

# **Constitution and By-Laws of Campbellford-Seymour Agricultural Society**

## Article 1 – NAME

The name of the Society shall be “The Campbellford-Seymour Agricultural Society henceforth known as “the Society”.

## Article II – AUTHORITY

The Society is organized under the authority of the *Agricultural and Horticultural Organizations Act of the Province of Ontario*, hereinafter referred to as “The Act”, and all articles of this document shall be read to conform with said Agricultural and Horticultural Organizations Act.

## Article III OBJECTS

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 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) Conducting or promoting horse races when authorized to do so by a by-law of the society.

## Article IV HEAD OFFICE

The Head office of the Society shall be located in Trent Hills – Ward 1, (the former Township of Seymour), 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.

## By-Law I MEMBERSHIP

- 1) There shall be an annual membership fee as shall be determined from time to time by the Board of Directors.
- 2) Every person shall be entitled to be a member of the Society by paying the annual fee of the society but no person under the age of 18 years is eligible to vote at meetings of the Society.
- 3) A firm of 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 of agent of such Firm or Company and that person only shall exercise the privileges of membership in the Society.

- 4) Associate Membership - Associate Membership is open to those who do not meet all the requirements for Full membership but nevertheless declare an intention to pursue the stated purpose of the Society. Associate members shall not have voting rights or be eligible to serve as officers of the Association.
- 5) Privileges of Membership - A Member or Associate 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.
- 6) Membership in any form is not transferable.
- 7) Membership shall terminate in the event that the Member is no longer in good standing under the articles, by-laws and policies of the Society.
- 8) 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.

#### By Law II- DIRECTORS

- 1) The Board of Directors shall consist of 18 Directors- 6 serving a term of 3 years, 6 serving a term of 2 years and 6 serving a term of 1 year.
- 2) The membership shall elect at each Annual Meeting from among themselves 6 Directors for a term of 3 years.
- 3) At least 1 member of the Board of Directors must be between the ages of 18 and 35 upon election.
- 4) Directors shall be eligible for re-election at the end of the 3 year term.
- 5) In the event of a vacancy occurring on the Board by the death of or resignation of any officer of director or otherwise, the remaining members of the Board shall have power to appoint any member of the Society to fill such vacancy. 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.
- 6) 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.

#### By-Law III OFFICERS

- 1) At the Annual Meeting the membership shall elect from the Board of Directors a President, 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President who shall be known as the Officers of the Society. The President shall serve a two year term of office.
- 2) The President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, and the 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.**

- a. 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.
- b. It shall be the duty of the Board to ensure that sufficient security, for all funds of the Society has been procured and maintained.
- 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 Law IV MEETINGS OF THE SOCIETY

##### 1) Annual Meeting:

- 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. Notice shall also be posted on the Society's website.
- b. The Annual Meeting of the Society shall be held the last Friday in January in each year at 7 o'clock pm or as determined by the Board of Directors.
- c. Quorum- Thirty members (30) shall constitute a quorum at the Annual Meeting.
- d. Eligible to Vote- At the Annual Meeting 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.
- e. Proxies are not permitted at any general or annual meeting of the Society.
- f. Business transacted at the Annual Meeting shall include:
  - i. receipt of the agenda;
  - ii. receipt of the minutes of the previous annual and subsequent special meetings;
  - iii. a report of the activities and accomplishments of the Society since the last Annual Meeting
  - iv. consideration of the financial statements;
  - v. report of the auditor or person who was appointed to conduct a review of the financial statements
  - vi. appointment of the auditor or person (s) to conduct a review of the financial statements for the coming year;
  - vii. election of Society Officers
  - viii. election of 3 year Directors
  - ix. other or special business as may be set out in the notice of meeting including changes to Constitution and By-Laws

##### 2) Meetings of the Membership

- a. 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.* ( By Law 4, Section 3) b)

- b. Notification: Notification of a General meetings shall appear on the website at least fourteen days (two weeks) prior to the General meeting and/or by mailing notices of the meeting to every member of the Society at the addressed furnished by the member.
- c. Quorum: fifteen (15) members shall constitute a quorum at a meeting of the Membership

3) Special General Meetings of the Membership:

- a. A Special General Meeting shall be called on the petition of ten (10) members of a Society, the Secretary and in the Secretary's absence the President or 1<sup>st</sup> Vice President, shall call a Special General Meeting for the transaction of the business spelled out in the petition. The meeting shall be advertised in the manner prescribed for General Meetings of the Membership.
- b. A Special General meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society. 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.

