

**CONSTITUTION AND BY-LAWS OF
BINBROOK AGRICULTURAL SOCIETY**

~~January 27, 2005~~ (replaced with date from Article XVIII)

Article ~~1~~ - Name

The name of the Society shall be "~~The~~ Binbrook Agricultural Society", henceforth known as the "~~The~~ Society".

Comment [BAS1]: Correction from OMAFRA

Article II - Authority

The Society is organized under the authority of the ~~Agricultural and Horticultural Organizations Societies~~ Act of the Province of Ontario, henceforth known as the "Act", and all Articles of this document shall be read to conform with said ~~Agricultural Societies~~ Act.

Comment [BAS2]: Updates from OMAFRA

Article III - Purposes

The purposes of the Society shall be in accordance with the objects as stated in the ~~Agricultural Societies~~ Act, which read as follows: 9 (1)

Comment [BAS3]: OMAFRA suggested changes

The objects of ~~a~~ the society shall be to encourage an awareness of agriculture generally and to promote improvements in the life skills and quality of life of persons living in the agricultural community by:

- (a) assessing the agricultural, economic and social needs of the agricultural community and developing strategic plans and programs to meet those needs;
- (b) organizing and holding agricultural exhibits for which prizes may be awarded with a view to:
 - (1) encouraging improvements in the product and marketing of agricultural produce and livestock and the methods thereof;
 - (2) developing the life skills of persons living in the agricultural community;
 - (3) increasing an awareness and appreciation of agriculture and the rural lifestyle;
- (c) promoting and encouraging the conservation of natural resources;
- (d) promoting and encouraging beautification of the agricultural community;
- (e) developing and conducting activities to encourage young people to participate in the activities of agricultural societies;
- (f) supporting and co-operating with other associations and organizations in the improvement of agricultural industry;
- (g) supporting and providing facilities to encourage activities intended to enrich the rural lifestyle;
- (h) conducting or promoting horse races when authorized to do so by a by-law of the society.
- (i) working inclusively for the betterment of our community as a whole.

~~£~~The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the ~~S~~society shall be used in promoting its objects.

Article IV - Head Office:

The head office of the Society is located at on the Binbrook Fair Grounds, in the ~~village~~ Village of Binbrook, in the ~~city~~ City of Hamilton 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, unless previously Terminated.

(2) A Firm or an 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 determined by the ~~Board of Directors membership from time to time,; but in no event to be less than that required by the Agricultural Societies Act.~~

Comment [BAS4]: Suggested by OMAFRA, as there is no minimum under the Act.

(4) Privileges of Membership: -A member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, ~~but in~~ any event, every member who was member of the Society during the previous year and who has paid a membership fee for the current year and has attained the age of 18 years on that day, shall be entitled to vote at the Annual General Meeting and other Special General Meetings.

Comment [BAS5]: True always, but not defined as such.

(5) Duties of membership: Every member is encouraged to actively participate in a minimum of one Binbrook Agricultural Society Event or Committee, to the best of their abilities. Members, should encourage others to join and get involved, with an inclusive attitude.

Comment [BAS6]: Not necessarily enforceable, but added at the request of several board members.

(6) Life Members, shall not pay an annual membership fee, and have all of the privileges and responsibilities of normal Members. Guidelines for the appointment of Life Members by the Board of Directors, shall be outlined in the Policies and Procedures.

(7) A Membership will cease, upon the death of a Member, and is not transferrable or inheritable at any time.

(8) A Membership of any type, may be Suspended and/or Terminated, following due process as outlined in the Policies and Procedures.

Article VI - Directors:

(1) -The Board of Directors shall consist of up to 18 Directors, who must be active and current Members of the Society in order to hold office.

Comment [BAS7]: OMAFRA added

(2) -The ~~membership~~ Membership shall elect 6 Directors at the annual meeting for a 3 year term. Directors must be 18 years of age or older on the date of the election. -All Directors shall hold office for a period of three years and shall be elected on a rotating basis of six each year. Directors shall be eligible for re-election at the end of the three year term, but shall give fair consideration to others wishing to join the board.

(3) -In addition to the Board of 18 Directors, the President of ~~the Homecraft Division~~ will sit on the Board for his or her term of office with full voting privileges. -The President of ~~the Homecraft Division~~ may appoint an alternate Homecraft ~~director~~ Executive Member in his or her absence with voting privileges. The Membership shall affirm their support of this position annually, during the annual meeting.

Comment [BAS8]: Modernize language use, as we have no definition for a "Division".

