

# THE RUSSELL AGRICULTURAL SOCIETY

## Constitution

Whereas the Russell Agricultural Society is revising its' constitution and organizational by-laws, the bylaws and constitution date January, 2018 is hereby repealed and replaced with the following:

### 1. NAME

The name of the Society shall be "The Russell Agricultural Society" henceforth known as "the Society".

### 2. AUTHORITY

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 to said *Agricultural and Horticultural Organizations Act*.

### 3. 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; and
- (f) Conducting or promoting horse races when authorized to do so by a by-law 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.

### 4. HEAD OFFICE

The head office of the Society shall be located in the Township of Russell, in the County of Russell and the Province of Ontario and at such a place therein as may be determined from time to time by the Board of Directors of the Society.

## **5. MEMBERSHIP**

- (1) Every person shall be entitled to be a member of the Society upon the payment of the annual fee as set out in a by-law of the Society.
- (2) 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 only that person shall exercise the privileges of membership in the Society.
- (3) Requirements for membership – payment of the annual fee as determined by by-law of the Society by September 30 of the current year.
- (4) Privileges of membership – a member in good standing, as described in the Society bylaws, shall be entitled to participate in the activities of the Society defined by the Board of Directors from time to time.
- (5) Pursuant to the *Agricultural and Horticultural Organizations Act*, no member under the age of eighteen years is eligible to vote at meetings of the Society.

## **6. DIRECTORS**

- (1) The Board of Directors shall consist of a minimum of (12) and a maximum of forty (40). The number of Directors to be elected at the annual meeting of the members shall be determined from time to time by resolution of the Directors.
- (2) The members shall elect for a term at each annual meeting the number of Directors as established by the resolution in sub-section (1) immediately above.
- (3) Directors shall be eligible for re-election at the end of the term, provided that they are Directors in good standing as defined by the bylaws.
- (4) Directors must be diligent in their positions and duty by being familiar with all aspects of the Society operations by attending monthly board meetings. Directors shall be required to attend sixty percent (60%) of the regular monthly board meetings of the Society during each year. In the event a Director fails to continue in good standing as defined by the bylaws, the Board of Directors may remove the Director from the Board and appoint any member of the Society to fill such vacancy for the remainder of the term.
- (5) In the event of a vacancy occurring on the Board of Directors, caused by the death of or resignation of any director, the remaining members of the Board of Directors shall have power to appoint any member of the Society to fill such vacancy.
- (6) When three (3) 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.
- (7) Where a Director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he/she shall disclose his/her interest and shall not take

part in the consideration of, discussion of, or vote on any question with respect to the matter.

- (8) 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.
- (9) Every Director and Officer of the Society and his/her heirs, executors, administrators and other legal personal representative shall, from time to time, be indemnified and saved harmless by the Society from and against:
  - a. Any liability and all costs, charges and expenses that such director or officers sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his/her office; and
  - b. All other costs, charges and expenses that he/she sustains or incurs in respect of the affairs of the Society, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
- (10) A maximum of six (6) junior directors between the ages of 13 and 17, both inclusive, shall be elected at the annual meeting of the Society. A junior director shall be eligible for re-election at the end of the one-year term. Junior directors do not have the right to vote at any meeting of the Society.

## **7. OFFICERS**

- (1) Following the election of Directors at the annual meeting and during an adjournment of the annual meeting for the purposes of allowing the Board of newly-elected Directors to meet, the Directors shall appoint from among themselves a President, Treasurer, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Homecraft Representative to be known as the Officers and Executive Board of the Society.
- (2) The President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Homecraft Representative, Immediate Past President, Treasurer, Secretary and the remaining directors shall constitute the Board of Directors.
- (3) If the Executive Board hires a Secretary or Treasurer or Secretary-Treasurer, this staff shall become ex-officio members of the Board and Executive Board and shall not have a vote. Hired staff shall keep an accurate account of the proceedings of Board Meetings and general meetings acting as directed and with the approval of the Board. The office of the Secretary shall include and may be called an Executive Assistant, or Office Manager.
- (4) The Secretary, Treasurer and/or Secretary-Treasurer to the Society, before entering upon the duties of his/her office, shall give security to cover against any loss of funds of the Society and for the faithful performance of his/her duties and especially for the due accounting for and paying over all monies which may come into his/her hands. A signed confidentiality agreement will also be required and be included in the contract for hire.
  - 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 and/or Secretary-Treasurer and to report thereon to the Society.

