

MOUNTAIN TOWNSHIP AGRICULTURAL SOCIETY

CONSTITUTION AND BY-LAWS

ARTICLE I **NAME**

The name of the Society shall be "MOUNTAIN TOWNSHIP 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 "the Act", and all articles of this Constitution shall be read to conform to said Agricultural and Horticultural Organizations Act and its regulations.

ARTICLE III **OBJECTS**

- (1) The objects 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.
 - (f) Developing and conducting activities to encourage young people to participate in the activities of the Society
- (2) 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 objects.
- (3) It is a condition of the payment of a grant that none of the funds of the organization, from whatever source derived, have been expended in a manner inconsistent with the objects of the organization.

ARTICLE IV **HEAD OFFICE**

The head office of the Society shall be located in the Township of North Dundas, in the County of Dundas and 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) Every person shall be entitled to be a member of the Society by paying the annual fee of the Society but no person up to the age of 18 years is eligible to vote at meetings of the Society.
- (2) There shall be an annual membership fee as shall be determined from time to time by the Board of Directors, but in no event to be less than \$2.00 as required by the "the Act".

- (3) Categories of Membership:
 - (a) Active members – See Article V (1)
 - (b) Junior Members – between ages of 14 years of age up to and including 17 years of age and are not required to pay a membership fee.
 - (c) Business Members - A firm, an association, or a corporation may become a member of the Society by payment of the annual fee, but the name of one person only in any one year may be entered as the representative or agent of such firm, association or corporation and that person only shall exercise the privileges of membership in the Society.
- (4) Privileges of Membership – A member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, but in any event, every member who has paid membership for the previous year will be entitled to vote at the Annual General Meeting for that year providing membership is paid up to and including the date of the AGM.

ARTICLE VI DIRECTORS

- (1) The Board of Directors shall consist of a maximum of twenty-five, (25) elected from among the membership at the Annual General Meeting. In addition, four (4) Junior Directors up to and attaining the age of 18 years, may be elected as non-voting members of the Board.
- (2) Directors shall be eligible for re-election at the end of the two-year term, alternating odd and even years. Junior Directors shall hold office for a period of one year at a time and shall be eligible for re-election at the end of each term until attaining the age of 19 years.
- (3) Directors shall be required to attend at least six (6) meetings of the Society during each year. In the event that a Director fails to attend at least six (6) meetings of the Society during each year, the Board of Directors may remove such director from the Board and appoint any eligible member of the Society to fill such vacancy for the remainder of the term.
- (4) In the event of a vacancy occurring on the Board caused by the death of or resignation of any Director, or otherwise, failure to attend a minimum of six (6) meetings the remaining members of the Board shall have power to appoint any eligible member of the Society to fill such vacancy until the next AGM. When four (4) or more vacancies on the Board of Directors occurs at the same time, a special general meeting of the Society shall be called for the purpose of electing Directors to fill the vacancies.
- (5) The Board of Directors shall have power to act for 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 elect from among themselves, at a meeting to be held immediately following the Annual Meeting, a President, 1st Vice-President, 2nd Vice-President to be known as the Officers of the Society.
- (2) The President, 1st Vice-President, 2nd Vice-President, Past President and all remaining Directors, making it up to a maximum of 25 Directors, shall constitute the Board of Directors.

- (3) Executive of the Board shall consist of the following positions: President, first Vice-President, 2nd Vice President, and Past President. Hereto known as the Executive.
- (4) The office for President, 1st Vice-President and 2nd Vice-President will be for a two (2) year term.
- (5) The Executive of the Board shall appoint a Secretary and a Treasurer, or a Secretary - Treasurer in an Honorarium position who shall remain in office as decided upon by the Executive.
- (6) The Treasurer or Secretary-Treasurer of the Society, before entering upon the duties of their office, shall give Bond for the faithful performances of their 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 Treasurer or Secretary-Treasurer and to report thereon to the Society.
 - (b) If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be personally responsible for all funds of the Society that may have been received by the Treasurer.

