



## Oro Agricultural Society

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# CONSTITUTION AND BY-LAW OF THE ORO AGRICULTURAL SOCIETY

## SECTION I – NAME

NAME – The organization shall be known as “The Oro Agricultural Society” henceforth known as the Society.

## SECTION II – AUTHORITY

The Society is organized under the authority of the *Agricultural and Horticultural Organizations Act (1990)* of the Province of Ontario, and all articles of this document shall conform to the Agricultural and Horticultural Organizations Act and its regulations.

## SECTION III – OBJECTIVES

The objectives of the Society shall be to encourage an awareness of agriculture and to promote improvements in the quality of life of persons living in the agricultural community by:

- (a) Promoting and assisting in carrying out plans for improvement of livestock and crops;
- (b) Interesting juniors and others in the study of agriculture;
- (c) Promoting the circulation of agricultural periodicals, books and pamphlets;
- (d) Promoting Conservation in whatever way possible;
- (e) *Holding agricultural exhibitions featuring competitions for which prizes may be awarded;*
- (f) *Encouraging beautification of the agricultural community; and*
- (g) *Supporting and providing facilities to encourage activities intended to enrich rural life.*

#### **SECTION IV – HEAD OFFICE**

*The head office of the Society shall be located in the County of Simcoe, in the Township of Oro-Medonte, in the province of Ontario at the Oro Fairgrounds, #82 & #84 15th/16th Sideorad East, Oro-Medonte, Ontario or as such a place therein as determined from time to time by the Board of Directors of the Society.*

#### **SECTION V – MEMBERSHIP**

- 1) Every person shall be entitled to be a member of the Society subject to requirements for membership hereinafter set forth.
- 2) *A Corporation, partnership, organization or association may become a member by payment of the regular fee, but shall designate one person to exercise the privileges of membership in the Society.*
- 3) *To be a member, person(s) must make payment of the annual fee, in an amount determined by the Board of Directors from time to time, prior to September 1<sup>st</sup> of each year if they are not exhibiting; and*
- 4) Where applicable, and as determined by the Board of Directors, membership fees for the coming year shall be deducted from prize money if the purse is over the amount of the membership fee.
- 5) *Privileges of membership:*
  - a) *exhibition of articles listed in current fair prize list;*
  - b) *participation in the activities of the Society as shall be defined by the Board of Directors each year, but only members who have attained the age of 18 years may vote or hold office in the Society. In addition, only those who were members during the previous year and are members for the current year are entitled to vote at the annual meeting; and*
  - c) *free admission to the fair.*
- 6) *Revocation of membership:*

*Any member whose behaviour or conduct does not support the objectives of the Society and is therefore deemed detrimental to the Society, may, by unanimous vote of the Board of Directors have their membership revoked, and only a two-thirds majority of the membership voting at an Annual or Special General Meeting may reverse the decision.*

#### **SECTION VI – DIRECTORS**

- 1) The Board of Directors shall consist of 18 members, all of whom are to be elected at each Annual Meeting, six for a one year term, six for a two year term and six for a three year term. *Only those who were members during the previous year and are members for the current year are eligible for election.*
- 2) It shall be the policy of the Oro Agricultural Society that no director shall receive remuneration for services rendered.

- 2) *All Directors must abide by the requirements of the Duties of Directors, Code of Conduct and all other policies and procedures passed by the Board from time to time.*
- 3) *In the event of a vacancy occurring on the Board of Directors, the position will be declared vacant and the remaining members of the Board of Directors may appoint any member of the society to fill such vacancy until the next meeting of members when a Director shall be elected for any remaining part of the unexpired term.*
- 4) *If, for any reason, a Director is unable to carry out the duties required by the Board of Directors, it shall be the duty of the President, under direction of the Board, to request the resignation of such Director. Upon receipt of the resignation, the Board shall proceed to fill the unexpired term according to Article VI (3) above. In the event the resignation is not offered then such Director shall be dismissed from the Board by a two thirds majority of the Directors voting at a meeting of the Board.*
- 6) *If a Director submits their written resignation, the resignation will be deemed effective twenty four (24) hours after receipt by any officer of the Society. The vacancy will be filled according to Article VI (3) above. The Board will recognize the resignation by a motion at the next board meeting.*
- 7) *A Director who resigns from the Board, taking effect less than six (6) months prior to a Fair, may not accept a nomination to serve on the Board of Directors for a period of three (3) years.*
- 8) *Where a director of the Society has a personal or 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 or discussion of, or vote on any question with respect to the matter, and shall withdraw from the meeting when the matter is being discussed upon the request of any Director present.*
- 9) *There is no limitation on the number of consecutive terms that may be served by a Director.*
- 11) *The Society shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates from and against:*
  - a) *all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in the execution of the duties of his/her office except costs, charges and expenses as are occasioned by his/her own willful neglect, default or dishonesty; and*
  - b) *all other costs that he/she sustains or incurs in or about or arising from or in relation to the affairs of the Agricultural Society except costs, charges or expenses thereof as are occasioned by his/her own willful neglect, default or dishonesty.*

