



**Manitoba Association of Agricultural Societies (MAAS)**

**By Laws**

**Approved MAAS Annual General Meeting  
November 3, 2018**

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## GENERAL MATTERS BY-LAW

### (BY-LAW No.1)

#### ARTICLE I - Introduction:

1.0 This document is the bylaws of the Manitoba Association of Agricultural Societies Inc. (MAAS), a non-profit organization incorporated under The Corporations Act of Manitoba and recognized in The Agricultural Societies Act (Manitoba).

#### ARTICLE II - Definition and Interpretation:

2.0 In this and all other by-laws of the Manitoba Association of Agricultural Societies Inc. the following terms have these meanings:

- (a) “Act” means The Corporations Act (Manitoba), as amended from time to time.
- (b) “Societies Act” means The Agricultural Societies Act (Manitoba), as amended from time to time.
- (c) “MAAS” means the Manitoba Association of Agricultural Societies Inc.
- (d) By-law means this by-law and all other bylaws of MAAS from time to time in force and effect,
- (e) Regular member is defined as an Agricultural Society in good standing with The Agricultural Societies Act (Manitoba)
- (f) “District” means a district comprised of Societies as set forth in attached Schedule “A”
- (g) “Board” means the Board of Directors of MAAS;
- (h) A Director means a member of an Ag Society in good standing appointed or elected at the Annual General Meeting.
- (i) The Executive Committee of the Board is comprised of the President, the Past President, the Vice-President, Secretary, Executive Director and the Administrator.
- (j) Where the context so requires, the singular includes the plural; the plural includes the singular; the masculine includes the feminine; and the word “person” includes firms and corporations.

### **ARTICLE III - Registered Office:**

- 3.01 The registered office of MAAS shall be maintained in the Province of Manitoba, at a location to be determined by the Board.

### **ARTICLE IV – Purpose:**

- 4.01 MAAS Mission Statement: *“The MAAS Board will provide Manitoba Agricultural Societies with the vehicles and opportunities to develop and promote vital Manitoba communities.”*
- 4.02 The objectives of MAAS include:
- (a) to act on behalf of all agricultural societies in Manitoba on matters requiring joint action, including:
    - (i) presenting a high profile organization that will advise and assist local, provincial and federal governments in decision making regarding the fair industry and policy making related to rural and urban communities; and
    - (ii) obtaining funding from governments and sponsors.
  - (b) to provide a forum for exchange of ideas related to and funding for educational programs and to deal with matters of common concern;
  - (c) to provide a medium for the mutual benefit, cooperation and promotion of all Regular Members and encourage participation in group activity programs and seminars designed for the improvement of the rural community organizations by holding district meetings and/or an annual conference.
- 4.03 MAAS Responsibility:  
MAAS will be available for consultation with the Minister of Manitoba Agriculture, Province of Manitoba and Superintendent of Agricultural Societies as provided in The Agricultural Societies Act.

### **ARTICLE V - Membership:**

- 5.01 Definition of Membership to MAAS:
- (a) Each Agricultural Society organized in Manitoba and recognized as an Agricultural Society in good standing under The Agricultural Societies Act (Manitoba) is considered a “Regular” Member in good standing with MAAS.
- 5.03 Membership Fees:  
Membership Fees will be determined annually by the Board and are allocated from provincial money grants from Manitoba Agriculture, Province of Manitoba
- 5.04 Suspension or Termination Membership:
- (a) Membership in MAAS shall be terminated or suspended if a Manitoba Agricultural Society is no longer a member in good standing under The Agricultural Societies Act (Manitoba)

#### 5.05 Rights and Obligations of Regular Members:

- a) Each regular member is entitled to one vote at the Annual General Meeting, or Special Meeting and must be represented by a member of the Agricultural Society who is over the age of 18, a resident of the province of Manitoba and a Canadian citizen.
- b) The Board may consider individuals of an Agricultural Society from the Regular Members list to participate in any Ad Hoc/Task Force MAAS committees.

