

**CONSTITUTION & BY-LAWS
OF
ORANGEVILLE AGRICULTURAL SOCIETY**

Revised January 2015

ARTICLE I NAME

The name of the Society shall be "THE ORANGEVILLE AGRICULTURAL SOCIETY", henceforth known as, "the Society".

ARTICLE II AUTHORITY

The Society is organized under the authority of the Agricultural and Horticultural Organizations Act R.S.O of the Province of Ontario and all Articles of this document shall read to conform with said Agricultural and Horticultural Organizations Act.

ARTICLE III PURPOSES

The purposes of the Society shall be in accordance with the objects as stated in the Agricultural and Horticultural Organizations Act which read as follows:

The objects of a society shall be to encourage awareness of agriculture and to promote improvements in the 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 featuring competitions 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 the activities of agricultural societies.
- (f) supporting and co-operating with other associations and organizations in the improvement of the agricultural industry.
- (g) supporting and providing facilities to encourage activities intended to enrich the rural lifestyle.

ARTICLE IV HEAD OFFICE

The head office of the Society shall be located at 247090 Five Sideroad, Mono ON L9W 6K5. The municipal roll address shall be: Lot 5, Concession 1 EHS Town of Mono, in the County of Dufferin, in the Province of Ontario.

ARTICLE V MEMBERSHIP

- (1) Every person shall be entitled to apply to become a member of the Society by paying the annual fee 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 January 31st of the current year.
- (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 directors hold office in the Society. In addition, only those who were members during the previous year are entitled to vote at the Annual Meeting.
- (5) Life membership as appointed by the Board of Directors for 25 years of service entitles full voting privileges in annual meetings and exemption from paying the membership fee.
- (6) Junior membership is allowed for those 16-21 years of age. No person under the age of 18 years is eligible to vote at meetings of the Society. Junior members pay half of the membership fee.
- (7) The Board may suspend or remove any member from the Corporation and restrict said member from reapplying for membership for five years from date of suspension for any one or more of the following grounds:
 - (i) violating any provision of the Articles, Constitution & By-laws, or policies of the Corporation in the sole and absolute discretion of the Board;
 - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; and/or
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the objects of the Corporation

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the process shall be done in good faith and in a fair and reasonable manner. The President shall provide fifteen (15) days notice of suspension or removal to the member and shall provide reasons for the proposed suspension or removal. The member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, he/she may proceed to notify the member that the member is suspended or removed from membership in the Corporation. Where written submissions

are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE VI DIRECTORS

- (1) The Board of Directors shall consist of 9 Directors. No persons under the age of 18 shall vote or hold office.
- (2)
 - (i) The membership shall elect at the Annual Meeting from amongst themselves not more than:
3 Directors for a 3 year term
3 Directors for a 2 year term
3 Directors for a 1 year term
 - (ii) At subsequent Annual meetings, 3 Directors shall be elected for a 3 year term.
- (3) Directors may serve 4 consecutive 3 year terms and must retire from the Board for one year before being re-elected.
- (4) In the event of a vacancy occurring on the Board by the death of or resignation of any officer or director or otherwise (e.g. failure to attend a minimum of 50% meetings during the year. Health and business reasons will be considered excusable.), the remaining members of the Board shall have 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 the society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he/she shall disclose 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 Constitution and By-Laws of the Society.
- (7) In addition to other specific duties and powers assigned elsewhere in this Constitution, the Board shall:
 - a) Take the initiative in preparing general policies and actions.
 - b) Be responsible for the management of affairs of the Society.

ARTICLE VII OFFICERS

- (1) The Directors shall elect from among themselves at a meeting held immediately following the Annual Meeting, a President, 1st Vice-President, Past President to be known as the Officers of the Society.
- (2) The President, 1st Vice-President, Past President and a maximum of 6 Directors, shall constitute the Board of Directors.
- (3) The Board shall appoint, a Secretary to 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 Board shall appoint a Treasurer who will work with the Bookkeeper and the Facility Manager to ensure accurate financial reporting at the monthly Board meeting.
 (b) The Treasurer of the Society, will ensure the Bookkeeper and the Facility Manager are bonded to provide sufficient security in respect of their handling of the monies of the Society.
- (5) The Signing Officers for the Society shall be any two of: President, 1st Vice-President, an appointed Board member. If a cheque is for payment to any of these three people, that person is precluded from signing. There will be no pre-signed cheques, except when two of the signing officers are unavailable for more than one week, where one of the signing officers may pre-sign a maximum of 10 cheques per week of absence.
- (6) The banking for the Society will be undertaken by the Facility Manager. All transactions will be communicated to the Treasurer for the purpose of reporting to the Board of Directors.

