

KINMOUNT AGRICULTURAL SOCIETY

CONSTITUTION

**First adopted January 1989
First revision January 2001
Second revision January 2006**

Approved by the members, 20 January 2006, Annual General Meeting

_____ Tracey Dettman, Secretary

_____ Guy Scott, Director

KINMOUNT AGRICULTURAL SOCIETY CONSTITUTION

Originally enacted January 1989 and revised in January 2001 and January 2006

ARTICLE 1. NAME

The name of the society shall be "THE KINMOUNT AGRICULTURAL SOCIETY" hereinafter referred to as "the Society."

ARTICLE 2. AUTHORITY

The Society is organized under the authority of the Agricultural and Horticultural Organizations Act of the Province of Ontario, hereafter called The Act. All Articles of this document shall be read to conform with The Act. In the event that a situation arises that is not specifically covered by this document The Act shall prevail.

ARTICLE 3. PURPOSES

The purposes of the Society shall be in accordance with objects stated in the Agricultural Societies Act which are as follows:

9-(1) The objects 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) assessing the agricultural, economic and social needs of the agricultural community and developing programs to meet those needs;
- (b) organizing and holding agricultural exhibits for which prizes may be awarded with a view to,
 - 1) encouraging improvements in the product and marketing of agricultural produce and livestock and the methods thereof;
 - 2) developing the life skills of persons living in the agricultural community;
 - 3) increasing an awareness and appreciation of agriculture and the rural lifestyle;
- (c) promoting and encouraging the conservation of natural resources;
- (d) promoting and encouraging beautification of the agriculture community;
- (e) developing and conducting activities to encourage young people of participate in the activities of agricultural societies;
- (f) supporting and co-operating with other associations and organizations in the improvement of agricultural industry;
- (g) supporting and providing facilities to encourage activities intended to enrich the rural lifestyle;
- (h) conducting or promoting horse races when authorized to do so by a by-law of The Society.

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9-(2) A society that expends any of its funds in a manner inconsistent with the objects set out in subsection (1) forfeits all claims to participate in any legislative grant.

ARTICLE 4. HEAD OFFICE

The head office of the Society shall be located in the village of Kinmount in the province of Ontario and in such premises as shall be from time to time determined by the Board of Directors of the Society.

ARTICLE 5. MEMBERSHIP

1. Every person shall be entitled to become a member of the Society.
2. Members shall be either Voting members or Associate members.
3. Requirements for Voting membership shall be:
 - a) Payment of an annual membership fee, the amount of which will be determined by the board of directors, on or before the third Wednesday of January in the current year
 - b) Attainment of the age of 18 years
 - c) Permanent residence within 40 kilometers of the Village of Kinmount
4. Associate membership is open to those who do not meet all of the requirements for Voting membership but nevertheless declare an intention to pursue the stated purpose of the Society. Associate members shall not have voting rights.
5. A Firm or Incorporated Company may be a member but the name of one person only in any one year may be entered as the representative and only that person shall exercise the privileges of membership in the Society.
6. Privileges of membership:
 - a) All members shall be entitled to take part in the activities of the Society as determined by the Board of Directors each year.
 - b) Voting members only may vote.
 - c) Only those who were voting members in the previous year may vote at an Annual General Meeting

ARTICLE 6. DIRECTORS

1. The Board of Directors shall consist of a minimum of 12 directors and a maximum of 18 directors to be elected at the Societies Annual General Meeting.
2. For the purpose of preserving continuity of knowledge and experience the Board of Directors shall appoint up to 6 Past Presidents to be Directors with full voting rights, within 60 days of the Annual General Meeting.
3. The Society may recognize those members who provide extraordinary, voluntary assistance or support in furthering the Societies Objectives with the title Associate Director. Associate Directors may attend Board meetings but may not vote.
4. Directors who have served for a period of time and are no longer able to provide the level of contribution expected of a director, may retire from the board with the

title Honorary Director in recognition of their contribution. Honorary Directors may attend board meetings but may not vote.