- b. If the Board of Directors neglects to procure and maintain proper and sufficient security, each Director of the Board is personally liable for any loss suffered by the Society thereby.
- (5) The Treasurer and/or the Secretary-Treasurer may appoint a bookkeeper subject to the approval of the Board of Directors. The functions of the bookkeeper shall be under the direct management and control of the Treasurer and/ or the Secretary-Treasurer.

## 8. MEETINGS OF THE SOCIETY

- (1)
- a. Only those members of the Society who have paid their annual membership fee for the current year and are members in good standing as defined by the by-laws, are entitled to vote at meetings.
  - b. Unless a poll or ballot request is demanded, every question submitted to a meeting shall be decided by a show of hands.
  - c. All questions 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 the by-laws.
  - d. No person under the age of eighteen years of age may vote at any meeting of the Society.

(2) Proxies are not permitted at any meeting of the Society.

### (3) Annual Meeting

- a. The annual meeting of the Society shall be held in the month of January in each year or as determined by the Board of Directors, and within 15 months of the last annual meeting as per the *Agricultural and Horticultural Organizations Act*.
- b. Twenty (20) members shall constitute a quorum at the annual meeting.
- c. At the Annual Meeting:
  - i. The Board of Directors shall present a report of the activities and accomplishments of the Society during the previous year and audited/unaudited financial statements for the previous year. All retiring Directors are to present an overview of the activities to members as per the *Agricultural and Horticultural Organizations Act*.
  - ii. The Directors and junior Directors shall be elected by the membership.
  - iii. The Officers and Executive shall be appointed by the Elected Board.
  - iv. Accountants shall be appointed. Auditor(s) shall be appointed should it be determined by the Board that an audit is required to satisfy specific grant or other requirements.

- v. The Secretary shall make available a list of those members eligible to vote and hold office in accordance with the by-laws of the Society.
- vi. Such other business as is appropriate shall be presented.

d. At least two weeks notice of every annual meeting shall be given through social media venues, direct mail or print. The notice shall include the date, location and time of the annual general meeting.

#### (4) General Board Meetings

- a. Fifty percent of Elected Directors +1 shall constitute a quorum for a General board meeting.
- b. A general meeting may decide on all matters brought to it by the Board of Directors.

#### (5) Special General Meetings

- a. On the petition of ten (10) members of the Society, the Secretary and, in his/her absence, the President or 1<sup>st</sup> 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 prescribed by Article 8 (3d) above.
- b. A Special General meeting shall be called to deal with the purchasing, selling, mortgaging, leasing or otherwise disposing of property owned by the Society.
- c. Twenty (20) members shall constitute a quorum for a Special General meeting.
- d. A special general meeting may decide only on the matter giving rise to the Special General meeting.

### 9. DIRECTORS' MEETINGS

- (1) A meeting of the Board of Directors shall be called by the Secretary upon the direction of the President or, in his absence, the 1<sup>st</sup> 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, providing that a meeting of the Board may be held immediately following any annual, regular or special meeting of the Society without notice.
- (2) Past Presidents Association consisting of all past presidents of the Society will act as an advisory to the Board of Directors. They are welcome to attend all meetings provided they are members in good standing. At all meetings of the Board of Directors, any Active Past Presidents of the Society shall be considered a member of the Board of Directors in determining a quorum and shall have the right to vote at the Board of Directors meeting provide that such Past President is a member of the Society in good standing, is active as set out in the by-laws of the Society and complies with section 8 above.
- (3) Fifty percent of Elected Directors +1 shall constitute a quorum of the Board of Directors. provided that The meeting cannot proceed where more than 50% of the quorum at the commencement of the meeting is composed of attending past presidents.
- (4) Honorary Directors may be elected as ex-officio directors at the annual meeting on the recommendation of the Board of Directors. Ex-officio directors shall have the privileges of Directors with the exception of voting at Board of Director meetings.
- (5) In addition to other specific duties and powers assigned elsewhere in these by-laws, the Board of Directors 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.
- (6) The Board of Directors 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.

