

**CONSTITUTION & BY-LAWS**  
**OF THE**  
**ROXBOROUGH AGRICULTURAL SOCIETY**  
**Approved: November 16, 2021**



**ARTICLE I – NAME**

Section 1. The name of the Society shall be “The Roxborough Agricultural Society” henceforth known as “the society”.

**ARTICLE II – AUTHORITY**

Section 1. The Society is organized under the authority of the Agricultural and Horticultural Organizations Act of the Province of Ontario, and all Articles of this document shall be read to conform with said Agricultural and Horticultural Organizations Act.

**ARTICLE III – PURPOSES**

Section 1. 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:

- A. 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:
1. Researching the needs of the agricultural community and developing programs to meet those needs;
  2. Holding agricultural exhibitions featuring competitions for which prizes may be awarded;
  3. Promoting the conservation of natural resources;
  4. Encouraging the beautification of the agricultural community;
  5. Supporting and providing facilities to encourage activities intended to enrich rural life.

Section 2. A society that expends any of its funds in a manner inconsistent with the objects set out in this article forfeits all claims to participate in any legislative grant.

**ARTICLE IV- HEAD OFFICE**

Section 1. The head office of the Society shall be located in the country of Stormont 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**

- Section 1. There shall be three levels of membership: Active Members, Associate Members and Corporate Members.
- Section 2. There shall be an annual membership fee as shall be determined from time to time by the Board of Directors.
- Section 3. Every person shall be entitled to be a Member of the Society by paying the Annual Fee of the Society.
- Section 4. Privileges of Membership
- A. A member shall be entitled to participate in the activities of the Society and shall be defined by the Board of Directors each year.
- Section 5. Types of membership
- A. Active Membership
1. Active Membership shall be considered the regular type of membership;
  2. Only those eighteen years of age or older are eligible for Active Membership;
  3. Active Members have speaking and voting rights at any General Meeting;
- B. Associate Membership
1. Associate Membership is open to those who do not meet all the requirements for Active Membership but nevertheless declare an intention to pursue the stated purposes of the Society;
  2. Associate Members do not have voting rights at any General Meeting;
  3. Associate Members have speaking rights at any General Meeting;
- C. Corporate Membership
1. A Firm or an Incorporated Company may become a Corporate Member by payment of the Annual Fee;
  2. 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 Active Membership in the Society.
- Section 6. Removals

- A. Any Member may be removed by a vote of three-quarters of the Directors present at a Directors Meeting called for that purpose.

#### **ARTICLE VI – BOARD OF DIRECTORS**

##### Section 1. Composition

- A. The Board of Directors shall consist of twelve Directors.

##### Section 2. Responsibilities

- A. 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;
- B. Where 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 of, discussion of, or vote on any question with respect to the matter;
- C. Directors of the Society are responsible for the safe custody of deeds, titles papers and other documents relating to the Society's property;
- D. It shall be the duty of the Board of Directors in each and every year to inquire into the sufficiency of the security given by the Treasurer and to report thereon to the Society.

##### Section 3. Eligibility

- A. Any Active Member is eligible to be a Director;
- B. Directors shall be eligible for re-election at the end of one year.

##### Section 4. Elections

- A. The Active Membership shall elect at each Annual General Meeting from themselves twelve Directors for a term of one year.

##### Section 5. Vacancies

- A. In the event of a vacancy occurring on the Board of Directors the remaining Directors shall have the power to appoint any Active 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 and Directors elected to fill the vacancies.

##### Section 6. Removals

- A. Any Director may be removed by a vote of three-quarters of the Directors present at a Directors Meeting called for that purpose.

#### **ARTICLE VII – EXECUTIVE OFFICERS**

##### Section 1. Composition

- A. The Executive Officers shall be President, 1st Vice President, 2nd Vice President, Secretary and Treasurer and shall serve until their successors are elected.

##### Section 2. Responsibilities

- A. The Officers of the Society are responsible for the safe custody of:
  - 1. Deeds, titles papers and other documents relating to the Society's property;
  - 2. At least one copy of minutes of proceedings, resolutions, and By-Laws of the Society;
  - 3. Books and records of the Society;
- B. The Board shall:
  - 1. Take the initiative in preparing Policies and actions for the consideration and possible adoption by the Membership;
  - 2. Put into effect all Policies and actions approved by the Membership;
  - 3. Have the power to enter into contracts in the name of the Society in accordance with the Policies and practices approved by the Members;
  - 4. Be responsible for the management of the affairs of the Society between General Meetings;
- C. The President shall:
  - 1. Serve as the official spokesperson of the Society;
  - 2. Serve as the Chair of all General Meetings, Director Meetings and Executive Meetings;
  - 3. Serve as a Member of all Committees ex-officio;
  - 4. Develop a succession plan for the Executive Officers in consultation with the Board of Directors;

