

A by-law relating generally to
the conduct of the affairs of



ONTARIO HERITAGE FAIRS ASSOCIATION

TABLE OF CONTENTS

BY-LAW NO. 1

Contents

| | |
|--|----------|
| ARTICLE 1 DEFINITIONS AND INTERPRETATION..... | 1 |
| 1.1 Definitions..... | 1 |
| 1.2 Interpretation..... | 2 |
| ARTICLE 2 AFFILIATION & PURPOSES | 3 |
| 2.1 Affiliation..... | 3 |
| 2.2 Status..... | 3 |
| 2.3 Purposes | 3 |
| 2.4 Responsibilities..... | 4 |
| 2.5 Dissolution | 4 |
| ARTICLE 3 BOARD OF DIRECTORS..... | 5 |
| 3.1 Number of Directors | 5 |
| 3.2 Qualifications..... | 5 |
| 3.3 Directors Ceasing to Hold Office | 5 |
| 3.4 Election and Term..... | 5 |
| 3.5 Vacancies | 6 |
| 3.6 Directors Compensation..... | 6 |
| 3.7 Removal of Directors..... | 6 |
| 3.8 Appointment of Additional Directors | 6 |
| ARTICLE 4 DIRECTORS' MEETINGS..... | 6 |
| 4.1 Calling of Meetings..... | 6 |
| 4.2 Notice of Meetings..... | 7 |
| 4.3 Adjournment of Meetings..... | 7 |
| 4.4 Notice of Meeting by Telephonic or Electronic Means..... | 7 |
| 4.5 Quorum | 7 |
| 4.6 Meetings Held by Telephonic or Electronic Means | 8 |
| 4.7 Votes to Govern | 8 |
| 4.8 Casting Vote..... | 8 |
| 4.9 Resolution in Lieu of Meeting | 8 |
| 4.10 Confidentiality | 8 |
| 4.11 Conflict of Interest | 9 |
| 4.12 Procedure | 9 |
| ARTICLE 5 COMMITTEES | 9 |

| | | |
|--|--|-----------|
| 5.1 | Executive Committee..... | 9 |
| 5.2 | Audit Committee..... | 9 |
| 5.3 | Nomination Committee..... | 9 |
| 5.4 | Other Committees..... | 9 |
| 5.5 | Terms of Reference for All Committees..... | 10 |
| ARTICLE 6 APPOINTMENT AND DUTIES OF OFFICERS..... | | 10 |
| 6.1 | Appointment of Officers..... | 10 |
| 6.2 | Description of Offices..... | 10 |
| 6.3 | Variation of Duties..... | 11 |
| 6.4 | Term of Officers..... | 11 |
| ARTICLE 7 INDEMNIFICATION..... | | 12 |
| 7.1 | Limitation of Liability..... | 12 |
| 7.2 | Indemnity of Directors and Officers..... | 12 |
| 7.3 | Insurance..... | 12 |
| ARTICLE 8 MEMBERSHIP CONDITIONS..... | | 13 |
| 8.1 | Membership..... | 13 |
| 8.2 | Membership Classes..... | 13 |
| 8.3 | Term of Membership..... | 13 |
| 8.4 | Transfer of Membership..... | 13 |
| 8.5 | Membership Dues..... | 13 |
| 8.6 | Good Standing..... | 13 |
| 8.7 | Termination of Membership..... | 14 |
| 8.8 | Discipline or Termination of a Member..... | 14 |
| 8.9 | Procedure for Discipline, Suspension or Termination..... | 14 |
| ARTICLE 9 MEETINGS OF MEMBERS..... | | 15 |
| 9.1 | Notice of Meetings..... | 15 |
| 9.2 | Record Date..... | 15 |
| 9.3 | Timing of Annual Meeting of Members..... | 16 |
| 9.4 | Place of Meetings..... | 16 |
| 9.5 | Information to be Furnished in Advance of Meeting..... | 16 |
| 9.6 | Special Business..... | 16 |
| 9.7 | Persons Entitled to be Present..... | 16 |
| 9.8 | Chair of Meeting..... | 17 |
| 9.9 | Quorum..... | 17 |
| 9.10 | Votes to Govern..... | 17 |
| 9.11 | Meetings Held by Telephonic or Electronic Means..... | 18 |
| 9.12 | Voting by Members not in Attendance at a Meeting of Members..... | 18 |
| 9.13 | Voting by Proxy..... | 18 |
| 9.14 | Adjournment of Meetings..... | 19 |
| 9.15 | Resolution in Lieu of Meeting..... | 19 |
| 9.16 | Procedure..... | 19 |
| ARTICLE 10 BANKING ARRANGEMENTS, CONTRACTS, ETC. | | 19 |
| 10.1 | Execution of Documents..... | 19 |
| 10.2 | Banking Arrangements..... | 19 |

