

CONSTITUTION AND BY-LAWS
OF
THE PETERBOROUGH AGRICULTURAL SOCIETY

ARTICLE I **NAME**

The name of the Society shall be “THE PETERBOROUGH AGRICULTURAL SOCIETY” henceforth known as “the Society”.

ARTICLE II **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 read to conform with said Agricultural and Horticultural Organizations Act.

ARTICLE III **PURPOSE**

The purposes of the Society shall be:

- 1) In accordance with the objects as stated in the Agricultural and Horticultural Organizations Act which reads as follows”
 - 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.
- 2) The aims and objects of the Society shall be:
 - a) to encourage interest, promote improvements and advance the standards of agriculture;
 - b) assist in solving the rural and urban economic and social problems of the City and District surrounding the headquarters of the Society.

ARTICLE IV **HEAD OFFICE**

The head office of the Society shall be located in the city of PETERBOROUGH 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**

- 1) Every person shall be entitled to be a member of the Society by paying the Society no later than August 31 of the current year, but no person under the age of 16 years or lives a distance exceeding 50KM is eligible to vote at meetings of the Society.

- 2) A Firm or Incorporated Company may become a member by payment of the regular fee, but 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 membership in the Society.
- 3) There shall be an annual membership fee as shall be determined from time to time by the Board of Directors.
- 4) Associated Membership is open to those who do not meet all the requirements for full membership but nevertheless declare an intention to pursue the stated purpose of the Society. Associate members shall not have voting rights or be eligible to serve as officers of the Association.
- 5) Privileges of membership – A member or associate member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, but only full members may vote or hold office in the Society. In addition, only those who were members during the previous year are entitled to vote at the Annual Meeting.
- 6) The Society may from time to time grant to any person an honorary membership in the Society without payment of fees. Honorary memberships shall not carry the right to vote or hold office in the Society.

ARTICLE VI

DIRECTORS

- 1) The Board of Directors shall consist of 26 Directors, two of whom shall be representatives of the Homecraft Section.
Proposed
The Board of Directors shall consist of 12 Directors, one of whom shall be a representative of the Homecraft Section, plus up to 3 junior directors.
- 2) The membership shall elect at each Annual Meeting from among themselves, 6 Directors for a term of 3 years and 6 Junior Directors between the ages of 16 and 26 upon election, to be elected annually.
Proposed
The membership shall elect at each Annual Meeting from among themselves, 4 Directors for a term of 3 years and up to 3 Junior Directors between the ages of 16 and 18 upon election, to be elected annually. Members over the age of 18 shall be considered regular directors
- 3) Directors shall be eligible for re-election at the end of the 3-year term. Junior Directors shall be eligible for re-election at the end of a 1-year term.
- 4) In the event of a vacancy occurring on the Board by the death or resignation of any officer or director or otherwise (failure to attend a minimum of 8 meetings during the year at the discretion of the Board), the remaining members of the Board shall have power to appoint any member of the Society to fill such vacancy provided that, when three 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.

ARTICLE VII

OFFICERS

- 1) The officers of the said Board shall be elected annually at the first Directors meeting following the annual meeting, and shall hold office until his or her successor has been elected or appointed.
- 2) The officers elected shall be A) the President, B) 1st Vice-President, C) 2nd Vice-President, and D) 2 Executive Directors. The President shall be eligible to serve 2 consecutive one-year terms. The Executive Committee shall consist of the President, 1st Vice-President, 2nd Vice-President, the immediate Past President, and two Executive Directors from the Board. The Secretary or Secretary/Manager is a non-voting member of this committee. A quorum at an Executive meeting shall be 4.

ARTICLE VIII

DUTIES OF THE OFFICERS

PRESIDENT

Shall call and preside at all meetings of the Board; shall attend all committee meetings where possible, or appoint either the 1st or 2nd Vice-President to attend in his or her place; and shall be one of the signing officers. In the case of a tie vote, he/she shall cast the deciding vote.

1ST VICE-PRESIDENT

Shall perform the duties of the President in the absence of the President; shall be the treasurer; shall be one of the signing officers and act as internal auditor; shall assist in preparing all financial statements.

2ND VICE-PRESIDENT

Shall perform the duties of the President in the absence of the President and 1st Vice-President.

ARTICLE IX

~~SECRETARY~~/MANAGER

- 1) The Secretary/Manager shall attend all Board meetings and shall keep a record of the proceedings and preserve in the proper order, all papers and documents relating thereto.
- 2) Conduct the business of the Society as per approval of the board of directors.
- 3) Keep a record of:
 - All business transactions of the Society
 - All resolutions passed by the Society
 - All amendments to the by-laws of the Society
 - A list of the members of the Society and their addresses
 - A list of names and addresses of persons to whom prize money is paid and the amounts paid to each person
 - All reports of committees that may from time to time be appointed by the Society.
 - All annual statements and financial auditor's reports
- 4) Shall notify all Directors and representatives of the Board Meetings.
- 5) Shall be responsible for organizing and running the Annual Exhibition with assistance of the Directors.

- 6) Shall hire what additional help, as it is required for the holding of the Annual Exhibition in consultation with the President of the Society.
- 7) Where possible, shall attend District and Provincial Meetings with expenses paid.
- 8) Shall assume the duties of the Treasurer when deemed necessary.
- 9) Shall be one of the signing officers.
- 10) Negotiate hours of work at the head office of the Society with the Board of Directors.

