

CONSTITUTION

Of the

METCALFE AGRICULTURAL SOCIETY

ARTICLE I NAME

The name of the Society shall be "The Metcalfe Agricultural Society" henceforth known as "The Society."

ARTICLE II AUTHORITY

The Society is organized under the authority of the *Agricultural Societies Act* of the Province of Ontario, and all articles of this document shall be read to conform with said *Agricultural Societies Act*.

ARTICLE III PURPOSES

The Purposes of the Society shall be in accordance with the objectives as stated in the *Agricultural Societies Act* which read as follows:

- 9-(1) The objectives of a Society shall be to encourage an awareness of agriculture generally and to promote improvements in the life skills and quality of life of persons living in the agricultural community by,
- (a) Assessing the agricultural, economic and social needs of the agricultural community and developing programs to meet those needs;
 - (b) Organizing and holding agricultural exhibits for which prizes may be awarded with a view to,
 - (i) encouraging improvements in the product and marketing of agricultural produce and livestock and the methods thereof;
 - (ii) developing the life skills of persons living in the agricultural community;
 - (iii) increasing an awareness and appreciation of agriculture and the rural lifestyle;
 - (c) Promoting and encouraging the conservation of natural resources;
 - (d) Promoting and encouraging beautification of the agricultural community;
 - (e) Developing and conducting activities to encourage young people to participate in activities of agricultural societies;

- (f) Supporting and co-operating with other associations and organizations in improvements of agricultural industry;
- (g) Supporting and providing facilities to encourage activities intended to enrich rural lifestyle;

9-(2) Should the Society expend any of its funds in a manner inconsistent with the objectives set out in subsection (1) it shall forfeit all claims to participate in any legislative grant.

9-(3) For all intents and purposes the Society shall operate as a non-profit organization.

ARTICLE IV

HEAD OFFICE

The Head Office of the Society shall be located in the Metcalfe area in the Province of Ontario and at such a place therein as determined from time to time by the Board of Directors of the Society.

ARTICLE V

MEMBERSHIP

(1) Every person in good standing shall be entitled to be a member of the Society.

(2) A firm or an incorporated company may become a member by payment of the regular fee, but the name of one person only in any one year may be entered as the representative or agent of such firm or company and that person only shall exercise the privileges of membership in the Society.

(3) Requirements for Membership:

(a) Payment of the annual Membership Fee as determined by the Board of Directors from time to time by December 31 of the current year.

(b) (i) Attainment of the age of eighteen years, as of January 1st of the current year;

(ii) Junior Membership may be attained for the purpose of exhibiting but without privilege of voting or holding office. Junior members exhibiting in Junior Division classes of the Family Division section are not required to pay a membership fee.

(4) Privileges of Membership:

A member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, but only full members may vote or hold office in the Society.

In addition, only those who were members during the previous year are entitled to vote at the Annual Meeting.

ARTICLE VI DIRECTORS

- (1) The membership shall elect at each Annual Meeting from among themselves **THIRTY-SIX** Directors . In addition, a representative of the Youth Committee shall be a Director, holding a one-year term, and shall have voting privileges, plus the chairman and first vice-chairman of the Family Division.
- (2) Directors shall hold office for two years. For the purpose of the 1987 elections, one-half shall hold office for two years and one-half for one year.
- (3) In addition to (2); there may be any given number of Ex-Officio Directors elected at the Annual Meeting. Such Ex-Officio Directors shall have the privileges of Directors with the exception of voting at Board Meetings.
- (4) In the event of a vacancy occurring on the Board by the Death or a Resignation of any Officer, Director or otherwise (eg. failure to attend **at least five meetings** during the year), remaining members of the board shall have the power to appoint any member of the Society to fill such vacancy provided that, when three or more vacancies occur at the same time, a special general meeting of the Society shall be called and Directors elected to fill the vacancies.
- (5) Where a Director of a Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he shall disclaim his interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.
- (6) The Board of Directors shall have the power to act for and on behalf of the Society in all matters subject to the bylaws and regulations of the Society.

ARTICLE VII OFFICERS

- (1) The Directors shall elect from among themselves at the annual meeting, a President, 1st Vice President and 2nd Vice President to be known as the Officers of the Society. The President shall be limited to a maximum of two years in that office.
- (2) The President, 1st Vice President, 2nd Vice President (and **Immediate Past President**) and all remaining Directors shall constitute the Board of Directors.
- (3) The Board from among themselves or otherwise, shall appoint a Secretary and a Treasurer or Secretary-Treasurer who shall remain in

Office during pleasure and the Secretary or Secretary-Treasurer shall keep an accurate account of the proceedings of the Board and General Meetings, acting under the control and with the approval of the Board.

- (4) (a) The Treasurer or Secretary-Treasurer of the Society, before entering upon the duties of his office, shall give bond for the faithful performance of his duties and especially for the due accounting for and paying over all monies which may come into his hands.
 - (b) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such Treasurer or Secretary-Treasurer and to report thereon to the Society.
 - (c) If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be personally responsible for all funds of the Society that may have been received by the Treasurer.
- (5) Past Presidents Association made up of Past Presidents of the Board will act as an advisory to the Board of Directors. They will be required to meet at least once a year and will be known as Ex-Officio Directors.
 - (6) Honourary Directors may be elected at the Annual Meeting on the recommendation of the Board of Directors and will be known as Ex-Officio Directors.

ARTICLE VIII MEETINGS OF SOCIETY

- (A) The first publication notice shall appear in print at least fourteen days prior to the annual meeting in at least **one** newspaper having a general circulation in the municipality in which headquarters of the Society is situated on successive weeks and/or by mailing notices of the meeting to every member of the Society at the address furnished to the Secretary.
 - (B) Proxies are not permitted at any general or any meeting of the Society.
- (1) ANNUAL MEETING:
 - (a) The Annual Meeting of the Society shall be held during the last full week of January each year or as determined by the Board of Directors.
 - (b) **Twenty** members shall constitute a quorum at the Annual Meeting.