ARTICLE VIII **MEETINGS OF THE SOCIETY**

(1) Notice of Meetings

At least two (2) weeks' notice of every AGM shall be given by publication of a notice of the meeting in at least one (1) newspaper having a general circulation in the municipality in which the headquarters of the Society is situated and by notifying all members of the Society at the contact information registered with the Society through electronic or other means as well as posting said notice on Society's website.

(2) Annual General Meeting (AGM)

- (a) The AGM of the Society shall be held in the month of January each year as determined by the Board of Directors.
- (b) Nine (9) members shall constitute a quorum at the Annual General Meeting.
- (c) At the Annual General Meeting (AGM)
 - (i) The Board shall present a report of the 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 and Junior Directors shall be elected.
 - (iii) Auditor(s) shall be appointed for upcoming year.
 - (iv) The Secretary shall make available a list of those members eligible to hold office in accordance with the by-laws of the Society.

- (3) Membership fees for the previous year will be accepted up to and including the day of the AGM.
- (4) Special General Meeting
On the petition of 10 members of the Society the Secretary and in the Secretary's absence the President or 1st Vice President shall call a special general meeting for the transaction of the business mentioned in the petition and the meeting shall be advertised in the manner described in Article VIII.

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 their absence, the 1st 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. A meeting of the Board may be held immediately following any annual, regular or special meeting of the Society without notice.
- (2) Quorum
50% plus 1 members of the Board shall constitute a quorum.
- (3) Voting
At a Board meeting, only the elected Directors are eligible to vote. Non- voting Junior Directors are present to include opinions, offer suggestions, etc.
- (a) Proxies are not permitted at any General or Annual Meeting of the Society.
 - (b) Unless a poll is demanded, every motion submitted to a meeting shall be decided by a show of hands.
 - (c) All motions proposed for the consideration of the members shall be decided by a simple majority of votes cast thereon, unless a greater majority is required by law or by by-laws.
 - (d) A Secretary and /or Treasurer is not entitled to vote at Board and AGM Meetings.
- (4) Powers and Duties
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 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 policies and practices approved by the membership.
 - (e) Authorize expenditures and obtain funds necessary for the operation of the Society.

- (f) Be responsible for the management of the affairs of the Society between general meetings.
- (g) Ensure the overall activities of the Society harmonize with the objectives of the Society.
- h) Promote and ensure public safety when organizing and holding agricultural exhibitions and events by following the fairground emergency plans which will be reviewed on an annual basis by a committee of 3 - 4 Directors.

(5) Committees and Sub Committees

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.

ARTICLE X **CONFLICT OF INTEREST**

- (1) Where a Director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, the individual 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 OR shall withdraw from the meeting when the matter is being discussed if requested to do so by a majority of the members present at the meeting.

ARTICLE XI **INDEMNIFICATION**

- (1) The Society shall purchase Director's insurance for each Director.
- (2) The Society will indemnify and save harmless the Directors, Secretary, and Treasurer for all actions undertaken to them in good faith on behalf of the Society, claims, suits or proceedings brought against them provided that no Director shall be indemnified by the Society in respect to any liability, costs charges or expenses that he/she sustains as a result of his/her own fraud, dishonesty, willful neglect and willful default.

ARTICLE XII **FINANCES**

- (1) All monies belonging to the Society shall be deposited in a bank account in the name of the Society at a Branch of a Charter Bank or Trust Company in Canada by any Officers so designated by the Board.
- (2) Other than expenditures made in the course of ordinary business of the Society, no cheque or any other order of payment of monies shall be issued unless signed by in accordance with a resolution made by the Board. Cheques to disburse the funds of the Society shall bear the signatures of two (2) Officers or Directors authorized by resolution of the Board from time to time.
- (3) The fiscal year of the Society shall be from January 1st to December 31st.
- (4) The financial records of the Society shall be audited by a qualified accountant appointed at the AGM.
- (5) The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.