| | |
|---|-----------|
| ARTICLE 11 NOTICES | 20 |
| 11.1 Giving Notice..... | 20 |
| 11.2 Telephonic or Electronic Notice | 20 |
| 11.3 Errors or Omissions | 21 |
| 11.4 Computation of Time..... | 21 |
| 11.5 Undelivered Notices..... | 21 |
| 11.6 Waiver of Notice..... | 21 |
| ARTICLE 12 BY-LAW AMENDMENTS..... | 21 |
| 12.1 By-laws, Amendment, or Repeal | 21 |
| 12.2 Repeal | 22 |
| 12.3 Effect of Repeal of By-laws..... | 22 |
| ARTICLE 13 GENERAL..... | 22 |
| 13.1 Corporate Seal..... | 22 |
| 13.2 Financial Year End | 22 |
| 13.3 Categorization under the Act | 22 |
| 13.4 Financial Review | 23 |
| 13.5 Policies..... | 23 |
| 13.6 Invalidity of any Provision of This By-Law | 23 |
| 13.7 Repeal and Designation | 24 |

THE PURPOSE OF THIS BY-LAW IS TO SET OUT RULES AND PROCEDURES TO BE FOLLOWED BY THE CORPORATION IN THE GOVERNANCE OF ITS AFFAIRS. THE BY-LAW IS INTENDED TO APPLY TO THE MOST COMMON CORPORATE EVENTS AND GOVERNANCE PROCEDURES. CERTAIN PROVISIONS OF THE NOT-FOR-PROFIT CORPORATIONS ACT, 2010 (ONTARIO) AND REGULATIONS MADE UNDER IT (THE "ACT") HAVE BEEN INCORPORATED WHERE APPLICABLE.

HOWEVER, THIS BY-LAW IS NOT IN ITSELF A COMPLETE CODIFICATION OF THE PROVISIONS OF THE ACT AND OTHER LAWS APPLICABLE TO THE CORPORATION. MANY PROVISIONS OF THE ACT HAVE NOT BEEN INCORPORATED IN THE BY-LAW AND REFERENCE TO THE ACT SHOULD BE MADE TO ENSURE THAT ALL RELEVANT LEGAL REQUIREMENTS HAVE BEEN COMPLIED WITH.

BE IT ENACTED as a by-law of The Ontario Heritage Fairs Association as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) S.O. 2010, c.15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;
- (b) “**Auditor**” means a person permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, and who is independent of the Corporation, any of its affiliates, and the Directors and officers of the Corporation and its affiliates;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**By-law**” means this by-law and any other by-law of the Corporation as amended which are, from time to time, in force and effect;
- (e) “**Director**” means an individual who is a member of the Board and includes those individuals referred to as officers in the OHS Act;
- (f) “**Extraordinary Resolution**” means a resolution that is:
 - (i) submitted to a special Meeting of Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or
 - (ii) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members;

- (g) “**Income Tax Act**” means the *Income Tax Act* (Canada), R.S.C. 1985, c.1 (5th Supp.), including any regulations made pursuant to it, and any amendments, statutes or regulations that may be substituted from time to time;
- (h) “**Meeting of Members**” means an annual meeting, a special meeting, or an annual and special meeting of members;
- (i) “**Member**” means an individual who has been admitted to membership in the Corporation pursuant to the provisions of this By-law and whose membership has not been terminated in accordance with the Act and the By-law;
- (j) “**OHS Act**” means *An Act to incorporate The Ontario Historical Society*, Vict. 62(2), c. 108.
- (k) “**Ordinary Resolution**” means a resolution that:
 - (i) is submitted to a Meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or
 - (ii) is consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation;
- (l) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (m) “**Special Business**” has the meaning set out in Section 9.6; and
- (n) “**Special Resolution**” means a resolution that:
 - (i) is submitted to a special Meeting of Members of the Corporation 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
 - (ii) consented to in writing by each Member of the Corporation entitled to vote at a Meeting of Members of the Corporation.
- (o) “**OHFA**” is the acronym for the Ontario Heritage Fairs Association.
- (p) “**Partner**” means an Association whose Purposes are similar to OHFA, and who collaborates with OHFA to deliver the Ontario Heritage Fairs Association Program.
- (q) “**Sponsor**” means an individual, Association, or Corporation that contributes financially and/or in-kind to sustain the Ontario Heritage Fairs Association Program.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-law.

