

**ONTARIO ASSOCIATION OF AGRICULTURAL SOCIETIES
CONSTITUTION AND BY-LAWS AMENDMENTS**

In the centre column, suggested additions and changes to the Constitution and By-Laws are noted in **red**. Deletions are noted using the **strike out** function.

Delete:	Replace With:	Explanation
Change #1 – ARTICLE 2 – HEAD OFFICE		
The head office of the Association shall be the office of the Secretary.	The head office of the Association shall be the office of the Secretary and within the province of Ontario.	Updating Article to indicate office location within Ontario.
Change #2 – ARTICLE 3 – ORGANIZATION TYPE		
	The O.A.A.S qualifies as an ‘association under Section 22 of the Act	Advice from Legal Counsel - Articles must state that the OAAS qualifies as an ‘association’ under the Act (see Section 22).
Change #3 – ARTICLE 4 – OBJECTS		
ARTICLE 3 – OBJECTS	ARTICLE 4 - OBJECTS	Changing Article number from 3 to 4.
The object of the Association shall be to give assistance and leadership to Agricultural Societies to adhere to the objects of the Agricultural Societies under Section 28 of the Act by: A the holding of an annual meeting for member societies as an educational forum for the exchange of ideas and to deal with matters of common concern, encouragement and communications. B the holding of District meetings for the mutual benefit, co-operation and promotion of all member Societies. C the provision of awards for agricultural or community achievements.	The object of the Association shall be to give assistance and leadership to Agricultural Societies to adhere to the objects of the Agricultural Societies under Section 28 of the Act by: A the holding of an Annual Meeting annual meeting for member societies as an educational forum for the exchange of ideas and to deal with matters of common concern, encouragement and communications. B the holding of District Meetings for the mutual benefit, co-operation and promotion of all member Societies. C the provision of awards for agricultural or community achievements. D acting as a single voice on behalf of all	Advice from Legal Counsel - Articles must state the OAAS objects. These objectives are prescribed in S. 23 of the Act. To ensure this requirement is met Article 4 should be amended to add ‘G’. Advice from Legal Counsel - capitalize annual meeting and District meeting.

Delete:	Replace With:	Explanation
<p>D acting as a single voice on behalf of all Agricultural Societies in Ontario.</p> <p>E encouraging Agricultural Societies to include all members of their membership in activities.</p> <p>F providing educational opportunities related to agriculture and rural life.</p>	<p>Agricultural Societies in Ontario.</p> <p>E encouraging Agricultural Societies to include all members of their membership in activities.</p> <p>F providing educational opportunities related to agriculture and rural life.</p> <p>G promoting the sale and export of agricultural products.</p>	
<p>Change #4 – BY-LAW 1 – MEMBERSHIP</p>		
<p>A A Any Agricultural Society incorporated and in good standing under the provisions of the Agricultural and Horticultural Organizations Act, 1988 shall be eligible for membership in the Association upon payment of the prescribed annual membership fee.</p>	<p>A A Any Agricultural Society incorporated and in good standing under the provisions of the Agricultural and Horticultural Organizations Act, 1988 shall be eligible for membership in the Association upon payment of the prescribed annual membership fee.</p>	<p>Grammar correction removing the second ‘A’ only.</p>
<p>C Members mentioned in the above Sections A and B shall be allowed voting privileges at any meeting of the members.</p>	<p>C Members mentioned in the above Sections A and B shall be allowed voting privileges at any meeting of the members in accordance with the provisions of these By-laws.</p>	<p>Advice from Legal Counsel</p>
<p>D Associate membership status may be allowed to those organizations, associations, or businesses that provide service, support, or supplies to the fair industry in Ontario. Associate members shall not have voting privileges and shall not be eligible to hold office in the Association.</p>	<p>D Associate Membership membership status may be allowed to those organizations, associations, or businesses that provide service, support, or supplies to the fair industry in Ontario. Associate members shall not have voting privileges and shall not be eligible to hold office in the Association.</p>	<p>Advice from Legal Counsel – capitalize membership</p>
	<p>E Membership in any form is not transferable.</p> <p>F Membership shall terminate in the event that the Member is no longer incorporated and in good standing under the provisions of the Agricultural</p>	<p>Advice from Legal Counsel</p>

