

THE RUSSELL AGRICULTURAL SOCIETY

Articles and By-Laws

This document consists of two sections: Articles, which can only be amended at the annual meeting and By-laws which can be amended at meetings of the Board of Directors and ratified at the Annual Meeting of the Russell Agricultural Society. Nothing within this document is intended to conflict with the Agricultural and Horticultural Associations Act. Whereas the Russell Agricultural Society is revising its Articles and organizational by-laws, the bylaws and constitution date January 18, 2019 is hereby repealed and replaced with the following:

Article 1 – Name

The name of the Society shall be “The Russell Agricultural Society” henceforth known 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 and all articles of this document shall be read to conform to said *Agricultural and Horticultural Organizations Act*.

Article 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

Article 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 at such a place therein as may be determined from time to time by the Board of Directors of the Society.

Article 5 – Dissolution of the Society

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

Qualified donees are:

- (1) Registered Canadian Charities
- (2) Registered Canadian amateur athletic association
- (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 His 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) His Majesty in right of Canada and the provinces and agents thereof; and
- (8) Registered Canadian nation arts service organizations

Article 6 – 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 By-law 1 of the Society.
 - a) 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.

- b) All members or volunteers are expected to act with respect and decorum when representing the Society as defined in the Code of Conduct and Ethics. Any member or volunteer found to be in violation of this policy will be subject to a compliance review and may be removed from the board and/or membership with a 2/3 vote by the board of directors.

(2) Voting at meetings

- 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) No person under the age of eighteen years of age may vote at any meeting of the Society.

Article 7 – Directors

- (1) The Board of Directors shall consist of a minimum of twelve (12) and a maximum of thirty (30). 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.

By-law 1 – Membership

- (1) Requirements for membership:
 - a) Payment of the annual fee as set annually by the Board of Directors.
- (2) Privileges of membership – a member in good standing, as described in the Society by-laws, shall be entitled to participate in the activities of the Society defined by the Board of Directors from time to time.
- (3) 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.
- (4) Termination of membership
 - a) Unless the articles or by-laws provide otherwise, a membership is terminated when,
 - i. The member dies or resigns;
 - ii. The member is expelled or the person's membership is otherwise terminated in accordance with the articles or by-laws;
 - iii. The member's term of membership expires; or
 - iv. The Society is liquidated or dissolved
- (5) Termination of a member's rights
 - a) Unless the articles or by-laws provide otherwise, the rights of a member, including any rights in the property of the corporation, cease to exist on termination of the membership

- (6) Power to discipline or terminate a member
 - a) The articles or by-laws may provide that the directors, the members or any committee of directors or members have power to discipline a member or to terminate their membership. If the articles or by-laws provide for such a power, they must set out the circumstances and the manner in which that power may be exercised.
 - b) All members are expected to act with respect and decorum when representing the Society as defined in the Code of Conduct and Ethics.

By-law 2 – Directors

- (1) At the annual meeting, the members shall elect the Board of Directors for a term of one year beginning and ending at the annual meeting.
- (2) 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 by-laws.
- (3) 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 by-laws, 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.
- (4) If a Director is unable to attend a scheduled monthly meeting, they must notify a member of the executive at least 24 hours prior to the meeting. If a last minute circumstance prevents attendance, the director must make every attempt to contact an executive member.
- (5) If the maximum number of board members has not been exceeded, the Board may appoint additional members for the remainder of the term.
- (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 Officer and Director shall be indemnified and saved harmless out of the funds of the Society against all costs, charges and expenses incurred in and about any action or suit brought against him/her in respect of any deed performed during the execution of his/her office, except where charges or expenses are incurred as a result of his/her own willful neglect, fraud, dishonesty or willful default.
- (10) A maximum of six junior directors between the ages of 13 and 17, both inclusive, may 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.

By-law 3 – 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 elect from among themselves a President, 1st Vice President, 2nd Vice President, Secretary and Homecraft Representative to be known as the Officers and Executive Board of the Society.
- (2) The Treasurer shall be vetted and appointed by the executive.
 - a) The Treasurer, if appointed from the board, shall be considered a member of the Executive Board and therefore entitled to a vote.
 - b) If the Executive Board hires a Treasurer, this staff shall become ex-officio members of the Board and therefore is not entitled to a vote.
- (3) The President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Homecraft Representative and immediate Past President and the remaining directors shall constitute the Board of Directors.
- (4) It shall be the duty of the Board of Directors to procure and maintain proper and sufficient insurance to protect the directors, employees and volunteers.
- (5) 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.

