

AMHERST ISLAND AGRICULTURAL SOCIETY

CONSTITUTION

ARTICLE I - NAME

The name of the organization shall be the 'AMHERST ISLAND AGRICULTURAL SOCIETY' henceforth known as "the Society".

ARTICLE II - AUTHORITY

The Society is organized as a corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act (1988) of the Province of Ontario, and all articles of this constitution shall conform with the Agricultural and Horticultural Organizations Act, and any subsequent amendments or revisions that may occur from time to time, and its regulations.

ARTICLE III - PURPOSES

The purposes of the Society shall be in accordance with the objects as stated in the *Agricultural and Horticultural Organizations Act* which read as follows:

“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) Encouraging the beautification of the agricultural community;
- d) Supporting and providing facilities to encourage activities intended to enrich rural life; and
- e) Conducting or promoting horse races when authorized to do so by a By-law of the Society.

A society that expends any of its funds in a manner inconsistent with the objects set out in Article III forfeits all claims to participate in any legislative grant.”

Further to these objects, the Society shall focus its efforts and resources specifically on the Amherst Island agricultural community.

ARTICLE IV - HEAD OFFICE

The head office of the Society shall be located at Stella, Ontario, county of Lennox & Addington, 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) Categories of Membership – The following categories of membership have been established.
 - a. Regular Member (Unrestricted)
 - b. Regular Member (Restricted)
 - c. Associate Member
 - d. Junior Member

- 2) Regular Member (Unrestricted)
 - a. Criteria for membership
 - i. Has attained a minimum of age 18;
 - ii. Is a resident of Amherst Island or is an owner of property on Amherst Island or is an immediate family member of the owner of property on Amherst Island and resides with the owner or is employed in the agricultural sector on Amherst Island;
 - iii. Has paid the annual membership dues as established by the Board of Directors; and
 - iv. Has been a member of the Society for at least two years (defined as having been eligible to vote as a Regular Member (Restricted) at the two previous Annual General Meetings or has been a Junior Member for at least two years immediately prior to being a Regular Member (Unrestricted)).
 - b. Privileges of membership
 - i. May attend and participate in any meeting of Members;
 - ii. May be elected as a Director or as an Officer of the Society;
 - iii. May be appointed to and work on any committee of the Society; and
 - iv. May vote on any item placed before the membership.

- 3) Regular Member (Restricted)
 - a. Criteria for membership
 - i. Has attained a minimum of age 18;
 - ii. Is a resident of Amherst Island or is an owner of property on Amherst Island or is an immediate family member of the owner of property on Amherst Island and resides with the owner or is employed in the agricultural sector on Amherst Island;
 - iii. Has paid the annual membership dues as established by the Board of Directors; and
 - iv. Has been a member of the Society for less than two years.
 - b. Privileges of membership
 - i. May attend and participate in any meeting of Members;
 - ii. May be elected as a Director or as an Officer of the Society;
 - iii. May be appointed to and work on any committee of the Society; and
 - iv. May vote on any item placed before the membership except those motions restricted to Regular Member (Unrestricted) votes.

- 4) Associate Member
 - a. Criteria for membership
 - i. Has attained a minimum of age 18;
 - ii. Does not meet the requirements to be a regular member and
 - iii. Has paid the annual membership dues as established by the Board of Directors.
 - b. Privileges of membership
 - i. May attend and participate in any meeting of Members;
 - ii. May not be elected as a Director or as an Officer of the Society;
 - iii. May be appointed to and work on any committee of the Society; and
 - iv. Does not have a vote on any motions put before the Members for decision nor a vote to elect Directors of the Society.

- 5) Junior Member
 - a. Criteria for membership
 - i. Has not yet attained the age of 18; and
 - ii. Has paid the annual membership dues as established by the Board of Directors;
 - b. Privileges of membership
 - i. May attend and participate in any meeting of Members;
 - ii. May not be elected as a Director or as an Officer of the Society;
 - iii. May be appointed to and work on any committee of the Society;
 - iv. Does not have a vote on any motions put before the Members for decision nor a vote to elect Directors of the Society;
 - v. Time spent as a Junior Member counts towards the two year membership requirement to become a Regular Member (Unrestricted).

