

THE BRUSSELS AGRICULTURAL SOCIETY CONSTITUTION

ARTICLE I - NAME

The name of the organization shall be THE BRUSSELS AGRICULTURAL SOCIETY henceforth known as "the Society".

ARTICLE II - AUTHORITY

The Society is organized as a corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act (1990) of the Province of Ontario, and all articles of this Constitution shall conform with the Agricultural and Horticultural Organizations Act and its regulations.

ARTICLE III - OBJECTS

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; and
- e) supporting and providing facilities to encourage activities intended to enrich rural life.

A Society that expends any of its funds in a manner inconsistent with the objects set out in ARTICLE III - OBJECTS forfeits all claims to participate in any legislative grant.

ARTICLE IV - HEAD OFFICE

The head office of the Society shall be located at the home of the Society's Secretary or Secretary-Treasurer.

ARTICLE V - MEMBERSHIP

1. Any person may join the Society by paying the annual membership fee as set out in a By-law of the Society.
2. Membership is non-transferrable and ends when the annual term expires, or if the member dies or is expelled or the Society dissolves.
3. Privileges of membership:
 - a) A member shall be entitled to participate in the activities of the Society as defined by the Board of Directors
 - b) Every member in good standing is entitled to:
 - i. Attend and participate in any Annual General Meeting, general meeting, or special meeting of the members;
 - ii. Be a member of and participate in committees and subcommittees of the Society;

- iii. A free copy of the Constitution and By-laws of the Society;
 - iv. View and get copies of the financial statements of the Society as per ARTICLE XI - FINANCES; and
 - v. View and get voting member lists, for a reasonable fee, including member names and contact information as long as they agree in writing that they shall not use the list or information except in connection with an effort to influence the voting of members, requisitioning a special general meeting of the membership, and/or to conduct other matters related to the Society's activities.
- c) Every member in good standing (and who is 18 years of age or older) is entitled to:
- i. Vote at any Annual General Meeting (if they were a member during the previous year), general meeting, or special meeting of the members;
 - ii. Submit proposals to be discussed at Annual General Meetings (NOTE: the Board of Directors can refuse a proposal if it wasn't sent at least 60 days before the date of the Annual General Meeting, if its main purpose is to discuss a personal claim or complaint, if it isn't related to the Society's activities, and if the same proposal or one very similar to it was included in an Annual General Meeting notice in the last two years. If the Board of Directors refuses a proposal they will let the member know this within 10 days of the member sending it and will state the reason/reasons it was refused. In addition, voting members may lose their right to make proposals for two years if they ask to include a proposal in an Annual General Meeting notice but then don't present the proposal at the Annual General Meeting. Valid proposals will be included in the Annual General Meeting notice and will include the name and address of the member who made the proposal);
 - iii. Discuss any matter that qualifies as a proposal at an Annual General Meeting (if they were a member during the previous year);
 - iv. Nominate a Director;
 - v. Be elected to the Board of Directors;
 - vi. Request that the Board of Directors call a special meeting of the members as stipulated in ARTICLE VIII – MEETINGS OF THE SOCIETY; and,
 - vii. Request the removal of a Board Director.

ARTICLE VI – BOARD OF DIRECTORS

1. The Board of Directors shall consist of six Directors.
2. Directors shall serve at least one term (of two years in length).
3. Directors shall be eligible for re-election at the end of their two-year term (to a maximum of four terms).
4. At each Annual General Meeting the membership shall fill any vacancies on the Board of Directors via an election process led by a representative of the Nomination Committee.