5. Have the responsibility to create and maintain a meeting environment that is respectful, professional and conducive to co-operation, enthusiasm and support;
  6. Oversee all aspects of the Society, including coordination between Officers;
    - i. It is recommended that the President appoint the 1<sup>st</sup> Vice President to assist with this responsibility;
- D. The 1<sup>st</sup> Vice President shall:
1. Fulfill the responsibilities of the President in the event that the President is unable to do so;
  2. Be responsible to complete all facility bookings for Events, General Meetings, Director Meetings and Executive Meetings as required;
  3. Perform such other duties as are delegated to them;
- E. The 2<sup>nd</sup> Vice President shall:
1. Fulfill the responsibilities of the 1<sup>st</sup> Vice President in the event that the 1<sup>st</sup> Vice President is unable to do so;
  2. Perform such other duties as are delegated to them;
- F. The Treasurer of the Society shall:
1. 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;
  2. Keep the securities of the Society in safe custody;
  3. Keep or cause to be kept proper books of account or make or cause to be made entries of all receipts and expenditures of the Society;
  4. Prepare the annual financial statements of the Society; and
  5. Prepare reports showing the financial position of the Society, as the Directors may request from time to time;
  6. Keep record of a list of the names and addresses of persons to whom prize money is paid and amounts paid to each person;

7. In the event that the President, 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President are not present at a General Meeting, the Treasurer shall serve as Chair of that Meeting;

8. Perform such other duties as are delegated to them;

G. The Secretary of the Society shall:

1. Attend all Meetings of the Society and keep true minutes thereof;

2. Conduct the correspondence of the Society; and

3. Keep a record of:

i. All motions 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;

v. All reports of Committees that may from time to time be appointed by the Society; and

vi. All annual statements, financial statements and auditors reports;

4. Perform such other duties as are delegated to them;

5. In the case that the Secretary is not available to perform their duties for an individual meeting, the Directors may appoint one of their own to be Acting Secretary for said meeting.

Section 3. Eligibility

A. Any Director is eligible to be an Officer;

Section 4. Elections

A. Any Active Member may submit Nominations for Executive Officer positions to the Nominations Committee, who will present a slate of nominations at the Annual General Meeting;

B. The Executive Officers shall be elected at the Annual General Meeting.

Section 5. Vacancies

- A. In the event that the office of the President is vacant, then the 1<sup>st</sup> Vice President shall assume the office of the President;
- B. In the event that the office of the 1<sup>st</sup> Vice President is vacant, then the 2<sup>nd</sup> Vice President shall assume the office of the 1<sup>st</sup> Vice President;
- C. In the event that the office of the 2<sup>nd</sup> Vice President, Treasurer or Secretary are vacant, the remaining Directors shall have the power to appoint any Director of the Society to fill such vacancy.

#### **ARTICLE VIII - MEETINGS**

##### Section 1. Methods of Attendance

- A. Any person shall be considered present at a Meeting if they are either physically present, or are using a technology that allows all participating Members to hear each other at the same time;
  - 1. It is preferred that participating Members be physically present;
  - 2. The opportunity to use technology to participate in a Meeting may be available at the discretion of the Board of Directors.

##### Section 2. Voting Rules

- A. Proxies are not permitted.
- B. In the event of a tie vote, the President may choose to change their vote in order to break the tie;
- C. In the event of a motion that has been submitted in advance and is to be voted upon at an upcoming Meeting to which an Active Member is eligible to vote at, said Member may submit their vote in writing;
  - 1. Written Votes must be:
    - i. Received before the Meeting is called to order;
    - ii. Submitted to the Secretary or to the President on paper, or via email;
    - iii. Include the name of the voting Member, the date of the Meeting of the vote, the motion in question and their vote on the motion;

- iv. Noted in the Meeting minutes.
2. The Board of Directors may, at its own discretion, decide to vote on motions between meetings by electronic means;
    - i. Only Directors may present motions (with rationale) by electronic means;
    - ii. Motions presented by electronic means are held to the same quorum guidelines as Director Meetings;
    - iii. Only Directors may vote on motions presented by electronic means;
    - iv. The Director who makes a motion by electronic means shall be accepted to be in favour of the motion. The first Director who responds in the affirmative on the motion shall be accepted as to have seconded the motion;
    - v. Motions issued by electronic means shall hold votes open for seven (7) days. Once it is assured that the motion has passed or failed based on submitted votes, the motion may be declared as such by the President or a Vice-President;
    - vi. Record of electronic votes shall be recorded in the Meeting Minutes of the next Regular Meeting or the next Director Meeting (whichever comes first).