## **SECTION 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 and 2nd Vice President, for a term of two years. *The President, however, is limited to a maximum of three consecutive years in that position.*
- 2) The President, 1st Vice President, 2nd Vice President, Immediate Past President and the remaining Directors shall constitute the Board of Directors.
- 3) The Board of Directors, from among themselves or otherwise, shall appoint, at the Annual Meeting, a Secretary and a Treasurer who shall remain in office at the pleasure of the Board of Directors.
- 4) The Board shall be composed of the President, 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents, Secretary, Treasurer, and 15 Directors, including the Immediate Past President.
- 5) The Executive Committee shall be composed of the President, 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents, Immediate Past President Secretary and Treasurer. The Executive Committee may deal with matters of an urgent nature.
- 6) The Board will establish standing committees and the Chairperson of each Committee shall be chosen from the Board. Committee Members will be paid up members of the Oro Agricultural Society. Committee members may attend all Board Meetings and serve on any Committee. Committee members are permitted to make any motions and participate in discussions, but not vote on matters before the Board at a General Meeting. No Committee shall enter into any undertaking involving the expenditure of monies until the proposed expenditures has been submitted to the Board for its approval or, in cases of emergencies, until the unanimous sanction of the Executive Committee has been obtained.

## **SECTION VIII - DUTIES OF OFFICERS**

- (a) President shall preside at all meetings and shall be (exoficio) a member of all committees and perform such other duties as may be requested by the Society.
- (b) 1<sup>st</sup> Vice President shall preside in the absence of the President and execute all the duties of the President's office.
- (c) 2<sup>nd</sup> Vice President shall act as President with full power to transact all business that may come before the meeting in the absence of the President and the 1<sup>st</sup> Vice President.
- (d) The Secretary shall attend all Annual, Special, General, Board and Executive meetings of the Society and keep true minutes thereof;  
Conduct the correspondence of the Society; and  
Keep a record of:
  - i) all business transactions 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;
  - vii) all reports of committees that may from time to time be appointed by the Society;

viii) all annual statements and financial and auditor's reports.

The Secretary shall also work with the Director responsible for Vendors and shall be responsible for corresponding with and securing Vendors for the Fair.

- (e) Treasurer shall receive monies either directly from those indebted to the Society or from the Secretary. The Treasurer will furnish to the Society annual and audited statement of receipts and expenditures and shall retain all invoices as vouchers for accounts paid. The Treasurer shall be responsible for payment of accounts by the Society. He or she shall see that the said property is suitably stored and shall keep a correct inventory of same, both as to quantity and value, so that it may be shown as an Asset at the annual meeting. The Treasurer shall prepare reports showing the financial position of the Society as the Board of Directors from time to time direct. The Treasurer shall keep a list of the names of persons to whom prize money is paid and the amounts to each person, and keep all annual statements and financial and auditor's reports.
- (f) Directors: It shall be the duty of the Directors to attend the Board meetings as well as all general meetings. They shall assist and co-operate with the organization during the year.
- (g) Past President shall act in an advisory capacity to the incoming President and shall be a member of the Board of Directors for the year following term of office.

## **ARTICLE IX - MEETINGS OF THE SOCIETY**

- 1) *At least two weeks notice of every General, Special or Annual Meeting shall be given. Electronic distribution of the meeting notice is included in the definition of "mailing".*
- 2) *For the purpose of voting, proxies are not permitted at any meeting of the Society.*

### **ANNUAL MEETINGS:**

- a) *At least two weeks prior to the Annual Meeting a notice of the meeting shall be made 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 and by mailing notices of the Annual Meeting. Posting of the notice on the Societies social media pages will serve the same purpose as putting a notice in a newspaper.*
- b) The Annual Meeting shall be held in accordance with the rules of the Ontario Agricultural Society's Act, in the month of January at a time and place selected by the Board.
- c) A Nomination Committee shall be appointed at least one month before the Annual Meeting. This committee should submit a tentative slate of officers to the Executive Board at its January Annual Meeting. Nominations may be made from the floor.
- d) *The Annual Meeting of the society shall be held as determined by the Board of Directors.*

