

**CONSTITUTION AND BY-LAWS
OF
ORONO AGRICULTURAL SOCIETY**

ARTICLE 1. NAME

The name of the Society shall be “ORONO AGRICULTURAL SOCIETY”: henceforth known as “the Society”.

ARTICLE 2. AUTHORITY

1. The document dated January 28, 2017 shall supersede and replace all other documents of the Society.
2. The Society is organized under the authority of the Agricultural and Horticultural Organizations Act of the Province of Ontario, and all articles of this document shall be read to conform to said Agricultural and Horticultural Organizations Act.

ARTICLE 3. PURPOSES

The purposes of the Society shall be in accordance with the objects as stated in the (agricultural Societies) Agricultural and Horticultural Organizations Act that reads as follows:

- 3.(1) **The objects of an agricultural society are to encourage an awareness of agriculture and to promote improvements in the quality of life of persons living in an agricultural community by,**
 - a) Researching the needs of the agricultural community and developing programs to meet those needs;
 - b) Holding agricultural exhibits featuring competitions for which prizes may be awarded;
 - c) promoting the conservation of natural resources;
 - d) Encouraging beautification of the agricultural community;
 - e) Supporting and providing facilities to encourage activities intended to enrich the rural lifestyles;
 - f) Conducting or promoting horse races when authorized to do so by a by-law of the society.
- 3.(2) Any gains realized by the Society will be used for the achievements of the above objects.
- 3.(3) A Society that expends any of its funds in a manner inconsistent with the objects set out in subsection 3.(1) forfeits all claims to participate in any legislative grant.

ARTICLE 4. HEAD OFFICE

The head office of the Society shall be located in the Hamlet of Orono 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 5. MEMBERSHIP

1. Every person shall be entitled to be a member of the Society, who has reached the age of eighteen, and is eligible to vote at meetings 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 closing final day of the fair.
 - b) Attainment of the age of eighteen years.
4. **Privileges of Membership:**

A member of the Orono Agricultural Society shall be entitled to participate in the activities of the Society as shall be defined by the board of Directors each year, and hold office in the Society. In addition, those

who were paid members as outlined in Article 5 Section 3. B) are entitled to vote at the Annual General Meeting of the Society.

5. The Society may from time to time grant to any person an honorary membership in the Society without payment of fees. Honorary memberships shall not carry the right to vote or hold office in the Society.

ARTICLE 6. DIRECTORS

1. The Board of Directors shall consist of a minimum of 10 directors and up to a maximum of 22 with up to a maximum of 11 in any single term. The Board of Directors shall also include up to a maximum of three (3) Junior Directors, non-voting. (Outlined Article 6. B. Junior Directors)
2. The membership shall elect at each Annual Meeting from among themselves a minimum of 10 Directors for a term of two years. In the beginning year of this Constitution, half the Directors will be elected for a 2-year term and half for a 1-year term.
3. In the event of a vacancy occurring on the board by the death of or resignation of any officer or director or otherwise, the remaining members of the board shall have power to appoint any member of the Society to fill such a vacancy providing 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. Decision to resign members must be by motion of the Board of Directors.
4. Directors are to attend monthly meetings of the Society and all other meetings set out by the Board of Directors. Failure to attend less than five (5) meetings per year, shall result in removal by the Board of Directors and ineligibility to be elected the following year.
5. Should a Director have cause or reasoning for missed meetings, written reasoning shall be submitted to the Board Secretary one (1) week prior to the January Board of Directors Meeting for final decision by the Board of Directors for eligibility for the following year.
6. Where a Director of a society has financial interest, direct or indirect, in any matter in which the society is concerned, he/she shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.
7. The Board of Directors shall have the power to act for and on behalf of the society in all matters, subject to the by-laws and regulations of the Society.

ARTICLE 6. B. JUNIOR DIRECTORS

1. The term of a Junior Director shall be a one (1) year term, elected annually at the Annual General Meeting of the Society.
2. There shall be three (3) positions open for election at the Annual General Meeting of the Society.
3. A Junior Director shall:
 - a. Be a Non-voting member of the Board of Directors of the Society
 - b. Be a minimum of 15 years of age as of December 1 of the current year and no older than 18 years of age of the current year.
 - c. Follow the rules set out in Article 6. Directors Section 4 and 5.