ARTICLE 2 AFFILIATION & PURPOSES

2.1 Affiliation

The Corporation is an affiliate of the Ontario Historical Society under section 10 of the OHS Act. The purposes of the Ontario Historical Society are as follows:

(1) To unite the various pioneer and historical societies of the Province in one central head or organization, thereby the better to promote intercourse and co-operation on the part of all such societies, to form new societies, and to promote and extend the influence and benefits thereof.

(2) Also to engage in the collection, preservation, exhibition, and publication of materials for the study of history, especially the history of Ontario and Canada; to this end studying the archeology of the Province, acquiring documents and manuscripts, obtaining narratives and records of pioneers, conducting a library of historical reference, maintaining a gallery of historical portraiture and an ethnological and historical museum, publishing and otherwise diffusing information relative to the history of the Province and of the Dominion, and in general encouraging and developing within the Province the study of history;

2.2 Status

The Corporation is a not-for-profit corporation incorporated in the Province of Ontario under the OHS Act through its affiliation with the Ontario Historical Society. The Corporation shall maintain its membership in good standing with the Ontario Historical Society.

If, as the result of a discipline process or other termination process, the Corporation receives notice that it will cease to be affiliated with the Ontario Historical Society, it shall apply to continue as a corporation under the Act, or such other legislation as it deems appropriate, no later than six months after receiving said notice.

If the Corporation wishes to voluntarily disaffiliate from the Ontario Historical Society, it shall apply to continue as a corporation under the Act, or such other legislation as it deems appropriate, prior to disaffiliation.

In the absence of a physical office location, the official mailing address for the Ontario Heritage Fairs Association is the mailing address of the Executive Director. A motion to this affect, stating the address, will be presented to the Board of Directors at their Annual Meeting of Members each year.

2.3 Purposes

The Corporation's purposes are:

- (a) To promote awareness and understanding of Canadian and Ontario history and heritage through the facilitation and management of a provincial Heritage Fairs program and other related initiatives.
- (b) To cooperate, liaise, and contract with other charitable organizations, institutions or agencies which carry on similar purposes to that of the Association.
- (c) To solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto.
- (d) 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.
- (e) For other complementary purposes not inconsistent with the foregoing purposes.

2.4 Responsibilities

The Corporation shall send copies of all its publications to the Ontario Historical Society, from time to time as issued, and shall also make an annual report to the Ontario Historical Society containing full information about the Corporation's directors, number of members and work done during the year.

The Ontario Historical Society may, in its discretion, waive any of these reporting requirements.

2.5 Dissolution

If the Corporation is affiliated with the Ontario Historical Society and subsequently ceases to exist, after satisfying the interests of its creditors in all debts, obligations and liabilities, the Corporation's remaining property shall vest in the Ontario Historical Society, subject to the following:

- (a) If the Corporation is a Public Benefit Corporation in the financial year in which it dissolves or in any of the three financial years immediately preceding that year, then it is expected that the Corporation shall identify a Public Benefit Corporation or a registered charity under the Income Tax Act (Canada) operating in the same municipality or region as the Corporation, with purposes similar to its own, to which the remaining property shall be distributed.
- (b) If the Corporation is not a Public Benefit Corporation in the financial year in which it dissolves or in any of the three financial years immediately preceding that year, then it is expected that the Corporation shall identify another not-for-profit corporation operating in the same municipality or region as the Corporation, with purposes similar to its own, to which the remaining property shall be distributed.

- (c) If a recipient Public Benefit Corporation, registered charity, or not-for-profit corporation, as the case may be, is identified and agrees to accept the remaining property, the Ontario Historical Society may waive its vesting rights in the property.

ARTICLE 3 BOARD OF DIRECTORS

3.1 Number of Directors

The Board shall consist of the number of a minimum of 15 and maximum of 20 Directors.

3.2 Qualifications

- (a) Each Director shall be an individual who is not less than 18 years of age.
- (b) Each Director shall be a Member of the Corporation, and must be a Member in good standing at all times during their term of office.
- (c) No individual shall be a Director who has been found under the *Substitute Decisions Act*, 1992 S.O. 1992, c. 30 or under the *Mental Health Act*, R.S.O. 1990, c. M.7 to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt.
- (d) Prior to becoming a Director, or within 10 days of such a Director being elected or appointed, the Director shall execute a consent to act in the form determined by the Board from time to time. If a Director is re-elected or reappointed without a break in the term of office, no consent is required.
- (e) If the Corporation is a registered charity, no individual who is an “ineligible individual” as defined in the *Income Tax Act* may be a Director unless such individual has received written consent from the Board to act as a Director.
- (f) Each Director must satisfy all other requirements for being a Director under the Act and this By-law.