## **10. EXECUTIVE COMMITTEE**

Immediately following the annual meeting, an Executive Committee shall be established consisting of the President, the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President, the immediate Past President, the Homecraft Representative, the Treasurer, the Secretary all appointed by the new Board of Directors

- (1) A quorum of the Executive Committee shall consist of four (4) members of the committee.
- (2) The Secretary and the Treasurer are to attend all Executive Committee meetings, hired or appointed, but are ex-officio members if hired thus do not have a vote.
- (3) The Executive Committee has the authority to approve expenditures up to an amount of \$500 per motion at an Executive meeting, without Board ratification.
- (4) The Executive Committee is empowered to contract, employ or engage a Secretary and/or Treasurer upon such terms and conditions as the Executive Committee considers advisable, subject to the terms contained in this by-law.
- (5) All matters approved at the Executive Committee, with the exception of Section 10(4) immediately above, shall require the ratification of the Board of Directors at the next Board of Directors meeting.

## **11. FINANCES**

- (1) The fiscal year of the Society shall be from November 1<sup>st</sup> to October 31<sup>st</sup>.
- (2) The Board of Directors shall prepare and approve a budget for each current fiscal year. Budgets for Directors and Committees will be approved by the Board.
- (3) All expenditures in excess of \$100.00 that were not included in the approved budget for the current fiscal year shall require approval by a motion passed at a general meeting or at a Board of Directors meeting.
- (4) The signing officers of the Society shall be any two of the following: the President, the 1<sup>st</sup> Vice-President, the Past President and the Treasurer.

- (5) The financial records of the Society shall be audited or reviewed by a qualified accountant (or at least by two (2) persons) appointed at the annual meeting.
- (6) No officer, director or member of the Society except hired staff in the position of; Secretary-Treasurer, Bookkeeper shall receive any remuneration for carrying out his/her duties as officer, director or member, but travelling and living expenses may be allowed to any officer, director or member while engaged in duties on behalf of the Society, and the Board of Directors may fix such remuneration and travelling and living expenses which shall be payable out of the funds of the Society.
- (7) The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.
- (8) 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.

## **12. DISSOLUTION OF THE SOCIETY**

In the event of dissolution, all remaining assets will be given to a registered Canadian charity or another qualified donee described in paragraph 149(1)(i) of the Income Tax Act, RSC 1985, 5<sup>th</sup> supplement (C.1) as amended from time to time.

Qualified donees are:

- (1) Registered Canadian charities;
- (2) Registered Canadian amateur athletic associations;
- (3) Housing corporations resident in Canada and exempt from tax under Part 1 of the Act by paragraph 149(1)(i);
- (4) Canadian municipalities;
- (5) The United Nations or agencies thereof;
- (6) Universities outside Canada to which Her Majesty in right of Canada has made a gift during the taxpayer's taxation year, or the 12 months immediately preceding that taxation year;
- (7) Her Majesty in right of Canada and the provinces and agents thereof; and
- (8) Registered Canadian nation arts service organizations.

## **13. RULES OF ORDER**

Roberts Rules of Order shall govern the Society on all matters not covered by the by-laws.

## **14. CHANGES IN THE CONSTITUTION AND BY-LAWS**

- (1) By-laws of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing they are confirmed at an annual or regular meeting of the Society or at a special meeting of which notice has been given in the manner provided by Article 8. Changes in the Constitution may be made and or adopted or amended only at the annual meeting.
- (2) All regulations are set forth in the *Agricultural and Horticultural Organizations Act*, as amended from time to time, shall become a part of this by-law.

## **15. DUTIES OF OFFICERS**

(1) 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 by-laws of the Society;
- (c) Books and records of the Society.

(2) The Secretary to a Society shall:

- (a) Attend all meetings of the Society and keep true minutes thereof;
- (b) Conduct the correspondence of the Society; and
- (c) Keep a record of:
  - (i) All resolutions passed by the Society;
  - (ii) All amendments to the by-laws of the Society;
  - (iii) A list of the members of the Society and their contact information;
  - (iv) All reports of committees that may, from time to time, be appointed by the Society;
  - (v) All annual statements and financial and auditor's reports.

(3) The Treasurer to 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 or make or cause to be made entries of all receipts and expenditures of the Society and, in particular, keep a record of all business transactions of the Society and a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person.
- (d) Prepare the annual financial statement of the Society and accountant reports and keep record of all annual statements and financial and auditor's reports.
- (e) Prepare reports showing the financial position of the Society, as required by the officers from time to time.

## **16. CORPORATE SEAL**

(1) Any person authorized to sign any document may affix the corporate seal thereto.



(2) Until changed by resolution of the Board of Directors, the corporate seal of the Corporation shall be in the form impressed herein.

**17. REPEAL**

The by-laws and constitution dated the 19th day of January, 2018 is hereby repealed.

DATED at Russell, Ontario this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

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Theresa Wever , President

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Chris Therkelsen, Past President