### **ARTICLE VI - Meetings of Regular Members:**

#### 6.01 Annual General Meeting:

- (a) The Annual General Meeting of Regular Members of MAAS shall be held as the Board may determine.
- (b) Notice of the Annual General Meeting shall be given to Regular Members by written notice and/or electronic notices at a minimum of 21 days in advance.
- (c) At each Annual General Meeting the following items of business shall be dealt with:
  - Minutes of the preceding Annual General Meeting,
  - Receiving the report of the MAAS President and the Executive Director,
  - Review of the organization's financial statement,
  - Appointment of the Auditors,
  - Resolutions
  - Any other committee reports as requested,
  - Approval/amendments of a change in the organization's By-laws.
  - Election of the Board of Directors
  - Ratification of the Board's Decisions from the previous year.
- (d) The Annual General Meeting will normally be held in conjunction with a provincial conference for all Regular Members.

#### 6.02 Quorum at Annual General Meeting:

The Regular Members present at an Annual General Meeting of Members shall constitute a quorum at a meeting of Members.

#### 6.03 Election of Directors to the Board:

Per Schedule A of the Bylaws:

- One director will be appointed by the Red River Exhibition Association
- One director will be appointed by the Provincial Exhibition of Manitoba
- One director will be elected from each of the nine districts in alternate years:
  - Even numbered Districts (2, 4, 6 and 8) will be elected in even number years i.e. 2018, 2020 etc.
  - Odd numbered District (1, 3, 5, 7 and 9) will be elected in odd number years i.e. 2017, 2019 etc.

#### 6.04 Election of Officers:

The Election of the MAAS Officers to the Board for the next organizational year will take place immediately following the Annual General Meeting, at a meeting of the Board.

6.05 Special Meetings:

Special meetings of the Members may be convened at any time by the President or any two regular Members or by the Secretary on the direction or authorization of the President to be held at a location within the Province of Manitoba.

6.06 Notice of Special Meeting:

The notice of a special meeting to the members shall be given 21 days in advance and telephone or electronic notice is acceptable mode of notice.

6.07 Quorum at Special Meetings:

The Regular members present at a MAAS Special Meeting of Members shall constitute a quorum at meeting of Members.

6.08 Voting at Annual General Meetings and Special Meetings:

- a) The President of MAAS who presides over the Annual Meeting and any special meeting has NO vote and in the case of a tie vote, the motion is deemed lost or void.
- b) Each Regular Member as outlined in Article V will be entitled to one vote.
- c) Whenever a vote is taken on a question, a declaration by the President 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 conclusive evidence of the result of the vote.
- d) At all meetings of the Members, every question or resolution shall be determined by a majority of votes unless otherwise specifically provided by the Act, or by any by-law of MAAS.
- e) No proxy voting shall be allowed.
- f) Voting shall be by a show of hands, unless a request for a secret ballot. Five voting members must request a ballot vote.
- g) In the absence of the President and Vice-President, the Regular Members present at the meeting shall choose another member of the Board as Chairman and, if no Director is present or if all the Directors decline to take the chair then the Regular Members present shall choose someone present at the meeting to be chairman.

6.09 Resolutions:

Resolutions must be submitted 21 days in advance of the Annual General Meeting to the President by any Regular Member or Director.

6.10 District Meetings:

If and when district meetings are necessary, the boundaries as set forth in Schedule "A" shall apply. Red River Exhibition Association and Provincial Exhibition of Manitoba located within the boundaries of a District may be invited to participate, but shall not have any voting rights with respect to the election of the directors of district.

## **ARTICLE VII - Board of Directors:**

### 7.01 Powers of the Board:

- a) The Board shall have the responsibility of governance and management of MAAS, including its assets, all funds, intellectual property, and the management and control of its affairs and business.
- b) The Board following the recommendation of the Executive Committee will appoint an Executive Director on a full-time or part time basis.
- c) The Board shall be responsible for formulating and executing all policies of MAAS in accordance with the objectives or other directions as will best serve the interest of MAAS.
- d) The MAAS President in consultation and approval from the Board shall have the power to appoint committees as either ad hoc and/or task force committees to give assistance and support to MAAS.
- e) The Board of Directors shall receive remuneration and expenses for their work as identified by the MAAS policies.

### 7.02 Composition of the Board:

- a) The Board of Directors shall consist of a minimum of eleven elected or appointed voting board members to a maximum of 12 members which includes the Past President.
- b) The Board of Directors shall include:
  1. One director appointed by the Red River Exhibition Association,
  2. One director appointed by the Provincial Exhibition of Manitoba,
  4. Nine (9) directors from each of the Districts as outlined in Schedule 'A' in alternate year elections:
    - Even numbered Districts (2, 4, 6 and 8) will be elected in even number years i.e. 2018, 2020 etc.
    - Odd numbered District (1, 3, 5, 7 and 9) will be elected in odd number years i.e. 2017, 2019 etc.
- c) The Superintendent for Agricultural Societies in Manitoba may be an ex officio member but shall not have the right to vote.