3.3 Directors 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 the Act, or no longer fulfils all of the qualifications to be a Director set out in the Act or in Section 3.1 this By-law, as determined in the sole discretion of the Board.

Where an individual is no longer a Director, then such individual shall be deemed to have also automatically resigned as a Member, an officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an officer or committee member if the Board deems it appropriate in the circumstances.

3.4 Election and Term

- (a) The Directors shall be elected at each annual Meeting of Members.
- (b) Each Director shall be elected to hold office until the first annual Meeting of Members after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.

3.5 Vacancies

Provided there is a quorum of Directors in office, the Directors may appoint a qualified individual to fill a vacancy on the Board caused between annual Meetings of Members by a Director ceasing to hold office as set out in Section 3.3. The individual appointed to fill such vacancy shall hold office for the remainder of the term of the departing Director.

3.6 Directors Compensation

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, or in any other capacity; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

Notwithstanding the foregoing, a Director or a person connected to a Director, as defined in section 2.1 of O. Reg. 4/01, under the *Charities Accounting Act* (Ontario), may, subject to compliance with such regulation, be compensated for services provided to the Corporation.

3.7 Removal of Directors

The Members may, by Ordinary Resolution at a special Meeting of Members, remove from office any Director or Directors, except persons who are Directors by virtue of their office. A vacancy created by the removal of a Director may be filled at the Meeting of Members at which the Director is removed, or by the Directors still in office, provided there is a quorum. Directors elected or appointed to fill a vacancy shall serve for the remainder of the term of the departing Director.

3.8 Appointment of Additional Directors

If, in between Meetings of Members, the Directors increase the size of the Board, the Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

ARTICLE 4 DIRECTORS' MEETINGS

4.1 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board, or any two Directors, at any time.

For the first meeting of the Board to be held following the election of Directors at a Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present. If no quorum of the Directors is present, then no less than five days' notice of the first meeting of the Directors shall be given to each Director, stating the time and, if applicable, the place of the meeting.

4.2 Notice of Meetings

Notice of a meeting of the Board shall be sent to each Director not less than 48 hours before the date of the meeting provided that a meeting of the Board may be held at any time without notice if all the Directors are present (except where a Director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent Directors have waived notice. For any meeting the notice shall contain sufficient information to permit the Directors to form a reasoned judgment on the matters to come before the meeting.

All reasonable efforts shall be taken to provide an agenda for each Board meeting sufficiently in advance of the meeting to enable the Directors to properly prepare for the meeting.

4.3 Adjournment of Meetings

Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all of the following are announced at the time of an adjournment:

- (a) The time of the continued meeting.
- (b) If applicable, the place of the continued meeting.
- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

4.4 Notice of Meeting by Telephonic or Electronic Means

If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

If the meeting is to be held entirely by one or more telephonic or electronic means, then the notice of the meeting need not specify a place of the meeting.

4.5 Quorum

Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be a majority of the number of Directors.

Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Board.

4.6 Meetings Held by Telephonic or Electronic Means

The Chair of the Board, or the Directors who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, by any combination of in-person attendance and one or more telephonic or electronic means or entirely by telephonic or electronic means, where such telephonic or electronic means permit all participants to communicate simultaneously and instantaneously with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present in person at that meeting.

4.7 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall be entitled to a vote.

Each resolution presented at a meeting of the Board shall be voted upon by poll, which may be conducted by show of hands, or by other visual, auditory, or telephonic or electronic signs given by the Directors, as determined by the chair of the meeting. Whenever a vote by poll shall have been taken upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Board upon the said question.

4.8 Casting Vote

In the case of an equality of votes at a meeting of the Board, the chair of the meeting shall not be entitled to a second or casting vote and the resolution shall fail.

4.9 Resolution in Lieu of Meeting

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

4.10 Confidentiality

Every Director, officer, committee member, employee (if any) and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Corporation, each Director, officer, committee member, employee and volunteer shall execute and be bound by the Corporation's code of conduct, of any, or such other agreement as the Corporation may provide to this effect.

4.11 Conflict of Interest

Every Director and officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 41 of the Act, and in accordance with any code or policy of the Board then in effect, passed in accordance with Section 13.4.

