

CONSTITUTION and BY-LAWS
of
METCALFE AGRICULTURAL SOCIETY
2821 8th Line Road, Metcalfe ON K0A 2P0

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

ARTICLE III - PURPOSES

A. The Purposes of the Society shall be in accordance with the objectives as stated in the *Agricultural and Horticultural Organizations 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) conducting or promoting horse races when authorized to do so by a by-law of the Society.
- (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.

B. The charity shall be carried on without purpose of gain for its members, and any profits or other gains to the charity shall be used in promoting its purposes.

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 prior to participating in any meeting of members or Directors, or exhibiting at the annual Metcalfe Fair;
 - (b)
 - (i) Attainment of the age of eighteen years, as of January 1st of the current year, except Junior membership as set out in Article V3(b)(ii);
 - (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.
- (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

Definitions

The term "Director" or "Directors" means duly elected members of the Board of Directors of Metcalfe Agricultural Society.

The term "Board" means the Board of Directors of Metcalfe Agricultural Society and includes Executive members.

- (1) The membership shall elect at each Annual meeting from among themselves **THIRTY-SIX** Directors. In addition, a member in good standing of the Carleton Junior Farmers club and elected by a majority of the members of the Carleton Junior Farmers club, may be elected as a Junior Farmer Representative, holding a one-year term, and shall have voting privileges provided that he or she is at least 18 years of age. The Junior Farmer Representative shall be confirmed by motion of the Board of Directors immediately following the Annual General Meeting each year. The Chair and 1st Vice Chair of the Family Division shall be entitled to attend and vote at all meetings of the Directors.
- (2) a) 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 one (1) year.

b) Directors shall be eligible for re-election at the end of the term, provided they are Directors in good standing as defined by the by-laws.

(3) a) 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.

b) The Past Presidents Association, made up of Past Presidents, of the Board will act as an advisory group to the Board of Directors. They will be required to meet at least once a year and will be known as Ex-Officio Directors. Past Presidents are welcome to attend Board of Directors meetings to fulfill their advisory capacity. Past Presidents will not be eligible to vote at a Board of Directors meeting.

(4) Honourary Directors may be nominated by the executive and elected at the Annual meeting of the Society. Honourary Directors should be selected from volunteers who have served the Society over an extended period but have not been a Director of the Society.

(5) In the event of a vacancy occurring on the Board by the death or resignation or otherwise of any Officer or Director, 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 General Meeting of the Society shall be called, and Directors elected to fill the vacancies.

(6) Conflict of Interest – Where a Director of the Society has a financial or personal interest, direct or indirect, (contract, tender, proposal, business arrangements, or any like transaction of any kind whatsoever or any proposed contract tender, business arrangement, or like transaction of any kind whatsoever) 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.

(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 VII - OFFICERS

Definitions

The terms “Executive” and “Executive Committee” are interchangeable.

The term “Officers” includes the Past President, President, 1st Vice President, and 2nd Vice President.

(1) The Directors shall elect from among themselves 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 consecutive one-year terms in that office.

(2) The President, Immediate Past President, 1st Vice-President, 2nd Vice-President, and all remaining Directors shall constitute the Board of Directors.

(3) The Directors, 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. 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) The Executive Committee shall be comprised of Past President, President, 1st Vice-President, 2nd Vice-President, Secretary (non-voting), Treasurer (non-voting), Chair and 1st Vice-Chair of the Family Division. The Executive Committee shall carry out the business of the Society as instructed or approved by the Board of Directors.

ARTICLE VIII - MEETINGS OF SOCIETY

(1) Annual meeting: The Annual meeting of the Society shall be held during the first quarter of the calendar year in each year, at a time and location determined by the Board of Directors.

(a) Notification of Annual meeting - **At least two weeks notice of the Annual Meeting shall be given to each member of the organization.**

(b) Quorum - Twenty (20) members in good standing shall constitute a quorum at the Annual meeting.

(c) At the Annual meeting:

(i) The Directors 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) The membership shall, at each Annual Meeting, either appoint the Auditor(s); or shall authorize the Board of Directors to appoint the Auditor(s).

(iv) The Secretary shall make available a list of those members eligible to vote 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, except when property is involved. Only those persons who are members in good standing for the current year are eligible to vote at any General Meeting.