### 7.03 MAAS Board Director Eligibility:

Each MAAS Board Director shall be:

- (a) At least 18 years of age,
- (b) A resident of Manitoba and a Canadian citizen,
- (c) Not be an undischarged bankrupt,
- (d) An individual in good standing as a Regular Member of an Ag Society, and
- (e) Not hold a paid position with MAAS and not enter into a contract for services with MAAS.

### 7.04 Selection of MAAS Board of Directors:

The selection of the eleven Board Members is outlined in Article VI.

#### 7.05 Term of Office of Elected Directors:

- a) The term of office of each elected Director shall be two (2) years, with an option of continuing for a second two-year term to a maximum of four (4) years.
- b) After the completion of a Director's term(s) of office, he or she may be a candidate for election to the Board but only after an absence of one (1) year following the completion of his or her term unless the Regular Members, at a general meeting, decide that the circumstances are such that in a particular case the said one (1) year period of absence should be lifted.
- c) If a Director is elected President of the MAAS Board for a term of office that would cause his or her term as a Director to be exceeded, then his or her term of office as a Director shall be extended accordingly, therefore the term ends at the same time as his or her term of office as Past Chair OR a total of three years (two (2) years as Chair and one (1) year as Past Chair), at which such time he/she will resign from the Board.
- d) The MAAS Board reserves the right to have a Past Chair for one year and may appoint for a second year.

#### 7.06 Vacancy on the Board:

The office of a Director shall be automatically vacated if a Director:

- a) Resigns his office by delivering a written resignation to the President,
- b) Has three unexcused consecutive meeting absences,
- c) The Agricultural Society represented is no longer a member in good standing with the Agriculture Societies Act (Manitoba).
- d) Is incapable of managing his affairs,
- e) Becomes bankrupt or suspends payment to his creditors,
- f) Is convicted of a criminal offence,
- g) Dies,
- h) Is removed from the Board by a resolution of the Board.

Should a vacancy occur, the Board may appoint a replacement to fill the vacancy until the next Annual General Meeting.

#### 7.07 Removal of a Board Member:

At a special meeting of the members, a resolution is passed by three-quarters ( $\frac{3}{4}$ ) of the members present at the meeting to remove a director from office for just cause.

#### 7.08 Board Meetings:

- a) The MAAS Board will meet a minimum of three (3) times during the fiscal year of which at least once will be in person. The remainder of meetings may be held via conference call or web based communications.
- b) A meeting of the MAAS Board of Directors or a Committee of the Directors may be held by such means as telephone, electronic or other communication facilities with the condition that all directors are able by such means and that a Director participating in such a meeting by such means is deemed to be present at the meeting.

- c) The voting or approval of motions may be done during conference call meetings and at times when a special request for a vote by email/electronically. The motion must be passed per MAAS Board quorum via the conference call and/or electronic media.
- d) Minutes of the MAAS Board meeting shall be made available as soon after the board meeting as possible and again one (1) week prior to the next board meeting.
- e) The MAAS Board agenda will be made available to all Directors no less than five (5) days prior to each regular board meeting.
- f) A board meeting quorum is 50% plus one of the Board of Directors.
- g) Ex-officio members shall not be included in the determination of quorum. In the event of the President, the Vice-President and the Executive Director being absent a quorum is not met.
- h) Each Director except ex-officio Directors will have one vote at all Board of Directors meetings. Votes are not transferable and are made in person,
- i) Proxy voting will not be allowed,
- j) In case of a tie the vote is considered defeated.
- k) Decisions of the Board shall be arrived at by a majority of votes taken by a show of hands unless a secret ballot is requested by any Director
- l) The MAAS Board Director who presides over a Board Meeting and any special meeting has NO vote and in the case of a tie vote, the motion is deemed lost or void.

#### 7.09 Disclosure of a Conflict of Interest:

This applies to all MAAS Officers and Board of Directors and any appointed or Ad Hoc/Task Force committee members.