Delete:	Replace With:	Explanation
	<p>and Horticultural Organizations Act.</p> <p>G Upon 15 days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of a member for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action 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 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.</p>	
<p>Change #5 - BY-LAW 3 – PROVINCIAL ORGANIZATION A – BOARD OF DIRECTORS:</p>		
<p>The Board of Directors of the Association shall include:</p> <ul style="list-style-type: none"> ▪ Two persons from each District who shall be Agricultural Director and Homecraft Director ▪ Past President ▪ President ▪ First Vice President ▪ Second Vice President ▪ Secretary (non-voting) ▪ Treasurer (non-voting) ▪ Convention Coordinator (non-voting) ▪ General Manager (non-voting) <p>The term of office shall be one year</p>	<p>The Board of Directors of the Association shall include:</p> <ul style="list-style-type: none"> ▪ Two persons from each District who shall be Agricultural Director and Homecraft Director ▪ One person elected as Provincial Director from each District in accordance with By-law 7(c) (effective February 2017) ▪ Past President ▪ President ▪ First Vice President ▪ Second Vice President ▪ Secretary (non-voting) ▪ Treasurer (non-voting) ▪ Convention Coordinator (non-voting) ▪ General Manager (non-voting) 	<p>Advice from Legal Counsel - in order to reduce the number of directors from the current 34 to 19; create a District Provincial Director position; to include a maximum term of office as Director; and to satisfy the Act requiring membership to elect the Board at each Annual meeting of the membership.</p>

Delete:	Replace With:	Explanation
<p>commencing immediately following the annual convention.</p> <p>The term of office for Support Personnel shall be as per their respective contracts.</p>	<p>Subject to the requirement that members of the Board are elected annually, members of the Board shall serve for a maximum of 6 years as voting members of the Board.</p> <p>The Board of Directors, comprised of provincial directors elected at district meetings, shall be confirmed by a vote of the membership at the annual meeting of the members.</p> <p>The term of office shall be one year commencing immediately following the annual convention.</p> <p>The term of office for Support Personnel shall be as per their respective contracts.</p>	
<p>Change #6 - BY-LAW 3 – PROVINCIAL ORGANIZATION</p> <p>B – EXECUTIVE COMMITTEE:</p>		
<p>The Executive Committee of the Association shall include:</p> <ul style="list-style-type: none"> • Past President • President • First Vice President • Second Vice President • Secretary (non-voting) • Treasurer (non-voting) • Convention Coordinator (non-voting) • General Manager (non-voting) • 3 Directors at Large (to be elected by and from the Board at Post Convention Meeting) <p>The Executive Committee has the</p>	<p>The Executive Committee of the Association shall include:</p> <ul style="list-style-type: none"> • Past President • President • First Vice President • Second Vice President • Secretary (non-voting) • Treasurer (non-voting) • Convention Coordinator (non-voting) • General Manager (non-voting) • 3 Directors at Large (to be elected by and from the Board at Post Convention Meeting) <p>The Board shall appoint from among the Directors a Secretary and may appoint any other persons to</p>	<p>Advice from Legal Counsel - to define the roles of the members of the Executive Committee and provide a procedure for removing members of the Executive.</p>

Delete:	Replace With:	Explanation
<p>authority to work on behalf of the Board of Directors to conduct business in between meetings of the Board. The Executive Committee shall act in accordance with the policies established by the Board of Directors. The Executive Committee will be accountable to the Board of Directors for all decisions.</p>	<p>be president, and treasurer at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer and such individual shall comply with section 12(1) of the <i>Agricultural and Horticultural Organizations Act (Security Against Loss)</i>. The Board may appoint such other members of the Executive Committee and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Executive Committee may prescribe from time to time. Any member of the Executive Committee shall cease to hold office upon resolution of the Executive Committee. Members of the Executive Committee shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.</p> <p>The Executive Committee has the authority to work on behalf of the Board of Directors to conduct business in between meetings of the Board. The Executive Committee shall act in accordance with the policies established by the Board of Directors. The Executive Committee will be accountable to the Board of Directors for all decisions.</p>	
<p>Change #7 - BY-LAW 3 – PROVINCIAL ORGANIZATION C – SIGNING OFFICERS AND VOTING:</p>		
<ul style="list-style-type: none"> The Treasurer and any one of the following: President or First Vice President shall be designated signing officers of the Board for 	<p>Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two members of the Executive</p>	<p>Advice from Legal Counsel - providing the Executive Committee with added flexibility in terms of transacting OAAS business.</p>