(a) Notification of a General meeting - **At least two weeks notice of a General Meeting shall be given to each member of the organization.**

(b) Quorum -Twenty (20) members in good standing 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 may be called on the petition of ten (10) members in good standing 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.

(a) Notification of a Special General Meeting - **At least two weeks notice of a Special General Meeting shall be given to each member of the organization.**

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

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

(4) Proxies - Proxy votes are not permitted at any meeting of the Society.

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 of Directors may be held immediately following any Annual, General or Special General Meeting of the Society, without notice.

(2) Quorum - Twelve Directors shall constitute a quorum.

(3) Voting - At a Directors' Meeting, only the elected Directors, Chair and 1st Vice-Chair of the Family Division are eligible to vote.

(4) Powers and Duties - In addition to other specific duties and powers assigned elsewhere in 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 Annual 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 - EXECUTIVE COMMITTEE

Immediately following the annual meeting, an Executive Committee shall be established consisting of the President, the 1st Vice President, the 2nd Vice President, the immediate Past President, the Chair & 1st Vice-Chair of the Family Division, the Treasurer, the Secretary all appointed by the new Board of Directors

(1) A quorum of the Executive Committee shall consist of four (4) voting members of the committee.

(2) The Secretary and the Treasurer are to attend all Executive Committee meetings, but do not have a vote.

- (3) The Executive Committee has the authority to approve expenditures up to an amount of \$5,000 per motion at an Executive meeting, without Board ratification.
- (4) The Executive Committee is empowered to employ a Secretary and/or Treasurer upon such terms and conditions as the Executive Committee considers advisable, subject to the terms contained in this by-law.
- (5) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any two members of the Executive Committee and at the Executive Committees discretion by the Secretary and/or Treasurer.

ARTICLE XI – FINANCE

- (1) The fiscal year of the Society shall be from January 1st to December 31st.
- (2) All expenditures for items in excess of \$1,500.00 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 four: Treasurer, President, 1st Vice-President, Immediate Past President.
- (4) The Financial Records of the Society shall be reviewed by a qualified accountant or accounting firm (or by at least two members of the Society) appointed in accordance with Article VIII(1)(c)(iii) of this Constitution.
- (5) Remuneration - No Officer or Director of the Society, except the Secretary, Treasurer, or 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, upon reasonable request.

ARTICLE XII - DISSOLUTION OF THE SOCIETY

In the event of dissolution, all remaining assets will be given to a registered Canadian charity, or another qualified donee described in paragraph 149(1)(i) of the Income Tax Act, RSC 1985, 5th supplement (C.1) as amended from time to time.

Qualified donees are:

- (1) Registered Canadian charities;
- (2) Registered Canadian amateur athletic associations;
- (3) Housing corporations resident in Canada and exempt from tax under Part 1 of the Act by paragraph 149(1)(i);
- (4) Canadian municipalities;
- (5) The United Nations or agencies thereof;

- (6) Universities outside Canada to which His Majesty in right of Canada has made a gift during the taxpayer's taxation year, or the 12 months immediately preceding that taxation year;
- (7) His Majesty in right of Canada and the provinces and agents thereof; and
- (8) Registered Canadian nation arts service organizations.

ARTICLE XIII – RULES OF ORDER

“Robert’s Rules of Order”, most current version, shall govern the Society on all matters not covered by the Constitution and By-laws.

ARTICLE XIV - CHANGE IN CONSTITUTION AND BY-LAWS

- (1) The Constitution and By-laws may be amended, revised, or repealed at any properly convened Annual Meeting of the Society, provided that written notification of the proposed changes is made available to members at least fourteen days 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 and Horticultural Organizations Act*, or as it may be revised from time to time, shall become part of this Constitution.

ARTICLE XV- 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 Secretary or Secretary-Treasurer of the Society should:
 - (a) attend 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) 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 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) keep a record of a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person,
- (e) prepare the annual financial statement of the Society,
- (f) prepare reports showing the financial position of the Society, as the officers direct.

ARTICLE XVI - INDEMNIFICATION

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 wilful neglect, fraud, dishonesty, or wilful default.

Revised
January 2023

A. Taylor
President

Meredith Bishop
Secretary