Comment [BAS9]: correct language for committee executive person

(4) -In the event of a vacancy occurring on the Board by the death of or resignation of any officer or Director or otherwise, the remaining members of the Board shall have power to appoint any member of the Society to replace that Director or Officer for the balance of his or her term.

~~(5) Where a Director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he or she shall disclose his or her interest and shall not take part in the consideration of discussion of, or vote on any question with respect to the matter.~~

Comment [BAS10]: removed to article X

~~(56)~~ -If a Director fails to attend a minimum of 55% of the board meetings during the year without just reasons: [example: sickness or work oriented] the remaining members of the Board ~~can~~ may request his or her resignation from the Board.

~~(67)~~ -The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to this Constitution, and under the guidelines set forth by the Policies and Procedures ~~to the by-laws and regulations~~ of the Society.

~~(78)~~ -The Board may appoint as many non-voting Honorary Directors as they deem appropriate.

~~(89)~~ -The Board of Directors may appoint up to 6 Junior Directors, who must be at least ~~16-14~~ years of age within the calendar year of their appointment, for a one year term. These Junior Directors ~~do shall~~ not have a vote (as stated under the Act), but may bring forward and are encouraged to engage on all other business of the Society. ~~on financial issues.~~

(9) All Directors will agree to and sign a current Director's Code of Conduct, as documented in the Policies and Procedures.

Article 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, 2nd Vice President to be known as the Officers of the Society for a one year term, and shall also be known as the Signing Officers.

~~(2) The Board from among themselves or otherwise, shall appoint a Secretary-Treasurer. and, if considered necessary by the Board, an Assistant Secretary Treasurer who shall remain in office during pleasure and the Secretary Treasurer/Assistant Secretary Treasurer shall be a member of every committee which may be appointed by the Board and may be appointed managing director, acting under the control and with the approval of the Board. The Secretary or Assistant Secretary shall act as Secretary for both the Board of Directors and for the Society.~~

(3) The Board shall support the Society and its volunteers, through the hiring and review of Office Administrative staff, and other occasional persons, as needed from time to time, giving report of such expenditures and support to the board, during the Annual General Meeting.

~~(3) The Secretary-Treasurer/Assistant Secretary Treasurer of the Society, before entering upon the duties of his or her office, shall give bond for the faithful performance of his or her duties and especially for the due accounting for and paying over all moneys which may come into his or her hands.~~

~~(4) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such Secretary-Treasurer and Assistant Secretary Treasurer and to report thereon to the Society, and where the same Secretary-Treasurer/Assistant Secretary Treasurer for any Society is re-appointed from year to year, his or her re-appointment shall not be considered as new term of office, but as a continuation of the former appointment, and any security given to the Society for the faithful performance of his or her duties under such re-appointment shall continue valid as against the parties thereto.~~

~~(5) If the Board 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.~~

Article VIII - ~~General Meetings of the Members~~ Meetings of the Society:

(1) The Annual Meeting of the Society shall be held in the month of January or February, in each year. Fifteen members shall constitute a quorum at the Annual Meeting or any Special General Meeting.

(2) At The Annual Meeting: The Board shall present;

Comment [BAS11]: understood in the past, but more clearly defined as non-voting

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Comment [BAS12]: While obvious to some, not clearly spelled out in the past.

Comment [BAS13]: Meets with OMAFRA requirements to have this title filled, without going into more operational level Policies and Procedures.

Comment [BAS14]: Separately defines how actual physical work and support of the society will happen, while maintaining full accountability to the members

Comment [BAS15]: A modernization of the needs to efficiently support and accomplish volunteer work, while not tying any single person to outmoded terms.

Comment [BAS16]: Better heading based on OMAFRA documents

- a report of the activities and accomplishments of the Society since the last Annual Meeting, including reports from various committees of the Society 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, ~~certified as reviewed~~ by the Auditors/Financial Reviewers following processes outlined in Policies and Procedures.

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Comment [BAS17]: the term "Auditor" has changed in recent years under GAAP, and we are working annually with a "financial reviewer"

~~(2a) The chairperson of each committee or his or her delegate shall present a written report to the Board.~~

(3) The Directors shall be elected in the manner provided by Article VI, following the prescribed process outlined in Policies and Procedures.

~~(4) The Auditors shall be appointed by the Board of Directors at the meeting held immediately following the Annual Meeting.~~

Comment [BAS18]: removed to Article XII

(45) Special General Meeting: On the petition of thirty members of ~~a the~~ Society, the Secretary, and in his or her absence, the President or 1st Vice-President, shall call a Sspecial Ggeneral Mmeeting for the transaction of the business mentioned in the petition and the meeting shall be advertised in the local newspaper and by mailing-written notices to members at least two weeks in advance of the meeting, as outlined in the Policies and Procedures.

