

CONSTITUTION OF POWASSAN AGRICULTURAL SOCIETY

ARTICLE I-NAME:

The name of the Society shall be "POWASSAN AGRICULTURAL SOCIETY," hereinafter referred to as the Society.

ARTICLE II- AUTHORITY:

The Society is organized under the authority of the Agricultural and Horticultural Societies Act, RSO 1990, A9 of the Province of Ontario, and all articles of this constitution shall read to conform to the said Act.

ARTICLE III-PURPOSES/OBJECTIVES:

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 lifestyle.

ARTICLE IV- PRINCIPLE OFFICE:

The office of the Society shall be the office of the Secretary or Secretary-Treasurer.

ARTICLE V-MEMBERSHIP:

- 1) Every person shall be entitled to be a member of the Society.
- 2) A Firm or Incorporated Company may become a member by a 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) There shall be an annual membership fee as determined by the Board of Directors.
- 4) A member shall be entitled to participate in the activities of the Society as defined by the Board of Directors each year. Only members may vote or hold office in the Society, and must be a paid up member for current and previous year to vote at Annual Meeting.

ARTICLE VI-DIRECTORS:

- 1) The membership shall elect, at the Annual Meeting, from among themselves, ten (10) directors, one of whom shall be responsible for the youth fair section of the fair.
- 2) All Directors shall hold office for a period of one year, and be eligible for re-election at the next Annual Meeting.
- 3) In the event of a vacancy occurring on the Board by the death of, or the resignation, of any officer or director, the remaining members of the Board of Directors shall have the power to appoint any eligible member of the Society to fill such vacancy, provided that when three or more vacancies occur at the same time, a Special General meeting shall be called.
- 4) Where a Director has a conflict of interest, real, perceived, direct, indirect, financial or other in any matter in which the Society is concerned, he/she shall disclose such conflict of interest and will not participate in the discussion or vote on the matter.
- 5) 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 membership shall elect, from among themselves, at the Annual Meeting, a President, 1st Vice-President, 2nd Vice-President, a Secretary and Treasurer, **or** Secretary-Treasurer, who will, along with ten (10) Directors, shall constitute the Board of Directors.
- 2) The Secretary, or Secretary-Treasurer shall keep an accurate account of the proceedings of Board and General Meetings, acting under the control and with the approval of the Board.
- 3) The Treasurer, or Secretary-Treasurer shall be bonded at the expense of the Society.

ARTICLE VIII-MEETINGS OF THE SOCIETY:

1) Annual Meetings

- a) The Annual Meeting of the Society shall be held in January of each year.
- b) Written proxies will only be permitted at Annual Meeting or Special General Meeting called to deal with property.
- c) Seven (7) members shall constitute a quorum at Annual Meeting of the Society.
- d) At least TWO WEEKS notice of every Annual Meeting shall be given by publication of a notice in at least one newspaper having a general circulation in the area, AND by mailing, or emailing notices of the meeting to every member of the Society.

2) At the Annual Meeting:

- a) The Board shall present a report of the activities and accomplishments of the Society and a detailed, audited financial statement of the past year.
- b) The Directors and Officers shall be elected.
- c) The Auditors shall be appointed.
- d) At any such meeting only those members who were members of the Society during the previous year and who have paid their membership for the current year are entitled to vote.

3) General Meetings:

- a) Only those persons who are members for the current year are eligible to vote at the General Meeting, except where property is involved, in which case a person also had to be a member the previous year.
- b) Five (5) members, excluding President and Secretary, or Secretary-Treasurer shall constitute a quorum for a general meeting.
- c) A general meeting may decide on all matters brought to it by the Board.
- d) Junior membership is open to those who are between the ages of 10 and 17, inclusive, and declare an intention to pursue to stated purposes of the Society.

4) Special General Meeting:

- a) On petition of ten (10) members of the Society, the Secretary or Secretary-Treasurer and the President (or in his or her absence, the First Vice-President) shall call a Special General Meeting for the transaction of business mentioned in the petition. The meeting shall be advertised in the manner outlined in Article VIII-(1) (d).
- b) A special general meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society, pursuant to Article VIII- (1) (d).
- c) Only those persons who are members for the current year and who were members for the previous year are entitled to vote at this meeting.

ARTICLE IX: BOARD MEETINGS:

1) A meeting of the Board shall be called by the Secretary, or Secretary-Treasurer upon the direction of the President, or in his/her absence the 1st Vice-President, or of any three (3) members of the Board of such a meeting at least five (5) days before the time fixed for such meeting, providing that a meeting of Board may be held immediately following any Annual, General or Special Meeting of the Society without notice.