- 6) The membership fee as shall be established annually by the Board of Directors.

ARTICLE VI - DIRECTORS

- 1) The Board of Directors shall consist of not less than three (3) and not more than nine (9) Directors.
- 2) One-third of the Directors shall be elected at each Annual General Meeting from among the Regular Members (Unrestricted and Restricted) and shall serve a three (3) year term until the end of the third next Annual General Meeting. A Director's term of office ceases immediately upon death or upon written resignation received by the Secretary or President of the Society or upon removal as a Director whichever first occurs.
- 3) Directors shall be eligible for re-election at the Annual General Meeting.
- 4) In the event of a vacancy occurring on the Board by the death, resignation or removal of any Director, the remaining Directors of the Board shall have power to appoint any Regular Member of the Society to fill such vacancy for the remainder of the unexpired term, provided that, when three or more vacancies occur at the same time, a Special General Meeting of the Society shall be called and the Members shall elect the individuals to fill the Director vacancies for the remainder of the unexpired terms.
- 5) The Members may, by resolution passed by at least two-thirds of the votes cast at a Special Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the normal expiration of his or her term of office and may, by a

majority of votes cast at the meeting elect any qualified Regular Member in his or her stead for the remainder of his or her term.

- 6) The Directors may by a resolution passed by at least two-thirds of the votes cast at a Board Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term should it be established by evidence that the Director being removed has not complied with the Conflict of Interest (Article X) provisions of this bylaw or is not qualified to be a Director in accordance with the Act or these bylaws.
- 7) Applications for Directorship shall be received by the Nominating Committee of the Board, who shall interview prospective candidates and make recommendations to the membership. Directors of the Society must be Regular Members and must not be bankrupts.
- 8) No Director, excluding the Secretary, Treasurer or Secretary-Treasurer, shall receive any direct remuneration from the Society for services rendered as a member of the Board of Directors of the Society, provided that any Director may be reimbursed for reasonable expenses actually incurred in connection with the business of the Society. Remuneration for the Secretary, Treasurer or Secretary –Treasurer, if any, shall be established by the Board of Directors. The Board of Directors, in its discretion, may waive the annual membership fee of all Directors during the year in which they are serving, in recognition of their service and contribution to the operations of the Society.
- 9) 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

- 1) The Directors shall annually elect the Officers of the Society from among themselves at a meeting to be held immediately following the Annual General Meeting. The Officers shall include at a minimum, a President, a Vice President, a Secretary and a Treasurer. At the option of the Board the positions of Secretary and Treasurer may be combined.
- 2) The Individual appointed to the role of Treasurer or Secretary-Treasurer of the Society, before entering upon the duties of the office, shall give Bond for the faithful performance of these duties and especially for the due accounting for and paying over all monies which may come into the Society.
 - a. It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such individual and to report thereon to the Society.
 - b. If the Board neglects to procure and maintain proper and sufficient security, each Director thereof shall be personally responsible, in the aggregate, for all funds of the Society that may have been received by the Treasurer.

ARTICLE VIII - MEETINGS OF THE SOCIETY

Notice of Meetings

- 1) At least two weeks' notice of every Annual General Meeting, or Special General Meeting duly called shall be given by publication of a notice of the meeting though digital mail or via Canada Post, whichever is indicated by the member on the membership form.

Quorum

- 2) The lesser of twenty (20) members or one-quarter (25%) + one (1) of the total paid members membership shall constitute a quorum at the Annual General Meeting or at a Special General Meeting.

Chair

- 3) The President, or in his or her absence the Vice President, or in the absence of both, a Regular Member elected by those present at the meeting shall chair the meeting. The Secretary shall preside over the election of a Regular Member to chair the meeting.

Annual Meeting

- 4) The Annual Meeting of the Society shall be held within one hundred and twenty (120) days of the end of the fiscal year.

Prior to the Annual General Meeting

- 5) The Secretary shall compile the list of members eligible to register and vote at the meeting or hold office as determined in Article V (Membership). Only those individuals who were members during the previous fiscal year are entitled to vote at the Annual General Meeting.
- 6) The Nominating Committee will request nominations from individuals interested in serving as a Director and shall confirm that they are qualified for election.