Delete:	Replace With:	Explanation
<p>cheques.</p> <ul style="list-style-type: none"> • Any two (2) of the President, 1st Vice President, and 2nd Vice President shall be designated signing officers of the Board for contracts and other documentation of the Association. • The President shall have one vote that will be used only to break a tie. • The President shall have voting rights during the election of Executive. 	<p style="color: red;">Committee. In addition, the Executive Committee may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Association’s seal, if any, to the document. Any member of the Executive Committee may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof</p> <ul style="list-style-type: none"> • The Treasurer and any one of the following: President or First Vice President shall be designated signing officers of the Board for cheques. • Any two (2) of the President, 1st Vice President, and 2nd Vice President shall be designated signing officers of the Board for contracts and other documentation of the Association. • The President shall have one vote that will be used only to break a tie. • The President shall have voting rights during the election of Executive. 	
<p>Change #8 - BY-LAW 3 – PROVINCIAL ORGANIZATION D – ELECTION OF EXECUTIVE:</p>		
<ul style="list-style-type: none"> ▪ The Board shall elect a full slate of officers from the names of Board members presented by the Nomination Committee: President, First Vice President, Second Vice President and shall 	<ul style="list-style-type: none"> ▪ The Board shall elect a full slate of officers from the names of Board members presented by the Nomination Committee: President, First Vice President, Second Vice President and shall install the Past President. 	<p>Advice from Legal Counsel - providing for the removal from office and replacement of members of the Board or Executive Committee.</p>

Delete:	Replace With:	Explanation
<p>install the Past President.</p> <ul style="list-style-type: none"> ▪ The Board shall, at the Spring Board meeting, appoint the Secretary, Treasurer and Convention Coordinator and hire the General Manager, to take office immediately. <p>If there is no change in the aforementioned offices, they shall remain until the next Spring Board Meeting when they shall officially take office again.</p> <ul style="list-style-type: none"> ▪ The position of the General Manager shall undergo review by the Executive of the Association at the Spring Board Meeting. ▪ The members of the Executive of the Board shall perform the duties of their respective offices as outlined in the Policy Manual and Procedure Manual of the Board. ▪ A vacancy occurring by death or resignation of any Executive member may be filled by the Board for the unexpired term of that office. ▪ The Treasurer, before entering upon his/her duties shall be bonded by the Board for a satisfactory amount 	<ul style="list-style-type: none"> ▪ The Board shall, at the Spring Board meeting, appoint the Secretary, Treasurer and Convention Coordinator and hire the General Manager, to take office immediately. ▪ If there is no change in the aforementioned offices, they shall remain until the next Spring Board Meeting when they shall officially take office again. ▪ The position of the General Manager shall undergo review by the Executive of the Association at the Spring Board Meeting. ▪ The members of the Executive of the Board shall perform the duties of their respective offices as outlined in the Policy Manual and Procedure Manual of the Board. • The office of a Provincial Director or member of the Executive shall be vacated immediately: <ul style="list-style-type: none"> a) if the Provincial Director or member of the Executive resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later; b) if the Provincial Director or member of the Executive is deemed not mentally capable by a medical doctor, dies, or becomes bankrupt, has been found incapable of managing property under the <i>Substitute Decisions Act, 1992</i> or the <i>Mental Health Act</i>; or 	

Delete:	Replace With:	Explanation
	<p>c) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.</p> <ul style="list-style-type: none"> • A vacancy on the Board shall be filled as follows: <ul style="list-style-type: none"> a) a quorum of the Executive may fill a vacancy among the Executive; b) if there is not a quorum of the Executive or there has been a failure to elect the minimum number of Executive Members set out in the articles, the members of the Executive in office shall, without delay, call a special meeting of members of the Executive to fill the vacancy; c) if the vacancy occurs as a result of the Members removing a member of the Executive, the Members may fill the vacancy by a majority vote and any member of the Executive elected to fill the vacancy shall hold office for the remainder of the removed former member of the Executive's term. • A vacancy occurring by death or resignation of any Executive member may be filled by the Board for the unexpired term of that office. • The Treasurer, before entering upon his/her duties shall be bonded by the Board for a satisfactory amount. 	