### Section 3. General Meetings

- A. General Meetings are open to all Members;
- B. Regular Meetings
  1. A Regular Meeting may decide on all matters brought to it by the Board of Directors;
  2. Called By
    - i. Regular Meetings are called by the President on a regular schedule;

3. Notice

- i. Notice shall be sent to Members at least two weeks in advance;

4. Attendance

- i. All Members are permitted to attend;
- ii. Guests that the Board of Directors should choose to invite are permitted to attend;

5. Quorum

- i. Ten Members shall constitute quorum for a Regular Meeting;
- ii. Those in attendance must include the following for the transaction of business (at minimum):
  - (a) Two Executive Officers; and
  - (b) Three other Directors;

6. Voting Rights

- i. All Active Members have voting rights at a Regular Meeting;

7. Agenda

- i. The agenda shall be set by the President or designee;

C. Special General Meetings

1. Called By

- i. A Special General Meeting shall be called by the Secretary upon the petition of at least ten Active Members of the Society;
  - (a) In the absence of the Secretary, the President or 1<sup>st</sup> Vice President shall call said Special General Meeting;

- (b) Said petition must outline the business to be addressed at the Special General Meeting;
  - ii. A Special General Meeting shall be called by the Secretary upon the direction of the President, or by any three Directors;
2. Notice
- i. At least two weeks notice shall be given for every Special General Meeting by the Secretary as directed by the Board of Directors;
3. Attendance
- i. Those permitted to attend a Special General Meeting are the same as for a Regular Meeting;
4. Quorum
- i. Quorum for a Special General Meeting is the same as a Regular Meeting;
5. Voting Rights
- i. The voting rights for a Special General Meeting are the same as for a Regular Meeting;
6. Agenda
- i. The only business permitted at a Special General Meeting is the business for which the Meeting was called;
7. A Special General Meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society;
- i. Quorum for such a Special General Meeting is the same as an Annual General Meeting;
  - ii. Only those persons who are Active Members for the current year and who were Members for the two previous years are entitled to vote at this Special General Meeting;

D. Annual General Meeting (AGM)

1. The Annual Meeting of the Society shall be held in January in each year;
2. Called By
  - i. Annual General Meetings are called by the President;
3. Notice
  - i. At least two weeks notice shall be given for every AGM by the Secretary as directed by the Board of Directors;
4. Attendance
  - i. All Members are permitted to attend;
  - ii. Guests that the Board of Directors should choose to invite are permitted to attend;
5. Quorum
  - i. Twenty Members shall constitute a quorum at an AGM;
  - ii. Those in attendance must include the following for the transaction of business (at minimum):
    - (a) Two Executive Officers; and
    - (b) Three other Directors;
6. Voting Rights
  - i. Only Active Members who were also Active Members for the previous year have voting rights at an AGM;
7. Agenda
  - i. The Agenda shall follow as such:
    - (a) Call to order
    - (b) Approval of the Minutes of the Previous AGM

- (c) Guest Speaker
- (d) Correspondence
- (e) Financial Report
- (f) Business Arising (from previous AGM)
- (g) President's Remarks on the year completed
- (h) Elections
  - (i) Directors
  - (ii) Officers
- (i) Appointments
- (j) Committee Membership Approval
- (k) Appointment of Auditors
- (l) Budget Review
- (m) Conference Delegations
- (n) President's Remarks on the year beginning
- (o) Service awards
- (p) Adjournment

- ii. 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;

#### Section 4. Director Meetings

##### A. Called By

- 1. A Director Meeting shall be called by the Secretary upon the direction of the President, or by any three Directors;

##### B. Notice

- 1. Notice must be given to all Directors and Officers at least three days in advance;
- 2. A Special Director Meeting may be held immediately following any General Meeting of the Society without Notice;

##### C. Attendance

- 1. Only Directors and Officers are permitted to attend Director Meetings;

2. Guests that the Board of Directors should choose to invite are permitted to attend;

D. Quorum

1. Five Directors shall constitute quorum at a Director Meetings;
2. Those in attendance must include the following for the transaction of business (at minimum):
  - i. At least two Executive Officers; and
  - ii. At least 1 Director who is not an Officer;

E. Voting Rights

1. Only Directors have voting rights at Director Meetings;

F. Agenda

1. The agenda shall be set by the President or designee;

Section 5. Executive Meetings

A. Called By

1. An Executive Meeting shall be called by the Secretary upon the direction of the President;

B. Attendance

1. Only Executive Officers are permitted to attend Executive Meetings;
2. Guests that the Executive should choose to invite are permitted to attend;

C. Quorum

1. Three Executive Officers shall be quorum for an Executive Meeting;

D. Voting Rights

1. Only Executive Officers shall have voting rights at an Executive Meeting;

Section 6. Committee Meetings

A. Called By

1. Committee Meetings shall be called by the Committee Chair;

B. Notice

1. At least 48 hours notice shall be given;

C. Attendance

1. Members of said committee are permitted to attend;

D. Quorum

1. A majority of the Committee shall be quorum;

E. Voting Rights

1. All Committee Members have voting rights within the Committee;

F. Agenda

1. The Committee Meeting agenda shall be set by the Committee Chair.

#### **ARTICLE IX - COMMITTEES**

Section 1. The Board may establish Committees from time to time in order to conduct its business more effectively. All Committees are accountable to the Board of Directors.