Subject to and in accordance with the Act, a Director or officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of that Director's conflict of interest, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

4.12 Procedure

Procedure at all meetings of the Board shall be determined by the Board or the Chair. In determining meeting procedure, the Board or the Chair may rely on a procedural or meeting reference book, including but not limited to *Robert's Rules of Order, Nathan & Goldfarb's Company Meetings, or Procedures for Meetings and Organizations*.

ARTICLE 5 COMMITTEES

5.1 Executive Committee

Whenever the Board consists of more than five Directors, the Board may elect from its members a management committee (which may be known as the "**Executive Committee**") of not fewer than three Directors, which committee shall have power to fix its quorum at not fewer than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

5.2 Audit Committee

The Board may appoint an audit committee comprising one or more Directors and the majority of the committee must not be officers or employees of the Corporation or of any of its affiliates.

5.3 Nomination Committee

The Board may establish a Nomination Committee. The Nomination Committee shall establish all criteria and procedures in selecting nominees for election or appointment to the Board, subject to the Board's approval. The Nomination Committee shall present the slate of nominees to the Members at the annual Meeting of Members for election.

5.4 Other Committees

The Board may establish such other committees as it may require from time to time, with such Members and on such terms as the Board shall determine.

5.5 Terms of Reference for All Committees

All committees shall be responsible to the Board and shall be chaired by a Director. Each committee shall be subject to any restrictions and terms of reference imposed from time to time by the Board and the Act.

ARTICLE 6 APPOINTMENT AND DUTIES OF OFFICERS

6.1 Appointment of Officers

The Directors may, from time to time, 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. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director, unless this By-law otherwise provides. Two or more offices may be held by the same individual.

6.2 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Corporation shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The Board shall appoint the Chair, who shall be a Director. The Chair when present shall preside at all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- (b) Vice-Chair of the Board – If appointed, the Vice-Chair shall be a Director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- (c) President – If appointed, the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- (d) Secretary – If appointed, the Secretary shall, subject to the authority of the Chair of the Board, attend and be the Secretary of all meetings of the Board and the Members. The Secretary shall enter or cause to be entered in the Corporation's minute record, 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 the Secretary shall be the custodian of the seal (if any), and of all

books, papers, records, documents and other instruments belonging to the Corporation. If the Secretary is, for any reason, unable to be present at a meeting of the Board or the Members or to give a notice of a meeting, the Board may appoint another Director to record the minutes of the meeting or give the notice of the meeting.

- (e) Treasurer – If appointed, the Treasurer shall keep or cause to be kept all required books of account and accounting records and, subject to the oversight of the Board, shall be responsible for the care and custody of the funds and securities of the Corporation and the issuance of receipts for donations to the Corporation. The Treasurer shall arrange for the financial records of the Corporation to be audited or reviewed by a licensed public accountant annually, as determined by the Members in accordance with the Act, and shall present interim financial statements to each regular meeting of the Board and the audited or reviewed annual financial statements to each annual Meeting of Members. The Board may appoint an Assistant Treasurer and/or as an authorized signing officer for the Corporation, or authorize one or more other officers to assist the Treasurer with the performance of their duties.
- (f) Other Officers – The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chair requires of them.

6.3 Variation of Duties

The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.4 Term of Officers

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:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment);
or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

ARTICLE 7 INDEMNIFICATION

7.1 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 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 by the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the moneys, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own wilful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

7.2 Indemnity of Directors and Officers

Every Director and officer of the Corporation, every former Director or officer of the Corporation, or individual who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or officer of the corporation or such body corporate if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that such conduct was lawful.

7.3 Insurance

Subject to the limitations contained in the Act, the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual:

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

ARTICLE 8 MEMBERSHIP CONDITIONS

8.1 Membership

The Ontario Heritage Fairs Association values *equity, diversity, inclusion, and accessibility*, and will endeavour to ensure that membership is representative of all Ontarians.

8.2 Membership Classes

There shall be two classes of Members in the Ontario Heritage Fairs Association. Membership shall be available to individuals, Regional Fair sites, associations and corporations interested in furthering the OHFA's Purposes and who have applied for and been accepted into membership in the OHFA by resolution of the Board or in such other manner as may be determined by the Board. A Member may qualify under one of the following categories:

- (a) Voting Members – Voting members shall be entitled to receive notice of, attend and vote at all Meetings of Members of the Corporation.
- (b) Non-Voting Members – Non-Voting Members shall be entitled to receive notice of and attend all Meetings of Members of the Corporation, but may not vote thereat.