Delete:	Replace With:	Explanation
<p>Change #9 - BY-LAW 3 – PROVINCIAL ORGANIZATION E – HOMECRAFT/ AGRICULTURE COMMITTEES</p>		
<p>HOMECRAFT/ AGRICULTURE COMMITTEES</p>	<p>HOMECRAFT/ AGRICULTURE PROVINCIAL COMMITTEES</p>	<p>Change in committees name only</p>
<p>The Homecraft/Agricultural District Directors shall assume responsibility for:</p> <ul style="list-style-type: none"> ▪ providing leadership and resources for the enhancement and promotion of Agricultural Societies. ▪ taking part in planning and conducting the annual convention of the Association and arranging for an educational programme of interest to all fairs. ▪ conducting board business, participating, and working co-operatively. 	<p>The Homecraft/Agricultural District District Directors shall assume responsibility for:</p> <ul style="list-style-type: none"> ▪ providing leadership and resources for the enhancement and promotion of Agricultural Societies. ▪ taking part in planning and conducting the annual convention of the Association and arranging for an educational programme program of interest to all fairs. ▪ conducting board business, participating, and working co-operatively. 	<p>Change in director title and change word 'programme' to Canadian equivalent.</p>
<p>Change #10 - BY-LAW 3 – PROVINCIAL ORGANIZATION H – NOTIFICATION OF MEETINGS</p>		
<p>Board shall be given in writing at least 14 days prior to the date of the meeting and the main agenda items shall be included in the notice of meeting. For meetings of the Executive, notice shall be given in writing at least 14 days before the meeting, except in case of emergency, when notice by other means of communication.</p>	<p>Board Provincial Directors shall be given in writing at least 14 days prior to the date of the meeting and the main agenda items shall be included in the notice of meeting. For meetings of the Executive, notice shall be given in writing at least 14 days before the meeting, except in case of emergency, when notice by other means of communication.</p>	<p>Change in director title</p>

Delete:	Replace With:	Explanation
<p>Change #11 - BY-LAW 3 – PROVINCIAL ORGANIZATION J – ORDER OF BUSINESS</p>		
<p>The order of business at all meetings of the Association, the Board, and the Executive shall follow the most current version of <i>Robert’s Rules of Order</i>.</p>	<p>The order of business at all meetings of the Association, the Board, and the Executive shall follow the most current version of <i>Robert’s Rules of Order</i>.</p> <p><u>Calling of Meetings</u> Meetings of the Executive Committee may be called by the Secretary or president or any three members of the Executive Committee at any time and any place on seven days’ notice before the time fixed for the meeting to each member of the Executive Committee, stating the time and place of the meeting.</p> <p><u>Regular Meetings</u> The Executive Committee may fix the place and time of regular meetings of the Executive Committee and send a copy of the resolution fixing the place and time of such meetings to each member of the Executive Committee, and no other notice shall be required for any such meetings.</p> <p><u>Notice</u> Notice of a meeting is not necessary if all of the members of the Executive Committee are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum is present, each newly elected or appointed Executive Committee may, without notice, hold its first meeting immediately</p>	<p>Advice from Legal Counsel to replace the current language of this section to provide a more detailed explanation of how meeting of the Executive Committee are to be conducted.</p>

Delete:	Replace With:	Explanation
	<p>following the annual meeting of the Association.</p> <p><u>President</u> The President shall preside at Executive Committee meetings. In the absence of the President, the members of the Executive Committee present shall choose one of their number to preside.</p> <p><u>Voting</u> Each voting member of the Executive Committee has one vote. Questions arising at any Executive Committee meeting shall be decided by a majority of votes. In case of an equality of votes, the President or person acting in the President's stead shall have a second or casting vote.</p> <p><u>Participation by Telephone or Other Communications Facilities</u> If all of the members of the Executive Committee of the Association consent, a member of the Executive Committee may participate in a meeting of the Executive Committee or of a committee of Executive by telephonic or electronic means such as Skype or video conference so long as such participation permits all participants to communicate adequately with each other during the meeting. A member of the Executive Committee participating by such means is deemed to be present at that meeting.</p>	
Change #12 – BY-LAW 4 – ANNUAL MEETING		
A - The annual meeting shall be held during the week following the second	A - The annual meeting shall be held no later than 15 months after the previous meeting. during the	Advice from Legal Counsel