By-law 4 – Meetings of the Society

- (1) Voting at meetings
 - a) Unless a poll or ballot request is demanded, every question submitted to a meeting shall be decided by a show of hands.
 - b) All questions proposed for the consideration of 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.

- c) 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) 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) 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 fifteen (15) months of the last annual meeting as per the *Agricultural and Horticultural Organizations Act*.
- c) Twenty (20) members shall constitute a quorum at the Annual Meeting.
- d) At the Annual Meeting:
 - i. The President shall present a summary of the previous year's activities.
 - ii. The Treasurer will report on the financial affairs of the Society.
 - iii. 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.
 - iv. The Directors and the Junior Directors shall be elected by the membership.
 - v. The Officers and Executive shall be elected by the incoming board.
 - vi. Such other business as is appropriate, shall be presented.
- e) At least two weeks' notice of every annual meeting shall be given through social media venues, email, direct mail or print. The notice shall include the date, location and time of the annual meeting.
- f) Any changes to the Articles and By-Laws will be included in the notification of the Annual Meeting.

(4) General Board of Directors Meetings

- a) Fifty percent (50%) of elected directors plus one (+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 petition of ten (10) members of the Society, the Secretary and, in his/her absence, the President or 1st Vice President shall call a Special General Meeting, within 60 days, for the transaction of the business mentioned in the petition and the meeting shall be advertised in the manner prescribed by By-law 4 Section 3.
- b) A Special General Meeting shall be called to deal with the purchasing, selling, borrowing, mortgaging, leasing or otherwise disposing of real 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.
- e) In order to vote at Special General Meetings, individuals must be members in good standing of the Society as of the date the meeting is called.

By-law 5 – Directors Meetings

- (1) A meeting of the Board of Directors shall be called by the Secretary or another member of the executive upon the direction/approval of the President or, in his/her 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, 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 have the right to establish an Association consisting of all past presidents of the Society which would 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 provided that such Past President is a member of the Society in good standing, has participated in 60% of the Board Meetings in the previous twelve (12) months as set out in the by-laws of the Society and complies with By-law 2, Section 4.
- (3) Fifty percent (50%) of elected directors plus one (+1) shall constitute a quorum of the Board of Directors. Should quorum not be achieved, the meeting can proceed as determined by the chair however voting cannot be conducted.
- (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 Directors 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.

By-law 6 – Executive Committee

Immediately following the Annual Meeting, or at the next scheduled meeting of the Board of Directors, an Executive Committee shall be established consisting of the President, the 1st Vice President, the 2nd Vice President, the immediate Past President, the Homecraft Representative, and the Secretary, all elected by the new Board of Directors. The Treasurer will be appointed by the executive.

- (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 \$1000 per motion at an Executive Committee meeting, without Board ratification. All expenditures by the Executive as listed above must be presented at the next Board meeting.
- (4) The Executive Committee is empowered to contract, employ or engage an Office Administrator and/or Treasurer upon such terms and conditions as the Executive Committee considers advisable, subject to the terms contained in this by-law.
- (5) The 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.
- (6) All matters approved at the Executive Committee with the exception of Sections

(3) and (4) immediately above, shall require the ratification of the Board of Directors at the next Board of Directors meeting.

By-law 7 – Finances

- (1) The fiscal year of the Society shall be from November 1st to October 31st.
- (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 1st Vice President, the Past President and the Treasurer.
- (5) The financial records of the Society are subject to either a review engagement where revenues are between \$100,000 and \$500,000 per ss 76 (1) or an audit engagement where revenues are in excess of \$500,000 per ss 76 (2) of the Ontario Not for Profit Corporations Act (ONCA). In order to be an auditor of a corporation or to conduct a review engagement of a corporation, a person must be permitted to conduct an audit or review engagement of the corporation under the *Public Accounting Act, 2004*.
- (6) No officer, director or member of the Society except hired staff in the position of Office Administrator, Treasurer, Bookkeeper shall receive any remuneration for carrying out his/her duties as officer, director or member. However, subject to the bylaws, a director, officer or member may receive reasonable remuneration and expenses for any services that he or she performs in any other capacity. 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 in accordance with Article 3.1.

By-law 8 – Rules of Order

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

By-law 9 – 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.

By-law 10 – Repeal

The By-laws and Constitution dated the 19th of January, 2019 is hereby repealed.

Dated at Russell, Ontario this 28th day of January, 2024.