At the Annual General Meeting

- 7) Business transacted at the meeting shall include:
- a. The Chair, on behalf of the Board, shall present a report of the activities and accomplishments of the Society since the last Annual General Meeting;
 - b. The Treasurer shall report on the finances of the Society for the previous fiscal year including a detailed statement of the receipts and expenditures since the last Annual General Meeting and a statement of the assets and liabilities of the Society, certified by the Auditors;
 - c. The Nominating Committee shall make their recommendation on Directors to be elected and the Members shall elect the Directors;
 - d. The Members shall appoint the auditors for the upcoming year;
 - e. The Members shall pass a motion to amend the bylaw or constitution, if desired. Such amendment or revision will only take effect upon conclusion of the meeting or such later date as may be stipulated in the amendment;
 - f. The Members shall pass a Corporate Motion removing the liability of the Directors for their actions in the prior year. The motion shall be "That all acts including the proceedings, appointments, elections and payments enacted, made, done and taken by the Directors and Officers of the Society since the last Annual General Meeting be approved, ratified and confirmed.";
 - g. Any such further business as may properly come before an Annual General Meeting.

Special General Meetings

- 8) On the written petition of ten (10) Regular and/or Associate Members of the Society, the Secretary, or in the Secretary's absence, the President or Vice President shall call a Special General Meeting for the transaction of the business specified in the petition and only that business. The notice of meeting shall be publicized in the manner prescribed by Article VIII 1) (Notice of Meeting).

Voting

- 9) Proxies are not permitted at the Annual General Meeting or any Special General Meeting of the Society.

- 10) Except as otherwise indicated in the bylaws or regulations of the Society, a simple majority of votes shall decide the question at either the Annual General Meeting or at a Special General Meeting. Each Member, including the meeting chair shall have a single vote. A tie vote shall defeat the motion.

Special Voting Situation

- 11) If the motion is to sell, lease, mortgage or otherwise dispose of land owned by the Society then only Regular Members (Unrestricted) are permitted to vote on the question.

ARTICLE IX - BOARD OF DIRECTORS' MEETINGS

- 1) A meeting of the Board shall be called by the Secretary upon the direction of the President, or in the President's absence, the 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 General Meeting or Special General Meeting of the Society without notice.

Quorum

- 2) Half plus one (1) members of the Board shall constitute a quorum.

Voting

- 3) Voting shall be by show of hands, each Director, including the chair having a single vote. At a Board meeting, only the elected Directors are eligible to vote.

Decision Making at Board Meetings

- 4) Motions shall be decided by a simple majority, if a tie vote, the motion shall be defeated.

Chair

- 5) Board meetings shall be chaired by the President, or in his or her absence by the Vice President or in the absence of both by a Director elected from those Directors present.

Powers and Duties

- 6) In addition to other specific duties and powers assigned elsewhere in these By-laws, the Board shall:
- a. Ensure the overall activities of the Society harmonize with the objectives of the Society;
 - b. Take the initiative in preparing general policies and actions/plans for consideration and possible adoption by the membership;
 - c. Put into effect all policies and actions/plan approved by the membership;
 - d. Have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership;
 - e. Authorize expenditures and obtain funds necessary for the operation of the Society;
 - f. Appoint Members to various committees to do the work of the Society;
 - g. Remove the membership of an individual for behavior or conduct not in the interests of the Society;
 - h. Be responsible for the management of the affairs of the Society between general meetings.

- 7) The Board may not approve, without the approval of the Members, transactions that:
- a. Pledge as collateral any of the assets of the Society; or
 - b. Sell land or other tangible assets of the Society; or
 - c. Lease, rent or mortgage any asset of the Society.

Ex-Officio

- 8) The President is an ex-officio, non-voting member of all standing and special committees.