5. In the event of a vacancy occurring on the Board of Directors by the resignation or death of any Director or otherwise (failure to attend a minimum of 50% of meetings during the year), the remaining members of the Board of Directors shall have power to appoint any member of the Society to fill such vacancy provided that, when two or more vacancies occur at the same time, a special general meeting of the Society shall be called, and Directors elected to fill the vacancies. Directors appointed by the Board during the year stay on the Board only until the next annual meeting.
6. Immediately upon their election or appointment, Directors must explicitly consent (in writing) to act as a Director.
7. The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the Constitution and By-laws of the Society.
8. Where a Director of the Society is a party to a material contract or transaction or proposed material contract or transaction with the Society; or is a Director or an Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Society shall disclose to the Society or request to have entered in the minutes of meetings of the Board of Directors the nature and extent of their interest. Such disclosure must be made:
 - a) At the meeting at which a proposed contract or transaction is first considered;
 - b) If the Director was not then interested in a proposed contract or transaction, at the first meeting after they become so interested;
 - c) If the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after they become so interested; or
 - d) If a person who is interested in a contract or transaction later becomes a Director, at the first meeting after they become a Director.
9. A Director shall not attend any part of a meeting of the Board of Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

ARTICLE VII - OFFICERS

1. The Board of Directors shall choose from among themselves at the Annual General Meeting, a President, First Vice President, Second Vice President, Homecraft President and Homecraft Vice President to be known as the Officers of the Society. If a member was elected to the Board with the intent for them to fulfill a specific Officer role, the Board will recognize that intent.
2. The President, First Vice President, Second Vice President, Homecraft President, Homecraft Vice President, and Past President shall constitute the Board of Directors.
3. The Board of Directors shall **appoint** a Secretary and a Treasurer or Secretary-Treasurer who shall remain in office for a minimum of one term (two years).
4. It shall be the duty of the Board of Directors in each and every year to inquire into the sufficiency of the security (a fidelity bond issued by the organization's insurance provider) and to report thereon to the Society. If the Board of Directors 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 or Secretary-Treasurer.

ARTICLE VIII - MEETINGS OF THE SOCIETY

1. Annual General Meeting

- a) The Annual General Meeting of the Society shall be held in January each year as determined by the Board of Directors
- b) The time and place of the Annual General Meeting shall be determined at a general meeting. Annual General Meetings must be held in Ontario
- c) At least two weeks' notice (and no more than 50 days-notice) of every Annual General Meeting shall be given by publication of a notice of the meeting in at least one newspaper having a general circulation in the municipality in which the headquarters of the Society is situated, by mailing or emailing notices of the meeting to every member of the Society at the address registered with the Society and/or publishing notification on the Society's website and/or social media site(s)
- d) At least five days before the Annual General Meeting, members will be provided:
 - i. The text and details of any special resolutions that will be voted on at the meeting; and
 - ii. A copy of the financial statements and auditor's report.
- e) 20 members shall constitute a quorum at the Annual General Meeting
- f) At the Annual General Meeting:
 - i. The Board of Directors shall present minutes of the previous Annual General Meeting, a report of the activities and accomplishments of the Society since the last Annual General Meeting, and a detailed statement of the receipts and expenditures since the last Annual General Meeting along with a statement of the assets and liabilities of the Society, certified by the Auditors
 - ii. The Board of Directors shall be elected (when warranted)
 - iii. An auditor(s) shall be appointed for upcoming year
 - iv. The Secretary or Secretary-Treasurer shall make available a list of those members eligible to vote and hold office as determined in ARTICLE V - MEMBERSHIP
 - v. Proxies are not permitted

2. General Meetings

- a) Only those persons who are members for the current year and who are 18 years of age or older are eligible to vote at any general meeting. Proxies are not permitted
- b) 15 members shall constitute a quorum for a general meeting
- c) A general meeting may decide on all matters brought to it by the Board of Directors except where property is involved

3. Special General Meetings of the Membership

- a) On the petition of 10 members of a Society, the Secretary or Secretary-Treasurer and, in the Secretary or Secretary-Treasurer's absence, the President or First Vice President shall call a special general meeting for

- the transaction of the business mentioned in the petition. Written notice of the meeting shall be sent no later than 14 days prior to the date of the meeting to every member of the Society by mail or email at the address registered with the Society and/or by publishing notification on the Society's website and/or social media site(s)
- b) A special general meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society
 - c) Only those persons who are members for the current year and who are 18 years of age or older are entitled to vote at this meeting. Proxies are not permitted
 - d) 15 members shall constitute a quorum for a special general meeting

