

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

ARTICLE 1. NAME

The name of the Society shall be "The Metcalfe Agricultural Society" henceforth known as "the Society."

ARTICLE 2 - 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 the 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.

Following items (2), (3) and B. moved to By-laws

(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 3 - 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 4 – ORGANIZATION TYPE

The Metcalfe Agricultural Society qualifies as an "agricultural society" under Section 22 of the AHOA.

BY-LAWS

BY-LAW 1 – GENERAL

1.1 Definitions

In this by-law, unless the context otherwise requires:

- a) "AHOA" means the *Agricultural and Horticultural Organizations Act, 1990* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Minister of OMAFRA" (OMAFRA) means the Minister of Agriculture, Food and Rural Affairs;
- c) "ONCA" means the *Not-for-Profit Corporations Act, 2010 (Ontario)* and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- d) "annual meeting" - means an annual meeting of Members, as provided in the AHOA section 10(1). Formerly known as 'Annual General Meeting' or 'AGM'.
- e) "articles" – means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act; (ONCA)
- f) "by-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Society as amended and which are, from time to time, in force;
- g) "director" - means an individual occupying the position of director of a corporation by whatever name he or she is called;
- h) "directors" means the elected directors and the executive of the Society;
- i) "executive" means the President, First Vice President, Second Vice President, Immediate Past President.
- j) "general meeting" – means a meeting of the members called to discuss items other than those relating to Society property or the discipline or removal of directors
- k) "material" – Important; more or less necessary; having influence or effect – in relationship to a contract or transaction.
- l) "member" means a member of the Society as defined in Bylaw 2
- m) "members" means the collective membership of the Society.
- n) "president" means the president of the Society as elected/appointed by the Society's Board of Directors.
- o) "resolution" under the AHOA is the equivalent of a 'proposal' under the ONCA regulations
- p) "Society" means the agricultural society that has passed these by-laws under AHOA or that is deemed to have passed these by-laws under AHOA;
- q) "special meeting" – means a meeting of the membership called for a specific purpose i.e., approving changes to the articles or by-laws between annual meetings; discipline or removal of director
- r) "special resolution" - means a resolution submitted to a special or annual meeting and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each member of the Society entitled to vote at a meeting of the members.

1.2 Interpretation

All terms contained in this By-law that are defined in the AHOA and ONCA Acts shall have the meanings given to such terms in the Acts. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Authority

The Society is organized under the authority of the Agricultural and Horticultural Organizations Act (1990) of the Province of Ontario, and all articles of this constitution document shall be read to conform with said Agricultural and Horticultural Organizations Act and its regulations.

The Society is also subject to the provisions of the Ontario Not-for-Profit Corporations Act (2010) that do not conflict with the provisions of the Agricultural and Horticultural Organizations Act (1990)

The invalidity or unenforceability of any provision of these Articles and/or By-laws shall not affect the validity or enforceability of the remaining provisions of these Articles and By-Laws.

If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the AHOA or ONCA, the provisions contained in the Articles or the AHOA or ONCA shall prevail.

The Society and the Ontario Association of Agricultural Societies (OAAS) are separate and distinct legal entities, and neither shall have the authority to bind, or shall be liable for, the acts of the other.

For all intents and purposes, the Society shall operate as a non-profit organization.

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

1.3.1 Forfeiture of Legislative Grants

Should the Society expend any of its funds in a manner inconsistent with the objectives set out in the Article 2 of the Constitution, it shall forfeit all claims to participate in any legislative grant.

BY-LAW 2 - MEMBERS

2.1 The Society has one (1) class of Membership, known as "Members"

2.2.1 – Eligibility of Members

Any person may join an agricultural society by paying the annual fee set out in a by-law of the society but no person under the age of eighteen years is eligible to vote at meetings of the society –

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.

Persons under the age of eighteen (18) years 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.