Standing Committees

- 9) The following Standing Committees have been established:

- a. Nominating Committee
 - i. Chair - To be chaired by a Director, usually the Vice President
 - ii. Composition – at least three (3) Directors including the committee chair
 - iii. Roles:
 1. To recommend to the Board the appointment of Members to committees;
 2. To manage the process and receive nominations to the Board from candidates interested in becoming a Director and:
 - a. Verify that the individuals are qualified to be a Director;
 - b. Interview, if necessary, all qualified candidates;
 - c. Recommend to the membership a slate of candidates for election as Directors at the Annual General Meeting or if a mid-year appointment, recommend to the Board the election of a Member to fill a vacancy on the Board; and
 - d. Manage the succession plans for Society leadership
- b. Finance Committee
 - i. Chair – to be chaired by the Treasurer
 - ii. Composition – Up to five Members/Directors including the committee chair
 - iii. Roles:
 1. Oversee the receipt of funds for the operation of the Society;
 2. Oversee the expenditure of funds in accordance with the budget;
 3. Assist the Treasurer in the preparation of the budget;
 4. Oversee the controls and processes for financial management; and
 5. Oversee and manage the investments, if any, of the Society.
- c. Executive Committee
 - i. Chair – to be chaired by the President of the Society
 - ii. Composition – all Officers of the Society plus the chairs of any Standing or Special Committee who are not Officers of the Society
 - iii. Roles:
 1. To act on behalf of the Board when it is unable or impractical to meet due to time or other restrictions including administrative urgency; and
 2. To plan the meetings of the Board and the Society to permit a smoothly functioning organization.
 - iv. Approvals & Reporting: all actions and decisions of the Executive Committee taken on behalf of the Board must be reported to the Board at their next meeting for information and ratification.

Special or Ad Hoc Committees

- 9) The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors. Terms of reference for all committees shall including the following:
- a. The type of committee (discussion, working, task force, etc.);

- b. The overall purpose;
- c. Any specific directives defining goals or tasks;
- d. The relationship to any other overlapping activities of the Society;
- e. 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;
- f. The assignment of any staff or associate members;
- g. Any special mode of operation;
- h. An upper limit of expenses the committee can incur;
- i. The preferred time and method for reporting.

First Meeting of the Board

- 10) The newly elected Directors may meet immediately following the Annual General Meeting without notice to conduct business of the Board. The agenda should include:
- a. Election of Officers;
 - b. Setting or confirming the annual membership fee;
 - c. Confirm the banking institution for the Society; and
 - d. Designating the signing officers for the Society.

ARTICLE X - CONFLICT OF INTEREST

When a Director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, they 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 and shall withdraw from the meeting when the matter is being discussed if requested to do so by the chair of the meeting or by a majority of the Members present at the meeting.

ARTICLE XI - INDEMNIFICATION

- 1) The Society shall indemnify and save harmless the Directors, their heirs, executors and administrators, and estates from and against:
 - a. All costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in the execution of the duties of his/her office except costs, charges and expenses as are occasioned by his/her own willful neglect, default or dishonesty; and
 - b. All other costs that he/she sustains or incurs in or about or arising from or in relation to the affairs of the Agricultural Society except costs, charges or expenses thereof as are occasioned by his/her own willful neglect, default or dishonesty.
- 2) 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 directors shall be indemnified by the Society in respect to any liability, costs charges or expenses that he/she sustains or incurs as a result of his/her own fraud, dishonesty, willful neglect or willful default.
- 3) The Directors for the time being shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of

the Society, except as shall have been submitted to and authorized or approved by the Board of Directors.

- 4) No Director shall be liable for the acts, receipts, neglects or defaults of any other Director resulting in a loss, expenditure or any other damage to the Society and its assets unless the same shall happen by or through his or her own wrongful and willful act or through his or her wrongful and willful neglect or default.

ARTICLE XII - FINANCES

- 1) The fiscal year of the Society shall be from Nov 1st to Oct 31st of the following year.
- 2) All monies belonging to the Society shall be deposited in a bank account in the name of the Society at a branch of a Schedule A Bank, trust company or credit union in Canada by a Member or an employee so designated by the Board.
- 3) Cheques to disburse the funds of the Society shall bear the signatures of two (2) Directors. The Board shall annually identify by resolution those Directors authorized to sign cheques and other financial instruments of the Society.
- 4) All expenditures for items in excess of \$1,000.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a meeting of the Board of Directors.
- 5) The financial records of the Society shall be audited either by a qualified accountant or by at least two Regular and/or Associate Members of the Society appointed at the Annual Meeting.
- 6) The financial accounts and other books of the Society shall be made available for inspection by Members upon reasonable request.

