

## **GLENCOE AGRICULTURAL SOCIETY CONSTITUTION**

### **ARTICLE I - NAME**

The name of the Society shall be 'THE GLENCOE 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 the document shall be read to confirm with said Agricultural and Horticultural Organizations.

### **ARTICLE III - PURPOSES**

The purpose of the Society shall be in accordance with the objects as stated in the Agriculture and Horticulture Organizations Act, which reads as follows:

- 9-(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 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;
  - f) Conducting or promoting horse races when authorized to do so by a by-law of the society. R.S.O. 1990, c. A.9, s. 28.

### **ARTICLE IV - HEAD OFFICE**

The head office of the Society shall be located in the village of Glencoe in the municipality of Southwest Middlesex 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**

Every person shall be entitled to be a member of the Society.

Requirements For Membership:

- a) Payment of the annual membership fee as determined by the Board of Directors from time to time by fair date of the current year;
- b) Attainment of the age of 18 years.

### **ASSOCIATE MEMBERSHIP**

Associate membership is open to those who do not meet all the requirements for the full membership but nevertheless declare an intention to pursue the stated purpose of the Society. Associate members shall not **having** **have** voting rights or be eligible to serve as officers of the Society.

## **JUNIOR ASSOCIATES**

Junior Associates are between the age of 16 and 18 with no voting privileges.

## **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. In addition, only those who were members during the previous year are entitled to vote at the annual meeting.

## **ARTICLE VI - DIRECTORS**

1. The Board of Directors shall consist of twelve (12) directors and the executive of five (5).
2. The Board of Directors will be elected by the membership and the list should be reviewed annually.
3. The membership shall elect at each Annual Meeting, from among themselves, four (4) directors, for a term of 3 years.
4. Directors shall not be eligible for re-election at the end of their three (3) year term, until they have NOT been a Director for at least one term of one (1) year.
5. In the event of a vacancy occurring on the Board by death or resignation of any officer or director or otherwise (ie. Failure to attend a minimum of 50% of the meetings during the year), the remaining members of the Board shall have the power to appoint any member of the Society to fill such vacancies 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 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 bylaws and regulations of the Society.

## **ARTICLE VII - OFFICERS**

1. The Board of Directors and membership shall elect from among themselves at a meeting to be held immediately following the Annual Meeting, a President, 1<sup>st</sup> Vice-President, and 2<sup>nd</sup> Vice-President and 3<sup>rd</sup> Vice-President to be known as the Officers of the Society.
2. The President, Past-President, 1<sup>st</sup> Vice-President, and 2<sup>nd</sup> Vice-President and 3<sup>rd</sup> Vice-President and the remaining twelve (12) directors shall constitute the Board of Directors, 65% of the previous years directors are to be retained.
3. The Board, from among themselves or otherwise shall appoint a Secretary and Treasurer who shall remain in office, and 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 treasurer shall keep accounts of the financial activity.

## **ARTICLE VIII - MEETINGS OF THE SOCIETY**

The President and Secretary shall have the power to call meetings of the Directors when they think it is necessary and if the President and Secretary neglect or refuse to do so, any three (3) Directors shall have the power to call a meeting, due notice of which shall be given seven (7) days before it takes place.

Proxies are not permitted at any General or Annual Meeting of the Society.

## **ANNUAL MEETING**

The Annual Meeting of the Society shall be held during the month of January of each year as determined by the Board of Directors.

Eleven (11) members shall constitute a quorum at the Annual Meeting.

At the Meeting, the Board of Directors shall present a report of activities and accomplishments of the Society since the last Annual Meeting and a detailed statement of receipts and expenditures since the last Annual Meeting and a statement of the assets and liabilities of the Society, certified by the Auditors and/or reviewer.

The Directors shall be elected.

The Auditors/reviewer shall be appointed.

The Secretary shall make available a list of those members eligible to vote and hold office as determined. Members, and Directors are able to vote at the Annual Meeting.

## **GENERAL MEETINGS**

Only those persons who are Elected Directors and members in good standing are eligible to vote at any General Meeting except where the property is involved.

Seven (7) members shall constitute a quorum at a General Meeting.