5. In the event of a vacancy on the Board of Directors, the remaining directors shall appoint an Associate Director to serve as a Director. Up to three such vacancies may be filled in this manner at one time. If more than three vacancies occur at one time a special general meeting of the Society will be called to elect Directors.
6. Where a Director is in direct conflict with the declared purposes of the Society or; where a Director's conduct detrimentally affects the reputation of the Society, the director may be called upon to justify continuance of their Directorship. The Board may move to request the resignation of the Director and if declined may revoke the Director's membership in the Society. Any action to request justification, resignation or to revoke membership must be supported by a majority of the Board in a recorded vote. The Board may, at its discretion, choose not to exercise any of these options.
7. Where a Director has a financial interest, direct or indirect, in any matter requiring a vote of the Board, the director shall disclose their interest and exclude themselves from any discussion or vote on the matter. The Director may provide information to the Board that will assist them in their consideration of the matter.
8. The Board of Directors shall have the power to act for and on behalf of the Society, subject to all prevailing laws, regulations and by-laws.

ARTICLE 7. OFFICERS

1. Each alternate year the Directors shall elect from among themselves at a meeting to be held immediately following the Annual General Meeting, a President, First Vice President and Second Vice President to be known as the officers of the Society, who shall remain in office for two years.
2. The President, First Vice President, Second Vice President and the remaining Directors shall constitute the Board of Directors.
3. The Board from among themselves or otherwise, shall appoint a Secretary and a Treasurer or a Secretary/Treasurer who shall remain in office during pleasure. The Secretary or Secretary/Treasurer shall keep an accurate account of the proceedings of Board and General Meetings, acting under the direction and with the approval of the Board.
4. a) The Treasurer or Secretary/Treasurer of the Society shall, before entering upon the duties of their office, shall give a promise for the faithful performance of their duties with regard the accounting for and paying over of all monies of the Society that come into their hands.
b) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the accounting made by such Treasurer or Secretary/Treasurer and to report thereon to the Society.
c) The financial records of the Society shall be audited each year by a Chartered Accountant or two qualified members of the Society; other than Directors, Past Presidents or Officers; to be appointed at the Annual General Meeting.

ARTICLE 8. MEETINGS

1. Meetings of the Society
 - a) At least two weeks notice of a General meeting or Annual General Meeting shall be given by publication of a notice in one newspaper having circulation in the Kinmount area for two successive weeks and by mailing notices of the meeting to all members at least two weeks prior to the meeting.
 - b) Proxies are not permitted at any General or Annual General Meeting of the Society.
2. Annual General Meetings
 - a) The Annual General Meeting of the Society shall be held the third Friday of January at 8:00 p.m. in each year or as determined by the Board of Directors
 - b) Fifteen (15) members shall constitute a quorum
 - c) At the Annual General Meeting:
 - I. The President shall on behalf of the board present a report on the activities and accomplishments of the Society since the previous Annual General Meeting.
 - II. The Treasurer shall present on behalf of the board a detailed and audited financial statement.
 - III. An independent electing officer shall be appointed to record the votes.
 - IV. The secretary shall provide a current list of those members eligible to vote.
 - V. The Directors shall be elected.
 - VI. Auditors shall be appointed.
3. General Meetings
 - a) Those persons who are voting members for the current year are eligible to vote on all matters except where property is involved. In matters involving property, membership for three consecutive years is required to be eligible to vote.
 - b) Fifteen members shall constitute a Quorum for a general meeting
 - c) A general meeting may decide all matters brought before it by the Board.
4. Special General Meetings
 - a) On the written petition of ten (10) voting members of the Society, the Secretary, or if not available the President or 1st Vice President, shall call a meeting of the board to transact the business mentioned in the petition.
 - b) If the petition cannot be satisfactorily resolved by the Board, the Secretary or if not available the President or 1st Vice President, shall call a Special General Meeting in the manner described in ARTICLE 8 section 1(a) for the transaction of the business mentioned in the petition.
 - c) A special general meeting shall be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society. Only those persons who are members for the current year and who were members for the two previous years are entitled to vote at this meeting.
 - d) Acquisition of property shall be at the discretion of the Board of Directors.