2) Six (6) voting members of the Board shall constitute a quorum.

3) At a Board Meeting, only the ten (10) elected Directors are eligible to vote.

4) Powers and Duties:

In addition to other specific duties and powers assigned elsewhere in these By-Laws, the Board shall:

(a) take the initiative in preparing general policies and actions 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 general meetings.

5) The Board may establish committees and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board and any committee shall include at least one Director.

ARTICLE X-FINANCING:

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

2) All expenditures not comprising the established monthly operating expenses of the Society shall require approval by a motion passed at a general or Board of Directors meeting.

3) Cheques to disburse the funds of the Society shall bear the signature of any two of: the President, the Treasurer, the Secretary (or Secretary-Treasurer), or the First Vice-President.

4) The financial records of the Society shall be audited (reviewed) by two (2) persons appointed at the Annual Meeting. In the event the appointed auditors are unable to review the books for the Annual Meeting, alternate individuals, not related to Treasurer or each other, shall review the books of the Society.

5) No Officer, Director, or Member 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 while engaged in duties on behalf of the Society, and the Board may fix such remuneration and travelling expenses which shall be payable out of the funds of the Society.

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

ARTICLE XI-RULES OF ORDER:

Roberts Rules of Order, latest edition, shall govern the Society on all matters not covered by the By-Laws.

ARTICLE XII-CHANGE IN CONSTITUTION AND BY-LAWS:

1) By-Laws of the Constitution of the Society may be made and/or repealed by the Board of Directors, providing it is confirmed by the membership at the next Annual, Regular or Special Meeting of the Society and notice has been given in the manner provided in Article VII- (1) (d).

2) All regulations as set forth in the Agricultural Societies Act, or as it may be revised from time to time, shall become part of this Constitution.

ARTICLE XIII-DUTIES OF OFFICERS AND DIRECTORS:

1) Officers and Directors shall be expected to attend all meetings of the Society.

2) 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 bylaws of the Society,

c) books and records of the Society

3) The President shall:

a) preside as chairperson over all Annual, General, Board and Special General Meetings

b) acquire a thorough understanding of the Constitution, By-Laws and standing rules of the Society.

c) preside and maintain order, entertain only one motion at a time

d) may not move or second any motion on the floor, and must vacate the Chair if he/she would like to take part in a discussion and let the 1st Vice-President take over for that motion.

e) put all motions to a vote, but vote him/her self only to break a tie.

f) be absolutely fair and impartial, and enforce the rules of decorum and discipline

g) give signature where necessary

h) keep him/herself informed of all activities being conducted in the name of the Society and ensure that the wishes of the Board and of the membership are carried out

i) be willing to assume and perform duties as described in the Constitution and By-Laws, otherwise he/she must resign

4) The 1st Vice-President shall:

a) in the absence of the President, be ready to assume the duties of the President described above.

b) be willing to sit on committee(s)

5) The Second Vice-President shall:

a) in the absence of the 1st Vice-President, be ready to assume all duties of his office.

b) be actively interested in the well-being of the Society.

6) The Secretary shall:

a) keep minutes of all meetings; recording all resolutions passed by the Society and all amendments to the by-laws of the Society

b) conduct the correspondence of the Society

c) maintain a list of the members of the Society and their addresses

d) keep record of all prize monies paid

7) The Treasurer shall:

a) look after all financial affairs, paying debts and deposits through bank of Society's choice

b) keep accurate record of all funds received and disbursed

- c) disburse all prize monies supported by documentation thereof
- d) submit all financial records of the Society to the auditors to have the records audited before current year's Annual Meeting
- e) complete and submit the Society's annual return and grant application within the designated period.
- f) be bonded at expense of Society
- g) be included in all meetings of the Society

8) The Directors shall:

- a) strive to attend all meetings of the Society
- b) endeavour to keep the public informed on the activities of the Society
- c) be willing to chair a committee, and sit on other committees as needed. Director responsible for youth section to provide Treasurer with list of winners and prize amounts
- d) recruit new Members for the Society
- e) be willing to attend educational meetings pertaining to the Society (workshops, district meetings, annual conventions)

ARTICLE XIV-DATE OF FAIR:

The official date of the Powassan Agricultural Society's fall fair shall be the Saturday and Sunday of Labour Day Weekend with judging of exhibits on the Thursday prior. This date may be changed only on the decision of the Board of Directors with input from Society members and upon approval of the Directors of District 11.