ARTICLE IX – MEETINGS OF THE BOARD OF DIRECTORS

1. A meeting of the Board of Directors shall be called by the Secretary or Secretary-Treasurer upon the direction of the President, or in the President's absence, the First Vice President, or by any three members of the Board of Directors by notifying all members of the Board at least seven days prior to the time fixed for such meeting
2. Quorum – Four members of the Board of Directors shall constitute a quorum.
3. Voting - At a Board of Directors meeting, only the Directors are eligible to vote.
4. Powers and Duties: In addition to other specific duties and powers assigned elsewhere in this Constitution, the Board of Directors shall:
 - a) take the initiative in preparing By-laws, policies and procedures, and actions for consideration and possible adoption by the membership;
 - b) put into effect all By-laws, policies and procedures, and actions approved by the membership;
 - c) have power to enter into contracts in the name of the Society in accordance with By-laws, policies and procedures approved by the membership;
 - d) authorize approved budgeted expenditures and obtain funds necessary for the operation of the Society; and
 - e) be responsible for the management of the affairs of the Society between general meetings.
5. Committees and Subcommittees
 - a) The Board of Directors may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees and subcommittees are accountable to the Board of Directors
 - b) Terms of reference for all committees and subcommittees shall include the following:
 - i. the status of the committee or subcommittee (standing or ad hoc);
 - ii. the type of committee or subcommittee (discussion, working, task force, etc.);
 - iii. the overall purpose;
 - iv. any specific directives defining goals, tasks or reports;
 - v. the relationship to any other overlapping activities of the Society;

- vi. the composition, including which member shall act as liaison to the Board of Directors;
- vii. mode of operation (i.e., number of meetings, etc.);
- viii. an upper limit of expenses the committee or subcommittee can incur; and
- ix. the preferred time and method for reporting.

ARTICLE X - INDEMNIFICATION

The Society agrees to indemnify and save harmless the Directors for all actions undertaken by 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 they sustain as a result of their own fraud, dishonesty, willful neglect, and willful default.

ARTICLE XI – 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
2. No cheque or any other order for the payment of monies shall be valid unless signed by in accordance with a resolution made by the Board of Directors. Cheques to disburse the funds of the Society shall bear the signatures of two signing Officers, neither of which is the recipient of the funds.
3. The fiscal year of the Society shall be from January 1st to December 31st.
4. All expenditures for items in excess of \$500.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a general meeting.
5. The financial records of the Society shall be audited by a qualified accountant (or by at least two members of the Society) appointed at the Annual General Meeting.
6. A copy of the financial statements and auditor's report of the Society shall be made available to members annually (at least five days before the Annual General Meeting) and upon reasonable request.
7. Remuneration
No member of the Society except the Secretary, Treasurer, or Secretary-Treasurer shall receive any remuneration for carrying out their duties as an Officer. Members may claim travelling and/or living expenses while engaged in duties on behalf of the Society. The Board of Directors may limit the amount of expenses which shall be payable out of the funds of the Society.

ARTICLE XII – ADMINISTRATION

1. Execution of Documents

Deeds, transfers, contracts and other documents may be signed on behalf of the Society by two Officers with signing authority.

2. The Board of Directors shall from time to time ensure that the books and records prescribed under 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 a 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; and
- c) books and records of the Society.

All records of the Society will be kept at the head office for a period of seven years and at which time they will be transferred to the archives.