A General Meeting may decide on all matters brought to it by the Board.

## **SPECIAL GENERAL MEETINGS**

A Special General Meeting will be called to deal with the selling, mortgaging, leasing and otherwise disposing of the property owned by the Society.

Only those who are members for the current year and who were members for the two (2) previous years and have been in good standing for at least 3 years are entitled to vote at this meeting.

## **ARTICLE IX - BOARD OF DIRECTORS' MEETINGS**

A Director's meeting, which would consist of the Elected Directors and Executive shall be called by the Secretary upon the direction of the President, or in his/her absence, the 1<sup>st</sup> Vice-President or by any three (3) members of the Board, by notifying all members of the Board at least seven (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 regular or special meeting of the Society without notice.

## **QUORUM**

Seven (7) members of the Board of Director's shall constitute a quorum.

## **VOTING**

At a meeting of the Board of Director's, only elected Directors and executive are eligible to vote.

## **POWERS AND DUTIES**

In addition to other specific duties and powers assigned elsewhere in these Bylaws, the Board of Directors shall:

1. Take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;
2. Put into effect all policies and actions approved by the membership;
3. Have power to enter into contracts in the name of the Society in accordance with the policies and practices approved by the membership;
4. Be responsible for the management of the affairs of the Society between General Meetings;

## **COMMITTEES AND SUBCOMMITTEES**

1. The Board of Directors may establish committees and subcommittees from time to time in order to conduct its business more effectively;
2. All committees and subcommittees are accountable to the Board of Directors;
3. Committee members shall be Directors and membership of the Society;
4. Membership and Junior Associate members shall be nominated by the Board of Directors to each committee at a meeting of the Board;
5. Committees shall elect chairperson from the membership.

## **ARTICLE X - FINANCES**

1. The fiscal year of the Society shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.
2. Cheques to disburse the funds of the Society shall bear the signatures of any two of the President, the 1<sup>st</sup> Vice-President and/or secretary and/or treasurer.
3. The financial records of the Society shall be audited by a qualified accountant or reviewer appointed at the Annual Meeting.

### **4. REMUNERATION**

No officer, director or member of the Society except the Secretary, Treasurer and building caretakers, **cleaners** and occasional helpers shall receive any remuneration for carrying out his or her duties as officer, director or member, but traveling and living expenses may be allowed by any officer, director or member while engaged in duties on behalf of the Society, and the Board of Directors may fix such remuneration and traveling and living expenses which shall be payable out of the funds of the Society.

5. The financial accounts and other books of the Society shall be made available for inspection by reasonable request of members.

## **ARTICLE XI - CHANGE IN CONSTITUTION AND BYLAWS -**

The Board of Directors may recommend changes in any articles in the Constitution on a permanent basis on the condition that all amendments, permanent and temporary are confirmed at a General Meeting or Annual Meeting.

## **ARTICLE XII - 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, resolutions and by-laws of the Society;
  - c) books and records of the Society;
  
2. The Secretary of the Society shall:
  - a) attend all meetings and events of the Society and keep true records thereof. The distribution of minutes from the meetings should be done within 7 days together with an action list.
  - b) conduct the correspondence of the Society; and
  - c) keep a record of
    - all business transactions of the society
    - all resolutions passed by the society
    - all amendments to the bylaws of the Society
    - a list of the members of the Society and their contact information
    - a list of names and addresses of person to whom prize money is paid and the amount paid to each person
    - all reports of committees that may, from time to time, be appointed by the Society
  
3. The 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) proper books of account and entries of all receipts and expenditures of the Society
  - d) prepare the annual financial statement of the Society;
  - e) prepare reports showing the financial position of the Society, as the officers from time to time direct;
  - f) the Treasurer to have coverage against loss of the funds of the organization
  - g) attend all meetings and events of the Society
  - h) all annual statements and financial and auditor's reports.

Dated ~~January, 2011~~ January 24, 2023

Reviewed ~~March 22, 2011~~ January 24, 2023

President:

1<sup>st</sup> Vice President:

2<sup>nd</sup> Vice President:

~~3<sup>rd</sup> Vice President:~~