cannot be re-elected for back-to-back terms.
- 5.1.4 The Board shall, not less than thirty (30) days beforehand, set the date, hour and place for each Annual General Meeting of the Association; and shall at the same time appoint a Nominating Committee to propose the names nominated be sent to all members, at their last known address or email, no later than fourteen (14) days prior to the chosen date for the meeting.
- 5.1.5 An election of a Director may be by acclamation; otherwise it shall be by ballot.

- 5.1.6 Casual vacancies on the Board, occurring between Annual General Meetings, may be filled by the Directors themselves from among the members of the Association. Such appointments shall be made to complete the term of the retiring Director.
- 5.1.7 The Directors may, by resolution at a meeting of the Board, remove a Director who, in the majority opinion of the Board, has absented himself without just cause from three (3) consecutive meetings of the Board.
- 5.1.8 The members of the Association may, at an Extraordinary Meeting of the members called for that purpose, pass a Special Resolution to remove any Director from office; and may at the same meeting elect, by a simple majority of the votes cast, a new Director in his place. The member so elected shall serve for the balance of the term of the removed Director.
- 5.1.9 No Director shall be remunerated for being, or acting, as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association, but then only by a specific vote of the Board on the recommendation of the Secretary or Treasurer.
- 5.1.10 No act or proceeding of the Directors is invalid simply by reason of there being less than the prescribed number of Directors in office.

### ***By-Law 6: Proceedings of the Board of Directors***

- 6.1.1 The Directors shall meet together or otherwise communicate together to deal with the business of the Association, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 6.1.2 A quorum for the transaction of business shall be a simple majority of the Directors then in office.
- 6.1.3 Each Director shall have one (1) vote to decide matters requiring a decision of the Board.
- 6.1.4 Matters arising at any meeting of the Directors shall be decided by a majority of votes of the members present or communicating with each other in an effective way, satisfactory to them. In the case of a tied vote, the President, shall cast the deciding vote.

### ***By-Law 7: Executive Committee/Officers of Association***

- 7.1.1 The Officers of the Association shall be a President, Past-President, Vice-President, Secretary, Treasurer and Executive Director.
- 7.1.2 The Past-President, the Executive Director, and the Secretary and Treasurer, if appointed and not elected Directors, are ex-officio members of the Executive Committee and of the Board. Ex-officio members have a voice but not a vote.
- 7.1.3 The Officers of the Association shall transact the business of the Association between meetings of the Board.
- 7.1.4 To ensure impartiality, the President cannot be a current Chair of an Ontario Regional Fair Committee.

- 7.1.5 The Officers of the Association will appoint a Secretary and Treasurer from the Board or from the general membership if necessary to ensure the appropriate skills.
- 7.1.6 An appointed secretary or treasurer may receive remuneration for these services, the amount of which will be decided each year at the discretion of the Board.

### ***By-Law 8: Duties of the Executive Committee Officers***

- 8.1.1 The President shall be the senior Executive Officer of the Association and shall be responsible for its management and shall act in accordance with the practices, procedure and directions established by the Executive Committee, The Board and these By-Laws.
- 8.1.2 The Past President shall be an ex-officio member of the Board and advises the current President.
- 8.1.3 The Vice-President shall carry out the duties of the President during his absence and shall execute any and all other responsibilities assigned by the President, the Executive Committee or the Board.
- 8.1.4 The Secretary/Treasurer shall conduct the correspondence of the Association; issue notices of all meetings; keep minutes of the Annual General Meeting; of any Extraordinary Meeting of Members called in accordance with these bylaws, and of all meetings of the Board of Directors; maintain custody of and make available as necessary all records and documents belonging to the Association, including the financial records and books of account necessary; make available financial statements to the Board, members and other parties as required; maintain all records related to membership; and act as custodian of the seal of the Association.
- 8.1.5 The Executive Director is an ex-officio member of the Board and Executive Committee. The Executive Director shall be responsible for the day to day operations of the Association and will execute any and all other responsibilities assigned by the President, the Executive Committee or the Board. The Executive Director attends and participates (without vote) in the meetings of the Board except when matters concerning her/his employment are discussed.
- 8.1.6 Directors are expected to attend all Board meetings, serve on committees and may be appointed to represent the Association on other Boards. If Directors are unable to attend an Association Board Meeting, they are required to send a competent individual from their organization or Fair region to the meeting.

### **By-Law 9: Advisory Council**

- 9.1.1 The Board of Directors may establish an Advisory Council made up of representatives of organizations affiliated with the Association or persons with an interest in the purpose of the Association.
- 9.1.2 The Board of Directors and the Advisory Council should meet at their mutual convenience for the purposes of support for the Association and creation of a forum for the exchange of information.



## **By-Law 10: Committees**

- 10.1.1 The Board may, in order to further the purposes of the Association and to assist the work of the Directors, establish committees.
- 10.1.2 All committees must have a Chair appointed by the Board, and must be provided with clear terms of reference for their responsibilities and activities.
- 10.1.3 Finance Committee – The Finance Committee, chaired by the Executive Director or the Treasurer and consisting of the Officers of the Association, shall be responsible for the preparation of the recommended annual budget of the Association, for approval by the Board at its Fall Board meeting.
- 10.1.4 Standing Committee – Such other Standing Committees as identified by the Board shall be named. All Standing Committees are accountable to the Board, which shall define the membership, term, budget and responsibilities of the committee.
- 10.1.5 Ad Hoc Committees – The board may establish Ad Hoc committees from time to time in order to conduct its business more effectively. All Ad Hoc Committees are accountable to the Board, which shall define the membership, term budget and responsibilities of each committee.

## **By-Law 11: Employees and Servants**

- 11.1.1 The Board shall have power to engage employees to assist with the accomplishment of the purposes of the Association.
- 11.1.2 All employment contracts must conform to the laws of Canada and Ontario and any regulations relevant thereto.

## **By-Law 12: Finance**

- 12.1.1 The fiscal year of the Association shall be from September 1<sup>st</sup> to August 31<sup>st</sup>.
- 12.1.2 The Board shall have the power to pay all costs and expenses of, or incidental to the Association.
- 12.1.3 The Board shall have the power to invest the whole or any part of the funds of the Association in such investments as would qualify under the Trustee Act of the Province of Ontario. Funds of the Association shall be invested only with such financial institutions as have been approved for that purpose by resolution of the Board.
- 12.1.4 In order to carry out the objectives of the Association, the Board may, on behalf of and in the name of the Association, borrow or raise or secure the payment of monies in such a manner as they see fit; provided that debentures shall not be issued without the sanction of a “Special Resolution” passed at a meeting of the membership.
- 12.1.5 At each Annual General Meeting, the members shall appoint an auditor or two financial reviewers recommended by the Board to audit the books of the Association for the ensuing year. No member of the Board or employee of the Association may be appointed as an auditor or financial reviewer.

### ***By-Law 13: Seal***

- 13.1.1 The Association shall have a common seal, and the Board shall provide for the safe custody of the seal. The seal may only be affixed to a document when authorized by a resolution of the Board, and then only in the presence of the Directors prescribed in the resolution as having authority to sign the document.