Section 2. Committee Chairs must be Active Members.

Section 3. Standing Committees are as follows:

- A. Grounds, Exhibition Hall, Nominating, Dining Hall, Entertainment, Advertising/Promotions, Finance, Fair Book, Baby Contest, Junior Agriculture, Agricultural Displays, Horses, Concessions, Beer Gardens, Gates & Tickets, Storage.

Section 4. Terms of reference for all Committees shall include the following:

- A. The status of the Committee (standing or ad hoc);
- B. The type of Committee (discussion, working, task force, etc.);
- C. The overall purpose;
- D. Any specific directives defining goals or tasks;
- E. The relationship to any other overlapping activities of the Society;
- F. 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 members;
- G. The assignment of any staff of Associate Members;
- H. Any special mode of operation;
- I. An upper limit of expenses the Committee can incur;
- J. The preferred time and mode of reporting.

#### **ARTICLE X - FINANCES**

- Section 1. The fiscal year of the Society shall be from January 1 to December 31.
- Section 2. 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 General Meeting or a Director's Board meeting.
- Section 3. Cheques to disburse the funds of the Society shall bear the signature of two of the any four Directors that have been appointed by the Board of Directors as authorized signing authorities with the Bank that the Society has deposited it funds.
- Section 4. The Financial Records of the Society shall be audited by at least two individuals who are appointed at the Annual Meeting. These must not be Directors of the Society.
- Section 5. Remuneration - No Officer, Director or Member of the Society, except the Secretary, Treasurer, Secretary-Treasurer or Manager, shall receive any remuneration for carrying out their duties as an 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 the Board may fix such remuneration and traveling and living expenses which shall be payable out of the funds of the Society.
- Section 6. The financial accounts and other books of the Society shall be made available for inspection by Members' reasonable request.

Section 7. Money borrowed should not exceed \$ 25,000.00 without a Special General Meeting.

#### **ARTICLE XI – POLICIES**

Section 1. Policies of the Society are binding on all Members, staff, volunteers and other persons as defined within said Policies.

Section 2. Policies are to be reviewed and approved annually by a motion to do so at the AGM.

Section 3. Policies may be adopted or amended by a 2/3 affirmative vote of the Directors present at any Regular or Director Meeting.

#### **ARTICLE XII - RULES OF ORDER**

Section 1. The parliamentary authority of this Society shall be Robert's Rules of Order 11<sup>th</sup> Edition, Newly Revised (or subsequent document). Procedures lined out in Society documents shall supersede the Parliamentary Authority.

#### **ARTICLE XIII - DISSOLUTION OF THE SOCIETY**

Section 1. Upon Dissolution of the Society and after payment of its' debts and liabilities; its remaining property should be distributed or disposed of, to a Charitable Organization which carries on work solely in the province of Ontario.

#### **ARTICLE XIV - AMMENDMENTS**

Section 1. These Constitution & By-Laws may be amended by a two-thirds vote of the Active Members present at any General Meeting, provided notice of the proposed amendment has been given at either a previous General Meeting or a previous Director Meeting.

Section 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 this Constitution.

**Understanding Roles**

Members (60+)		
Active Members	Associate Members	Corporate Members
Directors (12)		
Executive Officers (5)		

\*Committee Chairs must be Active Members

\*Committee Members need not be Members

**Understanding Meetings**

	General Meetings			Director Meeting	Executive Meeting	Committee Meeting
	Regular Meetings	Special General Meetings	Annual General Meeting			
<b>Called By</b>	President	(A) President, (B) 3 Directors, or (C) 10 Active Members	President	(A) President, or (B) 3 Directors	President	Committee Chair
<b>Notice</b>	2 Weeks			3 Days	Not Specified	48 hrs
<b>Attendance</b>	Members & Guests of Board			Directors & Guests of Board	Executive Officers and their guests	Committee Members
<b>Quorum</b>	10 Members, Including at least (A) 2 Executive Officers, and (B) 3 other Directors		20 Members, Including at least (A) 2 Executive Officers, and (B) 3 other Directors	5 Directors, including at least 2 Executive Officers and 1 non-Executive Officer	3 Executive Officers	Majority of Committee Members
<b>Voting Rights</b>	Active Members		Active Members who were also Active Members in the previous year	Directors	Executive Officers	Committee Members
<b>Agenda</b>	Set by President	Only what meeting was called for	Guideline in Constitution	Set by President	Set by President	Set by Committee Chair

A Special Director Meeting may be held immediately following any General Meeting of the Society without Notice