ARTICLE VII.1 – EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) of its Officers once approved by the Board of Directors. Notwithstanding the foregoing, the Board of Directors may from time to time direct the manner in which, and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign may affix the corporate seal thereto.

ARTICLE VIII - MEETINGS OF THE SOCIETY

- (a) At least 2 weeks' notice of every annual meeting shall be given by publication of a notice of the meeting in at least 1 newspaper having a general circulation in the municipality in which the headquarters of the Society is situated on 2 successive weeks and by mailing notices of the meeting to every member of the Society at the address registered with the Society.
- (b) Proxies are not permitted at any general or annual meeting of the Society.
- (1) Annual Meeting:
 - (a) The Annual Meeting of the Society shall be held in the month of January in each year, date and time, to be determined by the Board of Directors.
 - (b) 20 members shall constitute a quorum at the Annual Meeting.
 - (c) At the Annual Meeting:
 - (i) Only those members who were members of the Society during the previous year and who have paid the membership fee for the current year shall be entitled to vote.
 - (ii) The Board shall present a report of the activities and accomplishments of the Society since the last annual meeting, 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.

- (iii) The Directors shall be elected.
- (iv) Auditor(s) shall be appointed.
- (v) The secretary shall make available a list of those members eligible to vote and hold office as determined by the constitution and by-laws.

(2) Special General Meetings:

On the petition of **10 members** of the 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 and the meeting shall be advertised in the manner prescribed by Article VIII(a).

- (3) (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) Eligible voter - see Article VIII (1) (c) (i)

ARTICLE IX - DIRECTORS MEETINGS

- (1) A meeting of the Board 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 7 days prior to the time fixed for such meeting, providing that a meeting of the Board may be held immediately following any Annual, or special meeting of the Society without notice.

(2) Quorum

51% of the Board shall constitute a quorum.

(3) Voting

At a Board meeting all members of the Society are welcome to attend and participate in discussions but 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 actions 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 management of the affairs of the Society between general meetings.
- (5) Committees and Sub-committees
- (a) The Board may establish committees and subcommittees from time-to-time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.
 - (b) The terms of reference for all committees shall include the following:
 - i) the status of the committee (standing or ad hoc)
 - ii) the type of committee (discussions, working task force etc.)
 - iii) the overall purpose.
 - iv) any specific directives, defining goals or tasks
 - v) the relationship to any other overlapping activities of the Society
 - vi) the composition, including statements, on any designated observers, whether officers are appointed as full or associate members, and any authority granted to the Chair to co-opt other members.
 - vii) each committee shall elect a chairperson
 - viii) the assignment of any staff or associate members
 - ix) any special mode of operation
 - x) an upper limit of expenses the committee can incur
 - xi) the preferred time and method of reporting

ARTICLE X - FINANCES

- (1) The fiscal year of the Society shall be from November 1 to October 31.
 - (2) All expenditures for items in excess of \$500.00 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 two signatures out of three signatories. The three eligible signers are the President, first Vice-President and an appointed Board member. In the event any one of the above offices are not filled, the Past President shall be one of the 3 eligible signatories.
 - (4) The financial records of the Society shall be audited or reviewed by a qualified accountant licensed to operate in the province of Ontario.
- (5) Remuneration
- No officer, director or member of a Society, except the Secretary, Treasurer, Manager or President shall receive any remuneration for carrying out his/her duties as officer, director, or member, but traveling 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 traveling and living expenses which shall be payable out of the funds of the Society.

- (6) The financial accounts and other books of the Society shall be made available for inspection by member's reasonable request.

ARTICLE XI - RULES OF ORDER

Roberts Rules of Order shall govern the Society on all matters not covered by the Constitution and 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 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 and Horticultural Organizations Act, or as it may be revised from time-to-time, shall become part of this constitution.
- (3) Two thirds (2/3) of members attending the AGM must approve, by vote, any changes to the constitution.

ARTICLE XIII - DUTIES OF OFFICERS

- (1) Officers of a 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 a Society shall:
 - (a) attend all meetings of the Society and keep true minutes thereof
 - (b) conduct the correspondence of the Society
 - (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 a Society shall:
 - (a) Oversee all monies paid to the Society and oversee deposit of 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 account, or make or cause to be entries of all receipts and expenditures of the Society;
- (d) prepare the annual financial statement of the Society, and
- (e) prepare reports showing the financial position of the Society, as the officers direct from time-to-time.

Every officer and director shall be indemnified and saved harmless out of the funds of the Society from 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.

OTHER BY-LAWS

- (1) The logo shall be displayed on all stationery, ribbons, the website and all media.
- (2) The secretary shall provide written notice of all regular board meetings.