The Board may develop a membership admittance policy, pursuant to section 13.4, outlining the specific criteria for admittance to membership in the Corporation.

8.3 Term of Membership

Membership shall be effective from the date of admission until terminated in accordance with the By-law.

8.4 Transfer of Membership

A membership may not be transferred to any individual or corporation.

8.5 Membership Dues

The Board may require Members to pay annual membership dues and special assessments and may determine the manner in which the dues and special assessments are to be paid; and the Board may set different rates for Members based on relevant criteria established by the Board from time to time. Members shall be notified in writing of the membership dues and special assessments, if any, at any time payable by them.

Non-voting members shall not pay annual membership dues.

8.6 Good Standing

All Members are deemed to be in good standing except:

- (a) a Member who has failed to pay the annual membership dues and special assessments, if any, pursuant to Section 8.5 when due and owing, and such Member is not in good standing for so long as the dues and special assessments remain unpaid; or
- (b) a Member who has been suspended or declared otherwise not to be in good standing pursuant to a disciplinary proceeding in accordance with Section 8.9.

A Member not in good standing is not entitled to call, attend or vote at Meetings of Members. This requirement may be waived at the discretion of the Board.

8.7 Termination of Membership

A membership in the Corporation is terminated when:

- (a) a Member dies or resigns;
- (b) a Member is expelled or the membership is otherwise terminated in accordance with the By-laws;
- (c) a Member's term of membership expires;
- (d) a Member does not confirm such Member's membership in the Corporation within 60 days of receiving a confirmation of membership request sent by the Corporation to the last known address or email address of such Member; or
- (e) the Corporation is liquidated and dissolved under the Act.

8.8 Discipline or Termination of a Member

The Board shall have authority to discipline, suspend or terminate the membership of any Member for any one or more of the following grounds:

- (a) violating any provision of the By-laws or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purposes of the Corporation.

Any discipline or termination of membership must comply with the Act and this By-law and must be done in good faith and in a fair and reasonable manner.

8.9 Procedure for Discipline, Suspension or Termination

- (a) Upon 15 days' notice to a Member, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 8.8.

- (b) The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period.
- (c) The Board shall consider the submissions of the Member, if any, in arriving at a final decision regarding disciplinary action, suspension or termination of membership. The Board shall notify the Member concerning such final decision within a further 10 days from the date of receipt of the submissions.
- (d) Subject to the Act, the Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 9 MEETINGS OF MEMBERS

9.1 Notice of Meetings

Notice of the time and place of a Meeting of Members shall be given to each Member, to the Directors and to the Corporation's Auditor, not less than 10 days and not more than 50 days before the meeting in accordance with Article 11 of this By-law. For any Meeting of Members where Special Business is transacted, the notice shall contain sufficient information to permit the Members to form a reasoned judgment on the matters to come before the meeting and shall state the text of any Special Resolution to be submitted to the Meeting of Members.

If a person is entitled to attend a Meeting of Members by telephonic or electronic means, a notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

If the Meeting of Members is to be held entirely by one or more telephonic or electronic means, then notice of the meeting is not required to specify a place of the meeting.

9.2 Record Date

The Directors may fix a date as the record date for:

- (a) determining Members entitled to receive notice of a Meeting of Members;
- (b) determining Members entitled to vote at a Meeting of Members;
- (c) determining Members entitled to participate in a liquidation distribution; or
- (d) determining Members for any other purpose.

A record date must not be more than 50 days before the day of the event or action to which it relates.

9.3 Timing of Annual Meeting of Members

The Annual Meeting of Members shall be held no later than 15 months after the preceding annual Meeting of Members and no later than six months after the financial year end of the Corporation.

9.4 Place of Meetings

Subject to compliance with section 53 of the Act, Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.

A Meeting of Members held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means is deemed to be held at the registered office of the Corporation.

9.5 Information to be Furnished in Advance of Meeting

Not less than five business days, or another number of days that may be further prescribed in Regulations, before each Meeting of Members, the Corporation shall give a copy of the approved financial statements, report of the Auditor, and any further information respecting the financial position of the Corporation and the results of its operations required by the By-laws, to all Members who have informed the Corporation that they wish to receive a copy of those documents. The documents required to be given under this section may be provided to Members in the manner set out in Section 11.2.

9.6 Special Business

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members is Special Business except for the following:

- (a) consideration of the financial statements;
- (b) consideration of the audit or review engagement report, if any;
- (c) an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (d) election of Directors; and
- (e) appointment or reappointment of the Auditor.