Delete:	Replace With:	Explanation
<p>Thursday in February at a place to be determined at least one year in advance by the Board.</p>	<p>week following the second Thursday in February at a place to be determined at least one year in advance by the Board.</p>	
<p>B - For the annual meeting of the Association, written notice to the Secretary of each member Society and other members of the Association shall be given at least thirty (30) days before the date, and the purpose of the meeting shall be stated in such notice. For special meetings of the Board, notice shall be given at least three weeks before the date, and the purpose of the meeting shall be stated in such notice.</p>	<p>B - For the annual meeting of the Association, notice of the annual meeting of the membership will be published in an industry periodical and mailed to the secretary of each member society written notice to the Secretary of each member Society and other members of the Association shall be given at least thirty (30) days before the date, and the purpose of the meeting shall be stated in such notice. For special meetings of the Board, notice shall be given at least three weeks before the date, and the purpose of the meeting shall be stated in such notice.</p>	<p>Advice from Legal Counsel ensuring minimum requirements of the Act is met in order for the meeting to be properly called.</p>
<p>C - Member Societies or Associations shall be entitled to appoint three voting delegates to the annual meeting or to special meetings of the Association. At all meetings of the Association, only delegates duly appointed by member societies shall be entitled to vote. The method of voting shall be determined by the showing of voting card.</p>	<p>C - Member Societies or Associations shall be entitled to appoint three voting delegates to the annual meeting or to special meetings of the Association. At all meetings of the Association, only delegates duly appointed by member societies shall be entitled to vote. The method of voting shall be determined by the showing of a voting card.</p>	<p>Correct grammar with the addition of the word 'a' only within the sentence.</p>
	<p>F Business transacted at the annual meeting shall include: a) receipt of the agenda; b) receipt of the minutes of the previous annual and subsequent special meetings; c) consideration of the audited financial statements;</p>	<p>Advice from Legal Counsel to add this section.</p>

Delete:	Replace With:	Explanation
	<p>d) report of the auditor or person who was appointed to conduct a review engagement for the previous year;</p> <p>e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;</p> <p>f) confirmation of Directors; and</p> <p>h) such other or special business as may be set out in the notice of meeting.</p>	
Change # 13 – BY-LAW 5 - SPECIAL GENERAL MEETINGS OF THE MEMBERSHIP		
	<p>A special general meeting of the Membership shall be called at any time provided that the following conditions are met:</p> <ul style="list-style-type: none"> • A signed petition of 50% +1 of the Membership shall constitute a call of a special general meeting of the membership of the Association for the transaction of the business mentioned in the petition. • Upon the secretary receiving the petition, the secretary shall notify the executive. The executive shall act on the request to hold a special general meeting of the membership to be held within 45 days. • Written notice shall be sent to the secretaries of the member societies no later than 14 days prior to the date of the meeting by either mail, email or other electronic means. • The meeting will be conducted in accordance with By-Law 4. 	<p>Advice from Legal Counsel to add this By-Law based upon discussion and a motion at the 2015 AGM but not included in the current Constitution for reason unknown.</p>
Change #14 – BY-LAW 6 – FINANCIAL REVIEW		
BY-LAW 6 – FINANCIAL REVIEW	BY-LAW 7 – FINANCIAL REVIEW	Changing By-Law number from 6 to 7.

Delete:	Replace With:	Explanation
<p>The books, accounts, and records of the Association shall be reviewed annually by two qualified persons or accounting professional. A complete and proper statement of the finances of the Association for the previous year shall be submitted by the reviewers to the annual meeting of the Association. The fiscal year of the Association shall end on November 30th of each year.</p>	<p>The books, accounts, and records of the Association shall be reviewed annually by two qualified persons or accounting professionals. Financial statements will be prepared in accordance with the International Financial Reporting Standards, as set out in the Canadian Institute of Chartered Accountants Handbook by a qualified professional. A complete and proper statement of the finances of the Association for the previous year shall be submitted by the reviewers to the annual meeting of the Association. The fiscal year of the Association shall end on November 30th of each year.</p> <p>The information in the annual report of the OAAS shall be made public upon receipt of a request in writing for disclosure of the same.</p>	<p>Advice from Legal Counsel to amend this section.</p>
<p>Change #15 - BY-LAW 7 - DISTRICT ORGANIZATION C – DIRECTORS</p>		
<p>BY-LAW 7 – DISTRICT ORGANIZATION</p>	<p>BY-LAW 8 – DISTRICT ORGANIZATION</p>	<p>Changing By-Law number from 7 to 8.</p>
<p>1. Each district shall elect annually an Agricultural Director and a Homecraft Director and an Associate Agricultural Director and an Associate Homecraft Director. 2. The term of office shall commence immediately following the annual convention of the Association 3. The number of additional directors at the District level may be determined by the District Association. The above directors constitute the</p>	<p>1. Each district shall elect annually a Provincial Director (effective Fall 2016) an Agricultural Director and a Homecraft Director and an Associate Agricultural Director and an Associate Homecraft Director. 2. The term of office shall commence immediately following the annual convention of the Association 3. The number of additional directors at the District level may be determined by the District Association. The above directors constitute the District Executive.</p>	<p>Change in number of directors elected and director title.</p>