4) Proxies

Proxy votes are not permitted at any Annual, General or special General Meeting of the Society.

4) A Meeting of the Board of Directors

- a. Shall be called by the Secretary upon the direction of the President, or in the President's absence the 1<sup>st</sup> 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. A meeting of the Board may be held without notice immediately following any Annual, Regular, or Special Meeting of the Society.
- b. Notification may be given by publication of a notice of the meeting on the Society's website at least 14 days in advance of the meeting.
- c. Quorum: 9 (nine) members of the Board of Directors shall constitute a quorum.
- d. Voting: At a meeting of the Board of Directors, only the elected Directors are eligible to vote.
- e. Powers and Duties: In addition to other specific duties and posers assigned elsewhere in these By-Laws, the Board shall:
  - i. Take the initiative in preparing general policies and take actions for consideration and possible adoption by the membership.
  - ii. Put into effect all policies and actions approved by the membership
  - iii. Have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership
  - iv. Be responsible for the management of the affairs of the Society between general meetings

#### By Law IV CONFLICT OF INTEREST

- 1) A 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 Society shall make full disclosure the nature of the conflict at the first possible instance to the other members of the Board. No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract, tender, proposal, business arrangement, or any like transaction.

#### By Law VI FINANCES

- 1) Fiscal year: The fiscal year of the Society shall be from January 1 to December 31.
- 2) All expenditures for items in excess of \$200 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a general Board of Directors meeting.
- 3) Cheques to disburse the funds of the Society shall bear the signature of 2 of the following: Immediate Past President, President, 1<sup>st</sup> Vice, 2<sup>nd</sup> Vice, Treasurer
- 4) The financial records of the Society shall be reviewed by a qualified accountant or by at least 2 individuals appointed at the Annual Meeting.
- 5) The financial accounts and other books of the Society shall be made available for inspection by members' reasonable request.
- 6) Remuneration - No officer director or member of the Society, except the **Secretary, Treasurer** or Manager shall receive any remuneration for carrying out their duties as officer, director or member. Travelling and living expenses may be allowed any officer, director or member while engaged in duties on behalf of the Society. The Board may fix such remuneration and travelling and living expenses which shall be payable out of the funds of the Society.

#### By Law VII RULES OF ORDER

- 1) Bourinot's Rules of Order shall govern the Society on all matters not covered by the By-Laws.

#### By Law VIII – CHANGE IN CONSTITUTION AND BY-LAWS

- 1) Policies of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing the decision is confirmed at an Annual General or Special General Meeting of the Society for which proper notice has been given.
- 2) The Constitution and By-Laws may be amended, revised or repealed by a 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) notice 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.

- 3) 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.

#### By-Law IX 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 and proceedings, resolutions and by-laws of the Society
  - c. Books and records of the Society
- 2) Secretary of a 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. A list of the members of the Society and their addresses
    - iv. A list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person
    - v. All reports of committees that may from time to time be appointed by the Society; and
    - vi. All annual statements and financial and auditor's reports.
- 3) The Treasurer of a 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 account, or make or cause to be made entries of all receipts and expenditures of the Society;
  - d. Prepare the annual financial statements of the Society, and
  - e. Prepare reports showing the financial position of the Society, as the officers from time to time direct.

#### By Law X INDEMNIFICATION

- 1) The Society agrees to indemnify and save harmless the Directors for all actions undertaken by them in good faith on behalf of the Society, claims, suits, or proceedings brought against them, provided that no Director shall be indemnified by the Society in respect to any liability, costs, charges, or expenses that he/she sustains as a result of his/her own fraud, dishonesty, willful neglect, and willful default.

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Jennifer Jeffs, CSAS President

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Karen Burns, Secretary/Treasurer

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