ARTICLE XIII - DUTIES OF OFFICERS

1. The Past President of the Society shall:

- a) Be a member in good standing
- b) Act in an advisory capacity to the Board of Directors and Officers
- c) Represent and promote the Society

2. The President of the Society shall:

- a) Be a member in good standing
- b) Be officially designated Chair of the Society and chair all meetings
- c) Be responsible for management and supervision of the affairs and operations of the Society
- d) Have no vote unless there is a tie in voting
- e) Be an ex-officio member of all committees and subcommittees
- f) Have signing authority
- g) Represent and promote the Society

3. The First Vice President of the Society shall:

- a) Be a member in good standing
- b) Carry out duties as proscribed by the Board of Directors or as assigned by the President
- c) Assist and act as the President in absence of the President
- d) Become President if a vacancy occurs
- e) Have signing authority
- f) Represent and promote the Society

4. The Second Vice President of the Society shall:

- a) Be a member in good standing
- b) Carry out duties as proscribed by the Board of Directors or as assigned by the President or First Vice President
- c) Assist and act as the First Vice President in absence of the First Vice President
- d) Become First Vice President if a vacancy occurs
- e) Represent and promote the Society

5. The Homecraft President of the Society shall:

- a) Be a member in good standing

- b) Carry out duties as proscribed by the Board of Directors or as assigned by the President
 - c) Apply for Country Fair Baking and Bernardin fair prizes, annually
 - d) Arrange for qualified fair judges, annually
 - e) Represent and promote the Society
6. The Homecraft Vice President of the Society shall:
- a) Be a member in good standing
 - b) Carry out duties as proscribed by the Board of Directors or as assigned by the Homecraft President
 - c) Assist and act as the Homecraft President in absence of the Homecraft President
 - d) Become Homecraft President if a vacancy occurs
 - e) Represent and promote the Society
7. The Secretary of the Society shall:
- a) Be a member in good standing
 - b) Be appointed by the Board of Directors
 - c) Attend all meetings of the Society and keep true minutes thereof
 - d) Conduct the correspondence of the Society
 - e) Represent and promote the Society
 - f) Keep a record of:
 - i. all business transactions of the Society;
 - ii. all resolutions passed by the Society;
 - iii. all amendments to the Constitution, By-laws, policies and procedures of the Society;
 - iv. a list of the members of the Society and their addresses; and
 - v. all reports of committees and subcommittees that may from time to time be appointed by the Society.
8. The Treasurer of a Society shall:
- a) Be a member in good standing
 - b) Be appointed by the Board of Directors
 - c) Renew the Society's charitable status annually
 - d) Apply for any required lottery licenses
 - e) Ensure District 8 and OAAS affiliation fees are paid annually
 - f) Complete and submit any/all grant applications
 - g) Solicit for fair sponsorship from local businesses and community groups, annually
 - h) 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
 - i) Keep the securities of the Society in safe custody
 - j) 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
 - k) Prepare the annual financial statements of the Society
 - l) Work with appointed auditors to ensure financial review is conducted
 - m) Keep a record of all annual statements and financial and auditor's reports

- n) Prepare reports showing the financial position of the Society, as the Officers from time to time direct
- o) Keep a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person
- p) Have signing authority
- q) Represent and promote the Society

ARTICLE XIV - RULES OF ORDER

Robert's Rules of Order shall govern the Society on all matters not covered by the By-laws.

ARTICLE XV - CHANGE IN CONSTITUTION

1. This Constitution of the Society may be made and/or adopted, amended or repealed by a two-thirds majority vote of those members in attendance at an Annual General Meeting of which notice has been given in the manner provided by ARTICLE VIII – MEETINGS OF THE SOCIETY.
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.

ARTICLE XVI - DISSOLUTION

In event of the dissolution of the Society, after payment of all debts and liabilities, the remaining assets shall be distributed to another registered charity with a purpose similar to the Society's, a government agency, or a municipality upon the approval of the Ontario Ministry of Agriculture, Food and Rural Affairs.

ARTICLE XVII – ADOPTION

This Constitution adopted at an Annual General Meeting of THE BRUSSELS AGRICULTURAL SOCIETY shall become effective on the date noted below and remain so until amended or repealed.

President, Zoellyn Onn

Date

Vice President, Barbara Cadotte

Date