Each individual named in this section shall disclose to MAAS at the earliest possible opportunity:

- (a) Any personal interest which he/she may have in any matter to be decided by the organization, including the administration of grants.
- (b) His/her affiliation with any organization, be it ownership, management, employment or otherwise with whom the MAAS deals with or may deal, and which he/she will receive personal gain from,
- (c) Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in a meeting of the Board,
- (d) Shall not in any way before, after or during the meeting influence the voting of any such question, and
- (e) All declarations of interest shall be recorded in the minutes of the said meeting.
- (f) The declaration of conflict of interest shall not affect Board quorum for the purpose of voting on a matter/agenda item.

#### 7.10 Duties of Directors:

- (a) The Officers and Committee members of the Board shall conduct themselves within the policies of MAAS as set out by the MAAS board.
- (b) Each Board Director of MAAS will exercise the powers and discharge the duty of the office honestly, in good faith and in the best interests of MAAS, and exercise the degree of duty, care, and diligence that a reasonably prudent person would exercise

- (c) No individual Director shall have any authority to act on behalf of the board in the transaction of the affairs of the MAAS except as outlined in the By-laws and/or by approval of the MAAS board, and
- (d) Each Director of the board is expected to sit on one Committee of MAAS.

#### **ARTICLE VIII - Officers:**

8.01 The Officers shall be elected annually at a board meeting immediately following the MAAS Annual General Meeting.

8.02 The Board shall annually, or as often as may be required, elect from the Directors,

- (a) President,
- (b) Vice-President;
- (c) a Secretary, and
- (d) Such other officers as the Board may by by-law determine.

8.03 The Past-Chair:

The Past-Chair will remain for one year following his/her term of office of President at which time he/she will step away from the board. There may be a term or time when no Past Chair exists as part of the MAAS Officers of the Board. The MAAS Board reserves the right to determine if a Past Chair remains as part of the Board, the Officers and the Executive Committee.

8.04 Term of Office:

The officers of MAAS Board of Directors shall hold office for two years and until their successors are elected or appointed in their stead.

8.05 The Executive Committee:

- (a) The Executive Committee will be comprised of the President, Past-President, and Vice-President, Secretary, Executive Director and the Administrator.
- (b) They will be charged with carrying out the duties of the Board between meetings of the Directors.
- (c) The Executive Director and Administrator have no voting privileges.

#### **ARTICLE VIV - Duties of Officers:**

Job descriptions of each of the Offices: President, Past President, Vice-President, Secretary of the MAAS Board of Directors can be found in the MAAS policy manual.

#### **ARTICLE X - Standing Committees:**

The Board of Directors of MAAS may establish the following Standing Committees:

- (a) Executive,
- (b) Finance,
- (c) Conference, and
- (d) Honourary

Terms of Reference will be established for all Standing Committees.

## **ARTICLE XI – Special Committees:**

(Known as Special Committees/Ad Hoc or Task Force Committees)

The MAAS President and Board may appoint other committees to act in any capacity as specified by the Board.

- a) The Committee chair of these committees will be a MAAS Director.
- b) Committee members may be those from the MAAS board, Ex-officio board members, Regular Members and/or outside of the MAAS board that can bring expertise to the committee dependent upon the skills and knowledge required.
- c) The Committee will operate for a specific period of time addressing a specific issue in relation to MAAS. Committees may be considered as a standing committee if appropriate areas covered and necessary i.e. Fund exploration and project development committee,
- d) No special/ad hoc or task force committee shall pledge the credit of MAAS, commit to the expenditure of money or to policies, acts or engagements, except as specifically authorized by the MAAS President and Board.
- e) The MAAS President and Executive Director are to be included as members of all Special/Ad Hoc or Task Force Committees,
- f) Terms of Reference will be developed for all Special/Ad Hoc or Task Force Committees.

## **ARTICLE XII - Executive Director:**

12.01 The Board may employ an Executive Director whose terms and employment shall be prescribed by the Board.

The Executive Director holds no voting power/privileges with the Board of Directors.

The Executive Director is a member of the Executive Committee.

## **ARTICLE XIII - Indemnification of Directors and Officers**

13.01 Except as otherwise provided in Act, each director/officer/employees of MAAS, former director/officer/employee of MAAS or a person who acts or acted at MAAS's request as a director/officer/employee of a body corporate of which the Corporation is or was a member or creditor, and his heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation.