2.2.2 – Voting Rights of Members

Members have voting rights. Persons eligible for membership in this Society having reached the age of eighteen (18) are eligible to vote at annual, special or general meetings of the Members.

2.3 One Vote per Member

Members that are eligible to vote as per the voting rights listed above, are entitled to one vote at a meeting of the members.

2.4 Membership Fees

In order for persons to be members of this Society, they must be up-to-date in the payment of Society annual dues for the current year as determined by the Board from time to time.

2.5 Renewal of Membership

Membership term is 1 year – with the term beginning on the first day of the Society’s fiscal year, and ending on the last day of the Society’s fiscal year.

2.6 Member in Good Standing

A Member in Good Standing has met the eligibility requirements of their class, and their membership fees are current and paid as per Society by-laws.

Payment of the annual membership fee by the last day of the Society’s fiscal year, for a member to be considered “in good standing”.

2.7 Privileges of Membership receive notice of, attend, speak at any annual meeting, special, or general meeting of the membership;

- i) to participate in the activities of the Society as shall be defined by the Board of Directors each year,
- 2) In addition, every member in good standing with voting privileges as per By-law 2 is entitled to:
- i) vote at any annual, special, or general meeting of the membership
 - ii) be elected or appointed as a director or serve as an officer;
 - iii) Submit resolutions to the Society as per the requirements of these By-laws.

2.8 Transfer of Membership

Membership in the Society is not transferrable.

2.9 Termination of Membership (ONCA requirement)

Membership in the Society automatically terminates upon the occurrence of any of the following events:

- a) The member’s term of membership expires and was not renewed within the required time frame;
- b) the resignation in writing of a member;
- c) the death of a member;
- d) the insolvency or dissolution, as applicable, of a corporate or business member;
- e) The member fails to comply with the Association’s constitution, code of conduct or by-laws;
- f) the liquidation or dissolution of the Society under the AHOA.

BY-LAW 3 - DIRECTORS

Definitions

3.1 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 they are 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.

3.2 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.

3.3 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 Society, 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.

3.4 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.

3.5 In the event of a vacancy occurring on the Board by the death or resignation or otherwise of any Officer or Director, a quorum of the remaining Directors shall have the power to appoint any member of the Society to fill such vacancy, provided that when three or more vacancies occur, a General Meeting of the Society shall be called, and Directors elected to fill the vacancies. In the event that a vacancy is not filled by the Board, such vacancy shall be filled at the next annual meeting of the Members.

3.6 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 their interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.

3.7 No Quorum of Directors

If there is not a quorum of directors, the Board must immediately call a special meeting of the members, to elect or appoint additional directors, that will serve until the next annual meeting.

3.8 Duties and Powers of Directors

- (a) act honestly and in good faith with a view to the best interests of the Society; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

3.9 Duty to comply

Every Director shall comply with:

- a) the AHOA, ONCA and the regulations, and
- b) the Society's Constitution, By-laws and Policies

3.10 Consent of Director at Meeting

A director who is present at a meeting of the directors or of a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,

- a) the director's dissent is entered in the minutes of the meeting;
- b) the director requests that his or her dissent be entered in the minutes of the meeting;
- c) the director gives his or her dissent to the recording secretary of the meeting before the meeting is terminated; or
- d) the director submits his or her dissent immediately after the meeting is terminated to the corporation.
- e) a director who votes for or consents to a resolution is not entitled to dissent.
- f) a director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the director,
 - i. causes his or her dissent to be placed with the minutes of the meeting; or
 - ii. submits his or her dissent to the corporation.

3.11 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 4 - OFFICERS

4.1 At the first meeting of the Board of Directors following the Annual Meeting, 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.

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

4.3 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 their 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.

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

BY-LAW 5 - MEETINGS OF SOCIETY

5.1 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 By-law 2.

5.2 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 ~~Annual~~ 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.

5.3 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 their 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 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.

(d) Proxy votes are not allowed.