(6) No property of the Society can be sold except in accordance with a resolution from the Board.

(7) Remuneration

No Officer, Director or member of the Society, except for the Secretary, Treasurer, Secretary-Treasurer or Hall Manager, shall receive any remuneration for carrying out his/her duties as Officer, Director or member, but traveling and living expenses may be allowed any Officer, Director, or member while engaged in duties on behalf of the Society and Board may fix such remuneration and traveling and living expenses shall be payable out of the funds of the Society.

ARTICLE XIII **ADMINISTRATION**

(1) Execution of Documents

Deeds, transfers, contracts and other documents may be signed on behalf of the Society by two Officers, one being the President and another stated signing Officer.

(2) The Board of Directors shall from time to time ensure that the books and records prescribed under “the Act” are kept by the Society and such books, together with all other records shall be open to inspection with reasonable notice.

(3) Records of the Society

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) Financial books and records of the Society.

(4) All records of the Society will be kept at the Head Office for a period of seven (7) years at which time they will be saved and stored on electronic device.

ARTICLE XIV **DUTIES OF OFFICERS**

(1) The President of the Society shall:

- (i) Be a member in good standing and a Director with the requirement of three (3) years Director’s experience.
- (ii) Chair all meetings.
- (iii) Be responsible for management and supervision of the affairs and operations of the Society.
- (iv) Have signing authority.
- (v) Represent and promote the organization.
- (vi) Have no vote unless tie in voting.

(2) The First Vice-President of the Society shall:

(i) Be a member in good standing and a Director with the requirement of three (3) year Director's experience.

(ii) Carry out duties as prescribed by the Board of Directors.

(iv) Assist and act as President in absence of President.

(v) Become President if a vacancy occurs.

(3) The Second Vice-President of the Society shall:

(i) Be a member in good standing and a Director with the requirement of three (3) years as chairman of committee/event.

(ii) Carry out duties as prescribed by the Board of Directors.

(4) The Secretary of the Society shall:

(i) Be appointed by the Executive of the Board of Directors.

(ii) Attend all meetings of the Society and keep true minutes thereof

(iii) Conduct the correspondence of the Society; and

(iv) Keep a record of:

(a) All business transactions of the Society;

(b) All resolutions passed by the Society;

(c) All amendments to the By-laws of the Society;

(d) A list of the members of the Society and their addresses;

(e) A list of the names and addresses of persons to which prize money is paid and the amounts paid to each person;

(f) All reports of committees that may from time to time be appointed by the Society; and

(g) All annual statements and financial and auditor's reports.

(5) The Treasurer of the Society shall:

(i) Be appointed by the Executive of the Board of Directors

(ii) Follow the policies as determined by the Board of Directors;

(iii) Receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, as directed by the Society;

(iv) Keep the securities of the Society in safe custody;

(v) 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;

- (vi) Prepare the annual financial statements of the Society
- (vii) Work with appointed auditors to ensure financial review is conducted,
- (viii) Prepare reports showing the financial position of the Society, as the Officers direct, for each meeting.
- (ix) Keep copies of all annual statements and financial and auditor's reports

ARTICLE XV CHANGE IN CONSTITUTION

- (1) By-laws or the constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is confirmed at an AGM or regular meeting of the Society or at a special meeting of which notice has been given in the manner provided by article VIII (1).
- (2) 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 the constitution.

ARTICLE XVI DISSOLUTION

- (1) In the event of dissolution of the Society, after payment of all debts and liabilities, the remaining assets shall be distributed to: Registered Canadian Charity, nearby Agricultural Society, other organizations within the community, or as defined by the Board of Directors.

ARTICLE XVIII ADOPTION

- (1) This constitution adopted at an Annual or Special Meeting of the Mountain Township Agricultural Society shall become effective as of the date of the meeting and remain so until amendment or repeal.

Approved and adopted as amended at the Annual General Meeting of the Mountain Township Agricultural Society, November 16, 2020.

Signed

MTAS President

MTAS 1st Vice President