9.7 Persons Entitled to be Present

The persons entitled to be present at a Meeting of Members shall be those entitled to vote and those not entitled to vote; the Directors and the Auditor of the Corporation, and such other persons who are entitled or required under any provision of the Act or any By-law 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.

9.8 Chair of Meeting

If the Chair of the Board and the Vice-Chair of the Board, if any, are absent, the Members who are present and entitled to vote at the meeting shall choose the Member to chair the meeting.

9.9 Quorum

- (a) A quorum at any Meeting of Members shall be a majority of the Members entitled to vote at the meeting.
- (b) 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.
- (c) 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.
- (d) Notice of an adjourned meeting is required to be given in accordance with this By-law for any meeting that is adjourned by more than 30 days. The quorum at an adjourned Meeting of Members shall be determined based on the presence of those Members entitled to vote who are present at the adjourned meeting.

9.10 Votes to Govern

- (a) At any Meeting of Members every question shall, unless otherwise required by any By-law or by the Act, be determined by a majority of the votes cast on the question.
- (b) A poll vote may be conducted by show of hands, or by other visual, auditory, or telephonic or electronic signs given by the Members, as determined by the chair of the meeting.
- (c) After a poll vote has been taken upon any question, the chair may require, or any Member present and entitled to vote may demand, a ballot thereon, which ballot may also be conducted by telephonic or electronic means. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- (d) In case of an equality of votes, either by poll vote or by ballot, the chair of the meeting in addition to an original vote shall not have a second or casting vote, and the question shall fail.
- (e) Whenever a poll vote shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chair that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Corporation on the question.

9.11 Meetings Held by Telephonic or Electronic Means

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, by any combination of in-person attendance and one or more telephonic or electronic means or entirely by telephonic or electronic means, provided that all participants attending the meeting are able to reasonably participate. A meeting held entirely by telephonic or electronic means is deemed to be held at the registered office of the Corporation. Any person participating in a meeting by telephonic or electronic means is deemed to be present in person at the meeting.

Any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote by any telephonic or electronic means that the Corporation has made available for that purpose.

9.12 Voting by Members not in Attendance at a Meeting of Members

A Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by telephonic or electronic means, if the Corporation makes such means available.

9.13 Voting by Proxy

Pursuant to subsection 64(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders who shall be members of the Ontario Heritage Fairs Association to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
- (c) a proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing and shall be executed by the Member and delivered to the Secretary prior to the call to order of the Meeting of Members;
- (e) any form of proxy shall conform to the requirements set out in the Regulations; and
- (f) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

9.14 Adjournment of Meetings

Notice of an adjourned meeting is required to be given in accordance with this By-law for any meeting that is adjourned by more than 30 days.

If a Meeting of Members is adjourned by one or more adjournments for an aggregate of less than 30 days, notice of the meeting that continues the adjourned meeting is not necessary, other than by announcement of all of the following at the time of an adjournment:

- (i) The time of the continued meeting.
- (ii) If applicable, the place of the continued meeting.
- (iii) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

The quorum at an adjourned Meeting of Members shall be the presence of those Members entitled to vote who are present at the meeting.

9.15 Resolution in Lieu of Meeting

A resolution 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 Members.

9.16 Procedure

Procedure at all meetings of the Board shall be determined by the Board or the Chair. In determining meeting procedure, the Board or the Chair may rely on a procedural or meeting reference book, including but not limited to *Robert's Rules of Order*, *Nathan & Goldfarb's Company Meetings*, or *Procedures for Meetings and Organizations*.

ARTICLE 10 BANKING ARRANGEMENTS, CONTRACTS, ETC.

10.1 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two officers or Directors. In addition, 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 signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

10.2 Banking Arrangements

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 of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

ARTICLE 11 NOTICES

11.1 Giving Notice

Any notice, communication or other document to be given (which term includes sent, delivered or served) pursuant to the Act, the By-laws or otherwise to a Member, Director, officer or member of a committee of the Board or to the Auditor shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the 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;
- (b) if mailed to such person at such person's recorded address by ordinary mail or by any other method, including registered mail, certified mail or prepaid courier; or
- (c) if sent to such person by telephonic or electronic means, in accordance with Section 11.2 at such person's recorded address or telephone number for that purpose.

The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Any notice may be signed electronically.

The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, Auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

11.2 Telephonic or Electronic Notice

Any notice required to be sent to any Member or Director or to the Auditor of the Corporation shall be delivered personally, or sent by prepaid mail, email or other telephonic or electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at their 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; and to the Auditor at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto. Furthermore, notice provided which contains a telephonic or electronic link or internet address which is accessible by remote means by the internet or other electronic means,

whereby the recipient may review or download the notice and/or the materials related to the notice, shall satisfy this clause.