- e) *Ten members shall constitute a quorum at the Annual Meeting. If during the meeting some directors leave thereby reducing the number to less than quorum, the meeting may only continue if it is the wish of the remaining directors to do so.*
- f) *At the Annual Meeting:*
  - 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 assets and liabilities of the Society, certified by the Auditors.*
  - ii) *Membership for the current year shall be paid by the Directors prior to elections.*
  - iii) *The Directors shall be elected.*
  - iv) *Auditor(s) or more financial reviewers shall be appointed.*
  - v) *Changes may be made to the Constitution and By-laws of the Society.*
  - vi) *The Secretary shall make available a list of those members eligible to vote and hold office as determined by Article V (3) and (5)(b).*
- g) *It shall be the duty of each chairperson of a committee, as soon as appointed, to select members for that committee, if such is required, as soon as possible after the annual meeting. At the General meeting following the fair all chairpersons shall submit either written or verbal reports on the work accomplished in their committee.*

#### GENERAL MEETINGS:

- a) *Only those persons who are members for the current year, and more than 18 years of age are eligible to vote at any General Meeting.*
- b) *Ten members shall constitute a quorum for a General Meeting. If during the meeting some directors leave thereby reducing the number to less than quorum, the meeting may only continue if it is the wish of the remaining directors to do so.*
- c) *A General Meeting may decide on all matters brought to it by the Board.*

#### SPECIAL GENERAL MEETINGS:

- a) *On the petition of members of the Society, the Secretary and, in the Secretary's absence, the President, 1st or 2nd 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 IX (1).*
- b) *Ten members shall constitute a quorum for a Special General Meeting. If during the meeting some directors leave thereby reducing the number to less than quorum, the meeting may only continue if it is the wish of the remaining directors to do so.*
- c) *A Special General Meeting shall be called to deal with:*
  - i) *Selling, mortgaging, leasing or otherwise disposing of property owned by the Society.*
  - ii) *Changes to the Constitution and By-laws of the Society.*
  - iii) *Filling vacancies on the Board of Directors (Article VI (4)).*

## **ARTICLE X - BOARD OF DIRECTORS' MEETINGS**

- 1) *The Board will appoint a day or days in any month or months for regular meetings at an hour to be named, at a place to be determined, and no notice of such meeting need be sent. The Board of Directors will hold at least ten (10) regular meetings during any given fiscal year.*
- 2) *A special meeting of the Board of Directors shall be called by the Secretary upon the direction of the President or in the President's absence, the 1st Vice President, or 2nd Vice President, or by any three members of the Board of Directors 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 of Directors may be held immediately following any Annual, General, or Special General meeting of the Society without notice. The Secretary will notify Board members by the most efficient means at the Secretary's disposal.*
- 3) *Ten members of the Board as defined under Article VI (1) shall constitute a quorum. If during the meeting some directors leave thereby reducing the number to less than quorum, the meeting may only continue if it is the wish of the remaining directors to do so.*
- 4) *At a Board of Directors meeting only the Directors are eligible to vote.*
- 5) *In addition to other specific duties specified in the Society's policies and procedures and powers assigned elsewhere in these By-laws, the Board of Directors 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; and*
  - f) *be responsible for the management of the affairs of the Society between General meetings.*
- 6) *The Board of Directors may establish such committees and subcommittees as deemed necessary from time to time in order to conduct its business more effectively.*
  - a) *All committees shall be governed by and are accountable to the Board of Directors.*
  - b) *Committee and Subcommittee terms of reference are outlined in the Society's policies and procedures.*

## **SECTION XI – FINANCES**

- 1) *The Society's fiscal year shall be from December 1<sup>st</sup> to November 30th.*
- 2) *All expenditures for the current fiscal year shall require approval by a motion passed at a General or Board of Directors meeting.*

- 3) *Cheques to disburse the funds of the Society shall bear the signature of the President and Treasurer.*
- 5) *The financial records of the Society shall be audited by a qualified accountant and be presented at the Annual Meeting.*
- 6) *No officer, director, or member of the Society, except the Secretary shall receive remuneration for carrying out his/her duties as officer, director, or member. However, reasonable expenses may be allowed any officer, director, or member while engaged in duties on behalf of the Society, and as approved by motion of the Board of Directors.*
- 7) *The financial accounts and other books of the Society shall be made available for inspection upon a member's reasonable request.*
- 8) *All references to audit include the word review as well.*

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

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

## **SECTION XIII - CONFLICT OF INTEREST**

A director who has a conflict of interest shall declare this at the first opportunity possible. Those who declare a conflict of interest may neither speak, nor vote on any motion or amendment made concerning the matter on which they have made the declaration. Those who abstain from participation or leave the meeting because of their declared conflict of interest are still included as present in determining whether there is a quorum. The minutes shall record all declarations of conflict of interest.

## **ARTICLE XV ADOPTION**

The Constitution and By-Laws of the OroAgricultural Society have been revised by the Board of Directors of the Society, and having been approved by the general membership, become fully effective on \_\_\_\_\_ and remain so until amendment or repeal.

President: \_\_\_\_\_

Secretary: \_\_\_\_\_