Remuneration

- 7) No Member of the Society except the Secretary, Treasurer or Secretary-Treasurer, shall receive any remuneration for carrying out his duties as a member of the Society however travelling, living or other direct expenses may be allowed for any Member while engaged in duties on behalf of the Society. The Board may fix such expenses which shall be payable out of the funds of the Society.

ARTICLE XIII – ADMINISTRATION

Execution of Documents

- 1) Deeds, transfers, contracts and other documents requiring execution on behalf of the Society when the transaction has been approved by the Board of Directors shall be signed by two Directors who have been designated signing authority by resolution of the Board.
- 2) The Board of Directors shall from time to time ensure that the books and records prescribed hereunder are kept by the Society and such books, together with all other records shall be open to inspection with reasonable notice.

Records of the Society

- 3) The 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 constitution or by-laws of the Society;
 - c. Books and records of the Society.
- 4) All records and artifacts of the society will be kept at the head office for a period of not less than seven years, at which time they will be transferred to the County Museum or such other place as the Board of Directors may designate.

ARTICLE XIV - DUTIES OF OFFICERS

- 1) The President of the Society shall:
- a. Preside at all meetings of the Board or of the Members;
 - b. Be responsible for management and supervision of the affairs and operations of the Society, including the employees, if any;
 - c. Have signing authority as authorized by resolution of the Board; and
 - d. Represents and promotes the organization.
- The President must be a Regular Member in good standing of the Society and usually has experience as a Board member. The President is an ex-officio member of all committees.
- 2) The Vice President of the Society shall:
- a. Assists and acts as president in absence of the President; and
 - b. Carry out duties as proscribed by the Board of Directors.
- The Vice President must be a Regular Member in good standing and usually has served previously as a Director of the Society. If the Presidency becomes vacant the Vice President is expected to assume the role. The Vice President usually chairs the Nominating Committee.
- 3) The Secretary of the Society shall:
- a. Send required notices of all meetings to the Members or Directors as necessary;
 - b. Attend all meetings of the Society and keep true and accurate minutes thereof;
 - c. Conduct the correspondence of the Society; and
 - d. 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 of the Society;
 - iv. a list of the members of the Society and their addresses both mailing and electronic;
 - v. a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;
 - vi. all reports of committees that may from time to time be appointed by the Society; and
 - vii. all annual statements and financial and auditor's reports.

- 4) The Treasurer of the Society shall:
- a. Follow the policies as determined by the Board of Directors;
 - b. Receive all monies paid to the Society and deposit them to the credit of the Society in a financial institution, as directed by the Society;
 - c. Make disbursements from the Society's funds as directed by the Board of Directors;
 - d. Keep the securities of the Society in safe custody;
 - e. Keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Society;
 - f. Prepare the annual financial statements of the Society;
 - g. Shall work with the appointed auditors to ensure a financial review is conducted, and
 - h. Prepare reports showing the financial position of the Society as required for each Board meeting.

ARTICLE XV - RULES OF ORDER

Roberts Rules of Order or such other guideline as approved by the Board of Directors shall govern the meetings of the Society on all matters not covered by the By-laws.

ARTICLE XVI - CHANGE IN CONSTITUTION

- 1) The Constitution of the Society may be made and/or adopted, amended or repealed by a two-thirds majority vote of those Members in attendance at an Annual General Meeting or at a Special General Meeting of which notice has been given in the manner provided by Article VIII 1).
- 2) Members wishing to propose an amendment to the Constitution should provide their suggestion to the Secretary at least sixty (60) days prior to the Annual General Meeting for inclusion at that meeting. The Directors will consider the request and bring forward their recommendation to the membership for discussion and decision.
- 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 a part of this constitution.

ARTICLE XVII - DISSOLUTION

In event of the dissolution of the Society, after payment of all debts and liabilities, the remaining assets shall be distributed to one or more other groups that promote and preserve agricultural interests within the Amherst Island community.

ARTICLE XVIII – ADOPTION

- 1) This constitution adopted at an Annual General or Special General Meeting of Members of the Amherst Island Agricultural Society shall become effective as of the date below and shall remain so until amended or repealed.
- 2) Effective Date: 21 March, 2021.