ARTICLE 7. OFFICERS

1. The Directors shall elect from among themselves at the inaugural meeting of the new Board of Directors a President, 1st Vice President, and 2nd Vice President, to be known as the Officers of the Society.
2. The President, 1st Vice President, 2nd vice President, immediate Past President and the remaining Directors shall constitute the board of Directors.
3. The President, 1st Vice President, 2nd vice President, immediate Past President shall constitute the Executive Committee
4. The Board from among themselves or otherwise, shall appoint a Secretary and a Treasurer or Secretary-Treasurer who shall remain in office during the pleasure of the Board, 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.

The Society shall hold appropriate insurance coverage to ensure all Society representatives who handle monies on behalf of the society are covered for accident benefit.

ARTICLE 8. MEETINGS OF THE SOCIETY

- a) At least two weeks notice of every Annual Meeting shall be given by publication of a notice of the meeting in at least two forms of media, i.e. print or electronic.
- 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 before February 1st in each year or as determined by the board of Directors.
- b) Twenty (20) members shall constitute a quorum at the Annual Meeting.
- c) **At the Annual Meeting:**
 - i. 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 Financial Reviewer.
 - ii. The Directors shall be elected.
 - iii. Financial Reviewer shall be appointed.
 - iv. The Secretary shall make available a list of those members eligible to vote and hold office as determined in Article 5. Section (3) and (5).

2. General Meetings:

- a) Persons who are members for the current year are eligible to vote at any General Meeting except where property is involved.
- b) Ten (10) 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 thirty-five (35) 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 and the meeting shall be advertised in the manner prescribed by Article 8A.

- I. A special General Meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society.
- II. 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 time.

ARTICLE 9. 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, Regular, or Special Meeting of the Society without notice.
2. A meeting of the Board shall not exceed two (2) hours without the time being extended by a motion of the Board for intervals of fifteen (15) minutes.
3. 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
4. Quorum: The quorum shall be determined as 50% of members of the board of directors plus one as outlined in Article 6. Directors.
5. Voting: At a Board Meeting, only the Directors are eligible to vote.
6. 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 the management of the affairs of the Society between General Meetings.

7. Committees and Sub-committees:

- a) The Board may establish committees and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.
- b) Terms of reference for all committees may include the following:
 - i. The status of the committee (standing or ad hoc);
 - ii. The type of committee (discussion, 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. The assignment of any staff or associate members;
 - viii. Any special mode of operation;
 - ix. An upper limit of expenses the committee can incur; and
 - x. The preferred time and method for reporting.

ARTICLE 10. FINANCES

1. The fiscal year of the Society shall be from December 1 to November 30.
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 (2) of the following signatures, Treasurer, President, Past President, 1st Vice President.
4. The financial records of the Society shall be reviewed by a qualified accountant. The qualified accountant shall be appointed at the Annual Meeting of the Society upon recommendation from the Board of Directors. A recommendation from the Board of Directors as to the degree of review shall be made to the membership by the Board of Directors. Prior to the Annual General Meeting of the Society the treasurer, upon approval of the Executive Committee shall present the financial report to two (2) members of the Society (not Board of Directors) as per OMAFRA specifications.
5. **Remuneration:**
No compensation shall be paid to a director, officer or member of an agricultural society or horticultural society, other than the treasurer, secretary-treasurer or secretary but reasonable expenses incurred by a director, officer or member in the performance of his or her duties may be paid.
6. The financial accounts and other books of the Society shall be made available for inspection by member's reasonable request.
7. Upon direction of the Board of Directors, the treasurer can borrow necessary amounts of money to maintain the functions of the Society in accordance with Article 10 Section 2 requiring two signatures to enter into financial agreements.

ARTICLE 11. RULES OF ORDER

Roberts Rules of Order shall govern the Society on all matters not covered in the By-Laws.

ARTICLE 12. 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 8 a).
All regulations as set forth in the Agricultural and Horticultural Organizations Act, or as it may be revised from time to time, shall become a part of this Constitution.
2. This Constitution must be adopted by simple majority of members present. Any further amendments or changes will be a two-thirds (2/3) majority vote of members present.

ARTICLE 13. DUTIES OF OFFICERS

1. Officers of the Society are responsible for the safe custody of:
 - a) Deed, title papers and other documents relating to the Society's property.
 - b) Books and records of the Society.

ARTICLE 14. HOLD HARMLESS

Every Officer and Director shall be indemnified and saved harmless out of the funds of the society from and 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 wilful neglect or default.

ARTICLE 15. INTERPRETATION

If any question as to the interpretation of any portion of this Constitution arises, the executive shall be empowered to make a decision on the matter. However, when this situation arises, the Constitution must be amended to clarify the interpretation.