ARTICLE 9. DIRECTOR'S MEETINGS

1. A meeting of the Board shall be called by the secretary upon the direction of the President or in absentia by the 1st Vice President or by any three Directors of the Board, by notifying in writing, all Directors at least seven (7) days prior to the time fixed for the meeting. A meeting of the Board may be held immediately after a General Meeting of the Society without notice.
2. Eight (8) members of the Board in addition to the Chair, Treasurer and Secretary shall constitute a quorum. In the event of insufficient Directors being present at a meeting to form a quorum the Chair may at their discretion:
a) adjourn the meeting.
b) continue the meeting and table all matters requiring a vote to the next meeting of the Board. All items tabled shall appear in the minutes as "held over" and copies of the minutes sent to all Directors prior to the next meeting.
c) in the event that a matter cannot be held over to the next meeting, the Chair shall:
I. Agree with those directors present, a clear statement of the motion.
II. Poll those Directors present and record their votes.
III. Following the meeting, contact absent directors, convey to them the clear statement of the motion, provide any clarification the Director may require, and allow a reasonable time for them to decide on their vote.
IV. When sufficient directors have been contacted and have voted, to provide a clear majority to decide the motion, the chair shall declare the motion decided and take the appropriate action.
V. The Chair shall provide the Secretary with the list of all Directors contacted, the clear statement provided and a record of each Director's vote.
3. Voting:
a) The Secretary or a deputy must be present to record the proceedings and the vote.
b) In all matters other than this constitution a simple majority will carry the motion
c) Changes to this constitution require a General Meeting and 2/3 of those eligible voting members present to vote in favour.
d) All meetings require the presence of a Chair who will vote only when the vote is tied.
4. Powers and Duties. The Board shall:
a) Enact by-laws as required.
b) Take the initiative in preparing general policies and actions for consideration and possible adoption by the membership.
c) Put into effect all policies and actions approved by the membership
d) Have power to enter into contracts in the name of the Society in accordance with the policies and practices approved by the membership.

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President?

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- e) Be responsible for the management of the affairs of the Society between general meetings
5. Committees and Sub-committees
- a) 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 of Directors.
 - b) All committees shall comprise at least one Director. A Director serving on a committee shall be appointed to chair all meetings and be responsible for reporting all committee activities to the Board of Directors.
 - c) The powers, objectives, terms of reference and limits of funding shall be established by the Board at the time that a committee is established.

ARTICLE 10. FINANCES

- 1. The fiscal year of the Society shall be from 12:01 a.m. on December 01 of any calendar year to 12:00 a.m. on November 30 of the following calendar year.
- 2. All expenditures for items that are not included in the budget for the current fiscal year shall require approval by a motion passed at a Board of Directors Meeting.
- 3. Cheques to disburse funds of the Society shall bear the signatures of The Treasurer and one other director as available from a list of Authorized Signing Directors as agreed by the Board. This list shall be subject to re-approval each year.
- 4. The financial records of the Society shall be audited by a Chartered Accountant (or by at least two qualified members of the Society other than Officers) appointed at the Annual Meeting.

ARTICLE 11. CHANGE IN CONSTITUTION AND BY-LAWS

- 1. Changes to this Constitution require a General Meeting and 2/3 of the Voting Members present to vote in favour.
- 2. By-laws of this Constitution may be made or adopted, amended or repealed by the Board of Directors provided that it is confirmed at a General Meeting of the Society.
- 3. This Constitution shall comply with the requirements of the Agricultural Societies Act of Ontario and any changes to the Act that may from time-to-time be made.

ARTICLE 12. DUTIES OF OFFICERS

- 1. Officers of the Society are responsible for the safekeeping of:
 - a) deeds, title papers and other documents relating to the Society's property.
 - b) at least one copy of minutes and 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 of the Society or appoint a deputy to do so and keep true minutes thereof;
 - 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 of the Society
 - IV. A list of members of the Society and their addresses
 - V. A list of 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 auditor's reports.
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) keep or cause to be kept proper books of account and make or cause to be made entries of all receipts and expenditures of the Society;
 - d) prepare the annual financial statements of the Society, and
 - e) prepare reports showing the financial position of the Society as the Officers from time to time direct.