

# 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 and Horticultural Organizations Act* ~~*Agricultural Societies Act*~~ of the Province of Ontario, and all articles of this document shall be read to conform with said *Agricultural and Horticultural Organizations Act* ~~*Agricultural Societies Act*~~.

### ARTICLE III            PURPOSES

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

(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) researching the needs of the agricultural community and developing programs to meet those needs;

(b) holding agricultural exhibitions featuring competitions for which prizes may be awarded;

(c) promoting the conservation of natural resources;

(d) encouraging the beautification of the agricultural community;

(e) supporting and providing facilities to encourage activities intended to enrich rural life; and

(f) developing and conducting activities to encourage young people to participate in activities of the society

~~(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;~~

(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.

(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 1<sup>st</sup> of the current year;
- (ii) ~~Junior Membership is open to individuals younger than 18 years of age and may be attained for the purpose of exhibiting but without privilege of voting or holding office. Junior members may exhibit in Junior Division classes of the Family Division section and Junior Classes in the Field Crop and Produce section and are not required to pay a membership fee.~~

~~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 of the Society.

**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 eChairman and ~~first~~ 1<sup>st</sup> ~~Vice-~~

eChairman of the Family Division shall be entitled to attend and vote at all meetings of the Directors.

(2) Directors shall hold office for two years. Each year at the annual general meeting of the Society, one half of the Directors shall be elected to hold office for the ensuing two (2) years and the remaining one-half of the Directors shall be elected for the ensuing one (1) year.~~For the purpose~~

~~—of the 1987 elections, one half shall hold office for two years and one half for one year.~~

In addition, there may be any number of Ex-Officio Directors elected at the Annual Meeting. Ex-Officio Directors should be selected from retired Directors of the Society or retired members of the Family Division Committee who have served for a minimum of 10 years.

~~(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.~~

Honorary Directors may be nominated by the executive and elected at the annual meeting of the Society. Honorary Directors, should be selected from volunteers who have served the Society over an extended period, but have not been a Director of the Society.

(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 or personal interest, direct or indirect, in any matter in which the Society is concerned, he/she shall disclaim his/her 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 2<sup>nd</sup> 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 until the next annual meeting of the Society or until his/her replacement is elected or appointed. ~~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/her office, shall give bond for the faithful performance of his/her duties and especially for the due accounting for and paying over all monies which may come into his/her hands.
- (5) ~~(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.
- ~~(56)~~ 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.
- ~~(67)~~ Honourary Directors may be elected at the Annual

Meeting on the recommendation of the Executive of the Board of Directors  
~~and will be known as Ex-Officio Directors.~~

**ARTICLE VIII MEETINGS OF SOCIETY**

(1) Annual Meeting: The annual meeting of the Society shall be held during the last two weeks of January at a time and location determined by the Board of Directors.

(a) Notification of Annual Meeting - notice shall appear in print at least fourteen days (two weeks) 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 and/or by mailing notices of the meeting to every member of the Society at the address furnished to the Secretary at least fourteen days (two weeks) prior to the annual meeting.

(b) Quorum - Twenty (20) 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 and Executive 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.

(2) General Meeting: A general meeting of the membership may be called to decide on all matters brought to it by the Board of Directors. Only those persons who are members for the current year are eligible to vote at any general meeting except where property is involved.

(a) Notification of a General Meeting - notice shall appear in print at least fourteen days (two weeks) prior to the general meeting in at least one newspaper having a general circulation in the municipality in which headquarters of the Society is situated and/or by mailing notices of the meeting to every member of the Society at the address furnished to the Secretary at least fourteen days (two weeks) prior to the general meeting.

(b) Quorum -Twenty (20) members shall constitute a quorum at a General Meeting.

(3) Special General Meeting: A Special General Meeting shall be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society. In addition, a Special

General Meeting shall be called on the petition of ten (10) members of a Society, the Secretary and, in his/her absence, the President or 1st Vice President, shall call a Special General Meeting for the transaction of the business mentioned in the petition.

(a) Notification of a Special General Meeting - notice shall appear in print at least fourteen days (two weeks) prior to the special general meeting in at least one newspaper having a general circulation in the municipality in which headquarters of the Society is situated and/or by mailing notices of the meeting to every member of the Society at the address furnished to the Secretary at least fourteen days (two weeks) prior to the special general meeting.

(b) Quorum -Twenty (20) members shall constitute a quorum at a Special General Meeting.

(c) Voting Privileges -Only those persons who are members for the current year and who were members for the two previous years are entitled to vote at a Special General Meeting.

(4) Proxies - Proxy votes are not permitted at any annual, general or special general meeting of the 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/her 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, Chairman and Vice Chairman from the Family Division are eligible to vote.

(4) POWERS AND DUTIES

In addition to other specific duties and powers assigned elsewhere in ~~these by-laws~~ the constitution and by-laws of the Society, 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 an annual, 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~~  
officer, director of the Society, except the Secretary, Treasurer, Secretary-Treasurer,  
 shall receive any remuneration for carrying out his/her 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" most current version 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~~ the decision is confirmed at an Annual, general or special general ~~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).~~ for which proper notice has been given.
- (2) ~~The Constitution may be amended, revised or repealed by majority vote at any properly convened Annual Meeting of the Society, provided that written notification of the proposed changes are made available to members at least fourteen days (two weeks) prior to the meeting. A two-thirds majority vote of those attending the meeting and eligible to vote shall be required to amend, revise or repeal the constitution.~~

- (2) All regulations as set forth in the ~~*Agricultural Societies Act*~~ *Agricultural and Horticultural Organizations 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 of all meetings, resolutions and by-laws of the Society,
  - (c) books and records of the Society.
- (2) The ~~s~~Secretary or Secretary-Treasurer of the Society shall
- (a) attend all meetings of the Society and keep true minutes thereof; Minutes of all meetings shall be distributed within two (2) weeks following the meeting date;
  - (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 and constitution of the Society,
    - (iv) an annual 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 or Secretary-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 monthly.
- (4) The ~~e~~Executive ~~e~~Committee
- (a) shall be comprised of ~~p~~Past ~~p~~President, ~~p~~President, ~~first—1<sup>st</sup>~~ ~~v~~Vice ~~p~~President, ~~second—2<sup>nd</sup>~~ ~~v~~Vice ~~p~~President, ~~s~~Secretary, ~~t~~Treasurer, ~~e~~Chairman and ~~f~~First ~~v~~Vice ~~e~~Chairman of the Family Division. The Executive Committee shall:
  - (ba) ~~shall~~ carry out the business of the Society as instructed or approved by the Board of Directors.

#### ARTICLE XIV INDEMNIFICATION

- (e) 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/her in respect of any deed performed during the execution of his/her office, except where charges or expenses are incurred as a result of his/her own willful neglect, fraud, dishonesty or wilful~~or~~ default.