## **ARTICLE XIV – Omissions and Errors:**

14.01 The accidental omission to give a notice to any Member, director, officer or auditor or the non-receipt of any notice by any Member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

## **ARTICLE XV - Finances and Administration:**

### **15.01 Fiscal Year:**

The fiscal year of MAAS shall end on March 31 or such date as the directors, by resolution, may from time to time determine.

### **15.02 Execution of Instruments or Documents:**

The Board shall have power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of MAAS either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term “contract, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all other paper writing.

### **15.03 Banking and Signing Authority:**

The Board may designate from time to time by resolution:

- a) The financial institution with which the banking business of MAAS, or any part thereof shall be transacted operating the accounts of MAAS;
  - i. making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money;
  - ii. giving receipts for and orders relating to any property of MAAS;
  - iii. executing any agreement relating to any such banking business and defining the rights and powers of the parties thereto;
  - iv. authorizing any officer of such bank to do any act or thing on behalf of MAAS to facilitate such banking business.
- b) One or more officers or other persons to transact banking business on behalf of MAAS.
- c) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of MAAS and in such manner as the Board may from time to time designate.

### **15.04 Investment Authority:**

The funds of MAAS may be retained in whole or in part in cash to be invested and reinvested as designated by the Board.

### **15.05 Records and Books:**

The Board of Directors shall see all necessary books and records of MAAS required by the By-laws of MAAS or by any applicable statute or law are regularly and properly kept.

15.06 Audit of Accounts:

The Regular Members shall at each annual meeting appoint an auditor to audit the accounts of MAAS and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

**ARTICLE XVI - Rules of Order:**

16.01 MAAS will operate under Bourinot's Rules of Order - Newly Revised.

**ARTICLE XVII - Amendment of Bylaws:**

17.01 The by-laws of MAAS may be repealed or amended by a by-law enacted by a majority of Regular Members at a meeting called for the purpose of considering the by-law or the annual meeting.

Each Regular Member shall receive a copy of the proposed changes 21 days prior to such meeting.

**ARTICLE XVIII - Dissolution:**

18.01 Upon the Dissolution of Manitoba Association of Agricultural Societies and after payment of all debts and liabilities, the remaining assets of MAAS shall not be paid to or distributed among the members of MAAS but shall be given or transferred to:

- a) An Agricultural Society, or
- b) Any other association or organization engaged in community services.

Passed by the Manitoba Association of Agricultural Societies this 13<sup>th</sup> day of November, 2018

*Dawn Morin*

Secretary

*Donna Sagin*

President

## SCHEDULE "A" (Updated)

### **#1 South East District**

Brokenhead (Beausejour)  
Hanover (Grunthal)  
St. Pierre  
Springfield (Dugald)  
Stanley (Winkler)  
Valley (Morris)

### **#2 South Central District**

Carberry  
Cypress River  
Glenboro  
Holland  
North Norfolk (MacGregor)  
Treherne

### **#3 South West District**

Arthur E.D. (Melita)  
Deloraine  
Killarney  
Pelican Lake (Ninette)  
Souris  
Turtle Mountain (Boissevain)  
Wawanesa  
\*\*Provincial Exhibition Association of  
Manitoba (Brandon)

### **#4 Central District**

Crystal City (Clearwater)  
Dufferin (Carman)  
Industrial Exhibition Association  
(Portage la Prairie)  
Manitou  
Miami  
Roland

### **#5 West Central District**

Elkhorn  
Harding  
Oak Lake  
Pipestone/Albert (Reston)  
Rapid City  
**Rivers Group A &**  
Virden

### **#6 North Central District**

Beautiful Plains (Neepawa)  
Gladstone  
Kelwood  
McCreary  
Minnedosa  
Plumas

### **#7 Interlake Eastern District**

Arborg  
Lundar  
St.Andrews/St. Clements (Selkirk)  
St. Vital  
South Interlake/Rockwood  
(Stonewall)  
Teulon  
\*\* Red River Exhibition Association

### **#8 North Central District**

Birtle  
Foxwarren  
Hamiota  
Oak River  
Rosburn  
Shoal Lake  
Strathclair

### **#9 North West District**

Dauphin  
Gilbert Plains/Grandview  
Opasquia (The Pas)  
Roblin  
Russell  
Swan River Valley

\*\* These Ag Societies have appointed directors to the Board – they are included here for District activities/meetings – see Sec 6.10.