11.3 Errors or Omissions

The accidental omission to give any notice to any Member, Director, officer, Auditor or member of a committee of the Board 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 was otherwise founded on such notice.

11.4 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-law, the day of service, posting or other delivery of the notice shall not be counted in such number of days or other period, and the day on which such number of days or period expires shall be counted.

11.5 Undelivered Notices

If a notice or other communication sent to a Member is returned on three consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Corporation shall not be required to give any further notices or communications to that Member unless the Member informs the Corporation in writing of a new address and, in addition to the foregoing, where a notice or other communication sent to the recorded address of any Member, Director, officer, Auditor or member of a committee of the Board is returned as undeliverable or otherwise cannot be delivered, the Secretary may change or cause to be changed such recorded address in accordance with any information the Secretary reasonably believes is reliable.

11.6 Waiver of Notice

Any Member, Director, officer or Auditor may waive any notice required to be given under the Act or any By-law of the Corporation and such waiver, 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 of such notice thereto.

ARTICLE 12 BY-LAW AMENDMENTS

12.1 By-laws, Amendment, or Repeal

Unless the Act, the OHS Act or any By-law otherwise provide, the Directors may, by resolution, make, amend, or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board, with the exception of matters referred to in subsections 103(1)(g), (k) and (l) of the Act, which are amendments that:

- (a) add, change or remove a provision respecting the transfer of a membership;
- (b) change the manner of giving notice to members entitled to vote at a Meeting of Members; and
- (c) change the method of voting by Members not in attendance at a Meeting of Members.

The Directors shall submit such By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the By-law, amendment or repeal by Ordinary Resolution. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next annual Meeting of Members or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

12.2 Repeal

Subject to the provisions of section 12.3 hereof, all prior By-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-law are repealed.

12.3 Effect of Repeal of By-laws

The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal.

ARTICLE 13 GENERAL

13.1 Corporate Seal

The Corporation does not adopt the use of a corporate seal.

13.2 Financial Year End

The financial year end of the Corporation shall be determined by the Board, from time to time. Since The Ontario Heritage Fairs Association is a registered charity, changes to the financial year-end requires the approval of the CRA.

As of the date of the adoption of this Bylaw, the financial year-end of The Ontario Heritage Fairs Association is the 31st day of August.

13.3 Categorization under the Act

The Corporation shall monitor its status as either a Public Benefit Corporation or Non-Public Benefit Corporation under the Act.

Subject to the Act, and provided the Corporation maintains its charitable status under the *Income Tax Act*, the Corporation is deemed to be a Public Benefit Corporation.

“Public Benefit Corporation” means:

- (a) a charitable corporation, or
- (b) a non-charitable corporation that receives more than \$10,000 or other amount prescribed by the Regulations in a financial year,
 - (i) in the form of donations or gifts from persons who are not members, directors, officers or employees of the Corporation, or
 - (ii) in the form of grants or similar financial assistance from the federal government or a provincial or municipal government or an agency of any such government.

A Non-Public Benefit Corporation is a corporation which does not meet the test of a Public Benefit Corporation.

13.4 Financial Review

A Public Benefit Corporation shall have an audit each year, subject to the following:

- (a) when the Corporation has annual revenues in that financial year of more than \$100,000 and less than \$500,000 (or such other amounts prescribed by the Act), the Members may pass an Extraordinary Resolution to have a review engagement instead of an audit; or
- (b) when the Corporation has annual revenues in that financial year of \$100,000 or less (or such other amounts prescribed by the Act), the Members may pass an Extraordinary Resolution to not have an audit or a review engagement.

13.5 Policies

The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with any By-law of the Corporation relating to such matters as terms of reference of committees, duties of officers, Board and Member codes of conduct and conflict of interest, volunteer recruitment requirements, oversight and codes of conduct, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

13.6 Invalidity of any Provision of This By-Law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

13.7 Repeal and Designation

The Constitution and By-Laws of The Ontario Heritage Fairs passed on the 23rd day of October, 2010 is repealed. This By-Law is designated as By-Law 1 of the by-laws of the Ontario Heritage Fairs Association.

ENACTED BY THE DIRECTORS on the 22nd day of August, 2024.

CONFIRMED BY THE MEMBERS on the 22nd day of August, 2024.

Rose Fine-Meyer

Garrett Hajnal

Rose Fine-Meyer
Chair of the Board

Garrett Hajnal
Secretary