5.4 Proxies - Proxy votes are not permitted at any meeting of the Society.

BY-LAW 6 - DIRECTORS' MEETINGS

6.1 A Meeting of the Board of Directors shall be called by the Secretary upon the direction of the President, or in their 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.

6.2 Quorum - Twelve (12) Directors shall constitute a quorum.

6.3 Voting - At a Directors' Meeting, only the elected Directors, Chair and 1st Vice-Chair of the Family Division are eligible to vote. Proxy votes are not allowed.

6.4 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.

6.5 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.

BY-LAW 7 - 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 Treasurer, the Secretary, all elected or appointed by the new Board of Directors

7.1 A quorum of the Executive Committee shall consist of three (3) voting members of the committee. Proxy votes are not allowed.

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

7.3 The Executive Committee has the authority to approve expenditures up to an amount of \$5,000.00 per motion at an Executive meeting, without Board ratification. Any such expenditure(s) must be reported at the next Board meeting.

7.4 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.

7.5 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.

BY-LAW 8 – FINANCE

8.1 The fiscal year of the Society shall be from January 1st to December 31st.

8.2 Non-budgeted expenditures in excess of \$1,500.00 shall require approval by the Executive..Non-budgeted expenditures in excess of \$5,000.00 shall require approval by the Board of Directors.

8.3 Cheques to disburse the funds of the Society shall bear the signatures of two of the following four: Treasurer, President, 1st Vice-President, Past President.

8.4 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 these By-Laws.

8.5 Remuneration - No Officer or Director of the Society, except the Secretary, Treasurer, or Secretary-Treasurer, shall receive any remuneration for carrying out their 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.

8.6 The Financial Account and other books of the Society shall be made available for inspection by members, upon reasonable request.

BY-LAW 9 - 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.

BY-LAW 10 – 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.

BY-LAW 11 - CHANGES IN CONSTITUTION/ARTICLES AND BY-LAWS

11.1 Bylaws

The directors may make, amend or repeal any by-law that regulates the activities or affairs of the corporation, except in respect of the following matters, which require an ordinary resolution of members:

- a) an addition, change or removal of a provision respecting membership transfer;
- b) a change in the persons to whom property of the corporation is to be distributed on liquidation after liabilities are discharged;
- c) a change in the manner of giving notice to members entitled to vote at a meeting of members; and
- d) a change in the method of voting by members not in attendance at a meeting of members.

11.2 Changes to the by-laws approved by the Board of Directors

Changes to the by-laws that are approved at a meeting of the Board of Directors shall be effective immediately unless otherwise specified.

The directors shall submit the by-law, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.

Changes that are not put to the next meeting of the members or approved by the members at the next meeting of the members will be rescinded effective immediately.

11.3 Approval of Minister of OMAFRA for Amendment to Articles

The Association shall submit amended articles of incorporation that have been approved by a special resolution of the membership to the Minister of OMAFRA for approval.

11.4 Changes in AHOA and ONCA

All regulations as set forth in the *Agricultural and Horticultural Organizations Act*, or the *Ontario Not-for Profit Act* as they may be revised from time to time, shall become a part of this constitution, articles and by-laws document.

BY-LAW 12 - 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.

BY-LAW 13 - 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 them in respect of any deed performed during the execution of their office, except where charges or expenses are incurred as a result of their own wilful neglect, fraud, dishonesty, or wilful default.

BY-LAW 14 – ADOPTION

14.1 This Constitution, Articles and By-laws approved by the Board of Directors of the Society on the 9th day of December, 2024, for presentation to the next Annual Meeting of the Metcalfe Agricultural Society.

14.2

This Constitution, Articles and By-Laws adopted at an annual or special meeting of the Society shall become effective date and remain so until amendment or repeal.

Approved and adopted as presented and/or amended at the Annual Meeting of the Metcalfe Agricultural Society, on the 30th day of January, 2025.

Signed



Cheryl A. Cooper, President

