

BY-LAW NO. 2

A By-Law relating to the transaction of the affairs of The Ontario Agricultural Hall of Fame Association

BE IT ENACTED as a By-Law of The Ontario Agricultural Hall of Fame Association, as follows:

HEAD OFFICE

1. The Head Office of the Association shall be in the Town of Milton, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

OBJECTS

2. The objects of the Association shall be:

a) to establish and maintain a gallery to be known as The Ontario Agricultural Hall of Fame for the formal and public recognition of persons who in course of their residence in Ontario have made significant contributions to the welfare and improvement of Ontario agriculture; the form of recognition to include the hanging of a likeness of the person selected in the Gallery which shall be located at Country Heritage Park, Milton, Ontario.

b) to prescribe standards for recognition in the Ontario Agricultural Hall of Fame;

c) to direct all activities pertaining to the selection of the persons eligible for recognition and the ceremonies associated with hanging of the likeness;

d) to display information of historical interest pertaining to persons selected for recognition and to events that have had a significant impact upon the agriculture of Ontario: and

e) to carry out its objects without purpose of gain for its members and to use any profits, donations or other accretions solely for the promotion of its objectives.

BOARD OF DIRECTORS

3. The affairs of the Association shall be managed by a board of fifteen (15) directors, each of whom at the time of his or her election or within ten (10) days thereafter and throughout his or her

term of office shall be a member of the Association. The procedure for the election of the directors shall be as follows:

- (a) The directors shall be elected and shall retire on a rotation basis, and each rotating director shall be elected by the members at an annual or general meeting of the members of the Association;
- (b) At each annual meeting a number of directors equal to the number retiring in such year shall be elected for a term of three (3) years or until their successors are elected or appointed;
- (c) If a director shall retire before the expiry of his or her term of office, the remaining directors so long as they constitute a quorum may appoint a replacement director for the director who is retired, or the members in a general or annual meeting may elect a replacement director for the director who has retired, and the replacement director shall serve the remaining duration of the term of office of the director who has retired;
- (d) No person may serve as a director after having served three (3) consecutive three (3) year terms (excluding any period of service for which a director was appointed as a replacement director) until a period of at least eleven months has elapsed from the date of his or her retirement as a director;
- (e) The election of directors may be by show of hands unless a ballot be demanded by any member.

The members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Association, otherwise such vacancy shall be filled at the next annual meeting of the members, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill

the vacancy. Any replacement director shall serve for the remaining duration of the term of office of the director who left the vacancy.

ELIGIBILITY

5. Each candidate for a director shall be a natural person at least eighteen (18) years of age who shall be a member at the time of his or her nomination, or within 10 days thereafter.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

6. Meetings of the board of directors may be held by means of telephone, electronic or other communication facilities which permit all persons participating therein to adequately communicate with each other.

7. Eight (8) directors shall form a quorum. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) directors. Notice of such meetings shall be delivered, telephoned, telegraphed or sent by facsimile or electronic transmission to each director not less than two (2) days before the meeting is to take place or shall be mailed to each director not less than five (5) business days before the meeting is to take place. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Association. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

8. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all

proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

9. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his or her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

POWERS

10. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

CONSENT OF DIRECTOR

11. A person who is elected or appointed as a director shall not be eligible to be a director unless he or she was present at the meeting when elected or appointed and did not refuse to act as a director, or consented to act as a director in writing before his or her election or appointment.

REMUNERATION OF DIRECTORS

12. The directors shall receive no remuneration for acting as such. A director may be reimbursed for reasonable expenses incurred while discharging his or her duties as a director of the Association and any member of the board of directors who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business approved by the board to be done in connection with the administration of the affairs of the Association.

OFFICERS OF ASSOCIATION

13. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until his or her successors are elected. The other officers of the Association need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

14. The President shall, when present, act as Chairperson and preside at all meetings of the members of the Association and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association and shall have all other powers and duties from time to time prescribed by the Board of Directors or incidental to the office. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates and shall sign all other documents requiring signature of the President. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such other duties as are from time to time prescribed by the board or incidental to the office.

DUTIES OF SECRETARY

15. The Secretary shall be clerk of the board of directors. He or she shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to directors. He or she shall be the custodian of all books, papers, records, correspondence, contracts and other

documents belonging to the Association and he or she shall perform such other duties as may from time to time be determined by the board of directors. In the absence of the Secretary, the Board of Directors may appoint a person to fulfil these duties.

DUTIES OF TREASURER

16. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of accounts and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the board of directors. He or she shall disburse the funds of the Association under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Association. He or she shall also perform such other duties as may from time to time be determined by the board of directors. In the absence of the Treasurer, the Board of Directors may appoint a person to fulfil these duties.

DUTIES OF OTHER OFFICERS

17. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors requires of them. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as may be prescribed by the board of directors at the time of such appointment.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

18. Except as otherwise provided in the Ontario Corporations Act (the "Act") no director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any

security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own wilful neglect or default.

INDEMNITIES TO DIRECTORS AND OTHERS

19. Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any Association controlled by it and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

The Association shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

CONFLICT OF INTEREST

20. A director who is in any way directly or indirectly interested in a contract or proposed contract with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from, or vacate any such office by reason of, holding any office or place of profit under the Association or under any Association in which the Association shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Association as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Association in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Association or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

21. The board of directors in its discretion may submit any contract, act or transaction with the Association for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Association and upon all the members as though it had been approved, ratified or confirmed by every member of the Association.