- (c) At the Annual Meeting:
- (i) The Board shall present a report of activities and accomplishments of the Society since the last Annual Meeting and a detailed statement of the Receipts and Expenditures since the last Annual Meeting and a Statement of the Assets and Liabilities of the Society, certified by the Auditors.
 - (ii) The Directors shall be elected.
 - (iii) Auditor(s) shall be appointed.
 - (iv) The Secretary shall make available a list of those members eligible to vote and hold office as determined in Article V (3) & (4).

(2) GENERAL MEETINGS

- (a) Only those persons who are members for the current year are eligible to vote at any general meeting except where property is involved.
- (b) **Twenty** members shall constitute a quorum for a general meeting.
- (c) A general meeting may decide on all matters brought to it by the Board.

(3) SPECIAL GENERAL MEETINGS

On the petition of **ten** members of a Society, the Secretary and, in his absence, the President or 1st Vice President, shall call a Special General Meeting for the transaction of the business mentioned in the petition and the meeting shall be advertised in the manner prescribed by Article VIII(A).

- (4) (a) A Special General Meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society.
- (b) Only those persons who are members for the current year and who were members for the two previous years are entitled to vote at this meeting.

ARTICLE IX

DIRECTORS' MEETINGS

- (1) A Meeting of the Board of Directors shall be called by the Secretary upon the direction of the President, or in his absence, the 1st Vice President, or by any three members of the Board, by notifying all members of the Board at least seven days prior to the time fixed for such meeting, providing that a meeting of the Board may be held immediately following any annual, regular or special meeting of the Society without notice.

- (2) QUORUM
Twelve members of the Board constitute a quorum.
- (3) VOTING
At a board meeting, only the elected Directors are eligible to vote.
- (4) POWERS AND DUTIES
In addition to other specific duties and powers assigned elsewhere in these by-laws, the Board shall:
 - (a) Take the initiative in preparing general policies and action for consideration and possible adoption by the membership.
 - (b) Put into effect all policies and actions approved by the membership.
 - (c) Have power to enter into contracts in the name of the society in accordance with policies and practices approved by the membership.
 - (d) Be responsible for the management of the affairs of the society between general meetings.
 - (e) Be required to carry adequate liability insurance.
- (5) COMMITTEES AND SUBCOMMITTEES:
 - (a) The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. Committees are accountable to the Board of Directors. One such Committee shall be the Family Division.

ARTICLE X

FINANCE

- (1) The fiscal year of the Society shall be from January 1st to December 31st.
- (2) All expenditures for items in excess of \$1200.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a general or Board of Directors meeting.
- (3) Cheques to disburse the funds of the Society shall bear the signatures of two of the following three: Treasurer, President, 1st Vice President.
- (4) The Financial Records of the Society shall be reviewed by a qualified accountant (or by at least two members of the Society) appointed at the Annual Meeting.

- (5) Remuneration -
No officer, director or member of a Society, except the Secretary, Treasurer, Secretary-Treasurer or Manager, shall receive any remuneration for carrying out his duties as officer, director or member, but travelling and living expenses may be allowed any officer, director, or member while engaged in duties on behalf of the Society, and the Board may fix such remuneration and travelling and living expenses which shall be payable out of the funds of the Society.
- (6) The Financial Account and other books of the Society shall be made available for inspection by members reasonable request.

ARTICLE XI RULES OF ORDER

"Robert's Rules of Order" shall govern the Society on all matters not covered by the by-laws.

ARTICLE XII CHANGE IN CONSTITUTION AND BY-LAWS

- (1) By-laws of the constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is confirmed at an Annual or regular meeting of the Society or at a special meeting of which notice has been given in the manner provided by Article VIII (A).
- (2) All regulations as set forth in the *Agricultural Societies Act*, or as it may be revised from time to time, shall become part of this constitution.

ARTICLE XIII DUTIES OF OFFICERS

- (1) Officers of the Society are responsible for the safe custody of:
 - (a) deeds, title papers and other documents relating to the Society's property,
 - (b) at least one copy of minutes of proceedings resolutions and by-laws of the Society,
 - (c) books and records of the Society.
- (2) The secretary of the Society shall
 - (a) attend all meetings of the Society and keep true minutes thereof;
 - (b) conduct the correspondence of the Society, and

- (c) keep a record of:
 - (i) all business transactions of the Society,
 - (ii) all resolutions passed by the Society,
 - (iii) all amendments to the by-laws of the Society,
 - (iv) a list of the members of the Society and their addresses,
 - (v) a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person,
 - (vi) all reports of committees that may from time to time be appointed by the Society, and
 - (vii) all annual statements and financial and auditor's reports.

- (3) The treasurer of the Society shall:
 - (a) receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, as the Society may by resolution direct.

 - (b) keep the securities of the Society in safe custody,

 - (c) keep or cause to be kept proper books of accounts or make or cause to be made entries of all receipts and expenditures of the Society.

 - (d) prepare the annual financial statement of the Society,

 - (e) prepare reports showing the financial position of the Society, as the officers from time to time direct.

- (4) The executive committee
 - (a) shall be comprised of past president, president, first vice president, second vice president, secretary, treasurer, chairman and first vice chairman of the Family Division.

 - (b) shall carry out the business of the Society as instructed or approved by the Board of Directors.

 - (c) Every Officer and Director shall be indemnified and saved harmless out of the funds of the Society against all cost, charges and expenses incurred in and about any action or suit brought against him in respect of any deed performed during the execution of his office, except where charges or expenses are incurred as a result of his own willful neglect or default.