Delete:	Replace With:	Explanation
District Executive.		
<p>Change #16 - BY-LAW 7 - DISTRICT ORGANIZATION D – RESPONSIBILITIES:</p>		
<p>It is the responsibility of the Agricultural Director and Homecraft Director to:</p> <ol style="list-style-type: none"> 1. represent the District at meetings of the Board. In their absence, the Associate Agricultural Director and Associate Homecraft Director shall act on their behalf. 2. co-chair at least one educational meeting that deals with identified needs of the member societies. 3. enlist co-operation of all Secretaries of member Societies to give prompt attention to correspondence and forwarding reports as required by the Act. 4. encourage every Society in the District to join the Ontario Association of Agricultural Societies and to forward the membership fees to the Treasurer of the Board by the due date. 	<p>It is the responsibility of the Agricultural Provincial Director and Homecraft Director to:</p> <ol style="list-style-type: none"> 1. represent the District at meetings of the Board. In their absence, the Executive of the District shall appoint an alternate. and this person shall act on their behalf. In their absence, the Associate Agricultural Director and Associate Homecraft Director shall act on their behalf. 2. co-chair at least one educational meeting that deals with identified needs of the member societies. 3. enlist co-operation of all Secretaries of member Societies to give prompt attention to correspondence and forwarding reports as required by <i>the Act</i>. 4. encourage every Society in the District to join the Ontario Association of Agricultural Societies and to forward the membership fees to the Treasurer of the Board by the due date. 	<p>Change in director title.</p>
<p>Change #17 - BY-LAW 8 - AMENDMENTS TO THE CONSTITUTION AND BY-LAWS</p>		
<p>BY-LAW 8 – AMENDMENTS TO THE CONSTITUTION AND BY-LAWS</p>	<p>BY-LAW 9 – AMENDMENTS TO THE CONSTITUTION AND BY-LAWS</p>	<p>Changing By-Law number from 8 TO 9.</p>
<p>D - Constitutional changes that are</p>	<p>D - Changes to the Constitution Constitutional</p>	<p>Advice from Legal Counsel to reword and</p>

Delete:	Replace With:	Explanation
approved at the annual general meeting of the O.A.A.S. shall be effective immediately unless otherwise specified	changes that are approved at the Annual General Meeting of the O.A.A.S. shall be effective immediately unless otherwise specified	capitalize annual general meeting.
Change #18 – BY-LAW 9 - INDEMNIFICATION		
BY-LAW 9 – INDEMNIFICATION	BY-LAW 10 – INDEMNIFICATION	Changing By-Law number from 9 to 10.
Change #19- BY-LAW 10 - CONFLICT OF INTEREST		
BY-LAW 10 – CONFLICT OF INTEREST	BY-LAW 11 – CONFLICT OF INTEREST	Changing By-Law number from 10 to 11.
All directors must declare a conflict of interest if there is a possible personal or financial benefit or gain as part of conducting business in the organization. No director shall benefit directly or indirectly from the position as a Director of the Association. The Director of the organization shall serve without remuneration, but may be paid reasonable expenses incurred in the performance of the duties.	A Provincial Director who is in any way directly or indirectly interested in a contract, tender, proposal, business arrangement, or any like transaction of any kind whatsoever, or any proposed contract tender, business arrangement, or like transaction of any kind whatsoever, with the Corporation shall make full disclosure the nature of the conflict at the first possible instance to the other members of the Board. Except as provided by the Act, no such Provincial Director shall attend any part of a meeting of Provincial Directors or vote on any resolution to approve any such contract, tender, proposal, business arrangement, or any like transaction. All directors must declare a conflict of interest if there is a possible personal or financial benefit or gain as part of conducting business in the organization. No director shall benefit directly or indirectly from the position as a Provincial Director of the Association. The Provincial Director of the organization shall serve without remuneration, but may be paid reasonable expenses incurred in the performance of the duties.	Advice from Legal Counsel to provide the requirement for a director to recuse himself/herself from a vote over an issue in which he/she has a conflict of interest; and change in director title.
Change #20 – BY-LAW 11 - DISSOLUTION		
BY-LAW 11 – DISSOLUTION	BY-LAW 12 – DISSOLUTION	Changing By-Law number from 11 to 12.