EXECUTION OF DOCUMENTS

22. Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be

signed by either the President or Vice-President together with any other Officer who is also a director.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Treasurer or by any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

BOOKS AND RECORDS

23. The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

STANDING COMMITTEES OF THE BOARD OF DIRECTORS

24. The board shall have the following standing committees:

- (a) Executive Committee, consisting of the President, Vice-President and three other Directors.
- (b) Nominations Committee, consisting of the President, Vice-President and Immediate Past President (if still on the Board of Directors).

DUTIES OF COMMITTEES

25. The Standing Committees and any ad hoc Committees as the board of directors may from time to time by by-law or resolution establish, shall have such powers and duties as the board of

directors shall by resolution determine. The Chairperson of each committee shall be a member of the board, and the committee shall consist of such other members of the Association as are appointed by the board of directors, provided that such other members may, but need not be, directors of the Association. Each committee shall consider, report and make recommendations to the board of directors on any matter referred to the committee by the board of directors and shall carry out its duties, functions and reporting requirements as determined by resolution of the board of directors.

MEMBERSHIP

26. The membership shall consist of the applicants for the incorporation of the Association and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

CLASSES OF MEMBERSHIP

27. The Association shall have two (2) classes of membership:

- (a) Individual members; and
- (b) Corporate Members.

Each Individual member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. In cases where a corporation, partnership and other legal entity is a Corporate member, such corporation, partnership or other legal entity may exercise its one vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his or her constituent or constituents.

TERMINATION OF MEMBERSHIP

28. An Individual membership in the Association is not transferable and automatically terminates:

- (a) if a member resigns as a member of the Association or dies;
- (b) if a corporate member resigns as a member of the Association or ceases to exist;
- (c) if a member is removed from membership by the adoption of a resolution passed by

a majority of the board of directors having regard to any conflict of interest which may arise if the member remains as a member of the Association, or by the adoption of a resolution passed by a majority of the members voting at any meeting of the Association;

CONFLICT OF INTEREST

29. Every member who has any direct or indirect interest in any contract, employment arrangement or any other type of arrangement, or proposed contract, employment arrangement or other type of arrangement, with the Association shall disclose such interest to the board of directors and other members and shall refrain from voting with respect to same. If such a member complies with this provision, such member shall not be disqualified from contracting with or entering into any arrangement with the Association.

MEMBERSHIP FEES

30. Membership fees for individual and corporate members shall be such amounts as shall be determined from time to time by the board of directors, and shall be assessed and collected in such manner as the board shall from time to time determine.

MEMBERSHIP

31. All memberships shall be for life and shall commence on the date of receipt of the membership fee.

ANNUAL AND OTHER MEETINGS OF MEMBERS

32. The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any

time a general meeting of the members of the Association. Notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, telegraph, facsimile or electronic transmission, ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

SPECIAL MEETINGS

33. If more than one-half (1/2) of the members request in writing the calling of a special general meeting of the Association, the President shall direct the Secretary to call a special general meeting of the Association. The purpose for the calling of such a meeting shall be specified in the notice calling the meeting.

ERROR OR OMISSION IN NOTICE

34. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded on the books of the Association.

QUORUM OF MEMBERS

35. A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) of the members, calculated on the basis of membership as of the record date present in person or represented by proxy, provided that in no case can any meeting be held unless there are two (2) members present in person.

RECORD DATE

36. The board of directors shall by resolution established in advance a time and date, at least

thirty (30) days in advance of any meeting of the members, as the record date for the determination of those members entitled to notice and to vote at any meeting of members. Any person who is not a member as of the record date is not entitled to notice of or to vote at the meeting for which the date of record date has been established.

VOTING OF MEMBERS

37. Subject to provisions, if any, contained in the Letters Patent or By-Laws of the Association, each Individual member and Corporate member of the Association shall at all meetings of members be entitled to one (1) vote and he/she/it may vote by proxy. Such proxy need not be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his or her constituent or constituents.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

CHAIRPERSON AT MEETINGS OF MEMBERS

38. At any meetings of the members of the Association, the Chairperson of the meeting shall be the President, or in the absence of the President, the Vice-President, or in the absence of both the President and the Vice-President, any member chosen by the members at the meeting to act as the Chairperson of that meeting.

FINANCIAL YEAR

39. Unless otherwise ordered by the board of directors, the fiscal year of the Association shall terminate on the 31st day of December, in each year.

CHEQUE, ETC.

40. All cheques, bills of exchange or other orders for the payment of moneys, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors and any two of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances or release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

41 The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

42. Any notice (which term includes any communication or document) to be given, sent,

delivered or served pursuant to the Act, the Letters Patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or if mailed to him or her at his or her recorded address by prepaid or ordinary mail, or is sent to him or her at his or her recorded address by any means of prepaid transmitted, electronic or recorded communications. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted, electronic or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him or her to be reliable.

BORROWING

43. The directors may from time to time
- (a) borrow money on the credit of the Association; or
 - (b) issue, sell or pledge securities of the Association; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

From time to time the directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

APPOINTMENT OF AUDITORS

44. The Association shall at its annual meeting appoint an auditor to hold office until the next

annual meeting of the Association. If no such appointment is made, the auditor in office shall continue in office until a successor is appointed. No person shall be appointed as an auditor of the Association who is a director, officer or employee of the Association or who is a partner, employer or employee of any such director, officer or employee.

AMENDMENTS

45. This by-law may be amended by a resolution of the directors, confirmed by a two-thirds (2/3) vote of the members voting at any regularly constituted meeting of the members.

INTERPRETATION

46. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and **vice versa**, and references to persons shall include firms and Associations.

Passed by the board of directors this _____ day of _____, 2009.

President

Secretary

This by-law is confirmed by a two-thirds (2/3) majority of the members of the Association on the 14th day of June, 2009.

President

Secretary