The Treasurer or Secretary/Manager of the Society, before entering upon the duties of the office, shall give Bond for the faithful performance of these duties and especially for the duties of accounting for and paying over all monies which may come into the Society.

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 or Secretary/Manager and to report therein to the Society.

If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be responsible for all funds of the Society that may have been received by the Treasurer or Secretary/Manager.

Proposed

The Manager Shall conduct the business of the Society as detailed in the policy manual and the Manager Job Description. Changes to the Manager duties can be made at any time per approval of the executive committee.

The position of the Manager shall undergo review by the Executive Committee of the Association Annually.

~~**Delete All Below, these will be detailed in policy manual and job description.**
The Secretary/Manager shall attend all Board meetings and shall keep a record of the proceedings and preserve in the proper order, all papers and documents relating thereto.~~

~~Conduct the business of the Society as per approval of the board of directors.~~

~~11) Keep a record of:~~

- ~~- All business transactions of the Society~~
- ~~- All resolutions passed by the Society~~
- ~~- All amendments to the by-laws of the Society~~
- ~~- A list of the members of the Society and their addresses~~
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- ~~16) Shall assume the duties of the Treasurer when deemed necessary.~~
- ~~17) Shall be one of the signing officers.~~
- ~~18) Negotiate hours of work at the head office of the Society with the Board of Directors.~~

~~The Treasurer or Secretary/Manager of the Society, before entering upon the duties of the office, shall give Bond for the faithful performance of these duties and especially for the duties of accounting for and paying over all monies which may come into the Society.~~

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~~If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be responsible for all funds of the Society that may have been received by the Treasurer or Secretary/Manager.~~

ARTICLE X

MEETINGS OF THE SOCIETY

- a) At least 2 weeks' notice of every Annual Meeting shall be given by publication of a notice of the meeting and at least 1 newspaper having a general circulation in the municipality in which the headquarters of the Society is situated and by mailing notices of the meeting to every voting member of the Society at the address registered with the Society.
- b) Proxies are not permitted at any general or annual meeting of the Society.

1) Annual Meeting

- a) The Annual Meeting of the Society shall be held on the 2nd Monday of January in each year at 8:00 p.m. or as determined by the Board of Directors.

Proposed

The Annual Meeting of the Society shall be held on the 3rd Wednesday of January in each year at 8:00 p.m. or as determined by the Board of Directors and announced at the previous years AGM.

- b) 25 members shall constitute a quorum at the Annual Meeting.
- c) At the Annual Meeting:
 - a. 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, as reviewed by the selected individual(s).
 - b. The Directors shall be elected.

- c. The Secretary/Manager shall make available a list of those members eligible to vote and hold office as determined in Article V.
- 2) Special General Meetings
On a petition of 12 members of the Society, the ~~Secretary~~/Manager and, in the ~~Secretary~~/Manager's absence, the President or 1st 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 described by Article X.

ARTICLE XI

DIRECTOR'S MEETINGS

- 1) A meeting of the Board shall be called by the ~~Secretary~~/Manager upon the direction of the President or in the President's absence, the 1st Vice-President, or by any three members of the Board at least 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) Quorum - 12 members of the Board shall constitute a quorum.
Proposed
Quorum – 50% +1 of the Board shall constitute a quorum.
- 3) Voting - At a Board Meeting, only the elected Directors and the two Homecraft section representatives are eligible to vote.
Proposed
Voting - At a Board Meeting, only the elected Directors are eligible to vote.
- 4) Powers and Duties – In addition to other specific duties and powers assigned elsewhere in these by-laws, the Board 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.
 - d) Be responsible for the management of the affairs of the Society between general meetings.
- 5) Committee and Sub-Committees – The Board may establish committees and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.
Proposed
The board shall create list of Committees and Sub Committees along with terms of reference for each committee and these shall be included in the policy manual.

ARTICLE XII

FINANCES

- 1) The fiscal year of the Society shall be from November 1st to October 31st of the following year.

- 2) 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 or Board of Directors Meeting.
- 3) Cheques to disburse the funds of the Society shall bear the signatures of any two of the following: Secretary/Manager, President or Treasurer.

Proposed

Cheques to disburse the funds of the Society shall bear the signatures of any two as defined in our Authorization and Approval policy.

- 4) The financial records of the Society shall be reviewed by a qualified accountant or reviewed by 2 knowledgeable unbiased individuals. The presiding executive shall select these individuals.
- 5) Remuneration – No Officer or Director of the Society, except the Secretary and/or Secretary/Manager shall receive any remuneration for carrying out his or her duties and will include travel and accommodation expenses, which shall be payable out of the funds of the Society, with prior board approval. All other director expenses will only be paid with prior board approval.

Proposed

Remuneration – No Officer or Director of the Society, shall receive any remuneration for carrying out his or her duties. All other director expenses will only be paid with prior board approval.

- 6) The financial accounts and other books of the Society shall be made available for inspection by a member's reasonable request.

ARTICLE XIII

RULES OF ORDER

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

ARTICLE XIV

CHANGE IN CONSTITUTION AND BY-LAWS

- 1) By-Laws or the Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is 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 X.
- 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 part of this constitution.