(56) A Sspecial gGeneral mMeeting will be called to deal with the selling, mortgaging or otherwise disposing of the property owned by the Society. Only those persons who are Mmembers for the current year and who were ~~members~~ Members for the two previous years are entitled to vote at this meeting.

Article IX - Directors' Board Meetings:

(1) A meeting of the Board shall be called by the Secretary (or designate) upon the direction of the President, or in his or her absence, the 1st Vice-President, or by any three members of the Board, by notifying all members of the Board at least ~~24 hours~~ 7 days prior to the time fixed for such meeting. A meeting of the Board may be held immediately following any Annual, regular or ~~s~~ Special General mMeeting of the Society ~~without notice.~~

Comment [BAS19]: from section 7 of the Act. Board meeting after AGM, should be mentioned in announcement of the AGM.

(2) Quorum - ~~Seven~~ 50% plus one, of the current voting members of the Board shall constitute a quorum. Executive meeting requires three members.

Comment [BAS20]: More current standards in 2018 for a working board, and clear that it only counts voting members

(3) Voting - At a Board meeting, only the elected ~~d~~ Directors (or appointed replacements – see section VI-4) and the President of Homecraft (or alternate as defined above) ~~representative~~ are eligible to vote.

(4) In-Camera Sessions – When called, these shall include only primary Directors of the Board. At the Executive's discretion, Honorary Directors, Junior Directors, and other persons of interest may be invited to remain as well.

Comment [BAS21]: Added to be more clear as to common practice, not to exclude anyone.

(5) The Board 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. The Terms of Reference and any Standing Committees shall be outlined in the Policies and Procedures.

(6) A Board meeting to be known as the Initial Meeting shall be held immediately following the Annual General Meeting, and at this meeting;

- the President, and the Vice Presidents, shall be elected by the Board of Directors
- the Manager, and Secretary-Treasurer and the Assistant Secretary-Treasurer, shall be appointed or re-appointed, as required
- the Executive Committee, and any other Standing Committees as outlined in the Policies and Procedures, shall be appointed

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- the fair dates for the current year shall be confirmed, after previously being discussed at the Annual Meeting of District #6, O.A.A.S.

(7) There shall be monthly meeting of the Directors, as required. The date and time shall be determined by the Executive Committee.

Article X – Conflict of Interest

Where a Director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he or she shall disclose his or her interest and shall not take part in the consideration of, or discussion of, or vote on any question with respect to the matter. Definitions, process, and repercussions shall be identified in the current Policies and Procedures.

Comment [BAS22]: Insert conflict of interest article, and other headings, following OMAFRA guidelines. (following articles will be appropriately renumbered without comment)

Comment [BAS23]: New separate article, at the suggestion of OMAFRA. Including reference to the location of current processes.

Article XI – Indemnification and Insurance

- (1) 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 Directors shall be indemnified by the Society in respect to any liability, costs, charges or expenses that he/she sustains or incurs as a result of his/her own fraud, dishonesty, willful neglect or willful default.
- (2) The Society shall maintain appropriate levels of insurance, to ensure the surety and security of the Society and its holdings.

Article XII – 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, but any officers or an employee so designated by the Board, as outlined in Policies and Procedures.
- (2) No Officer, Director, or Member of the Society, except the Secretary, Treasurer, Secretary-Treasurer, or Manager, shall receive any compensation for carrying out his or her duties as Officer, Director, or Member. However, traveling and living expenses may be allowed any Officer, Director or Member, while engaged in duties on behalf of the Society. The Board may approve such compensation which shall be payable out of the funds of the Society, as outlined in the Policies and Procedures.
- (3) The fiscal year of the Society shall be January 1st to December 31st.
- (4) A third-party independent financial reviewer for the following year shall be recommended by the Board, and approved by membership during the AGM.
- (5) No Cheque or any other order for the payment of monies shall be valid unless signed in accordance with a resolution made by the board, or, as an expected or planned expense with full and timely transparency provided to the board.
- (6) Cheques to disburse the funds of the Society shall bear the signatures of two of the Signing Officers.
- (7) The Financial Records and other Books of the Society, shall be made available for inspection by the Members upon reasonable request, as outlined in Policies and Procedures.
- (8) Owning Land
 - a: This Society being a body corporate, shall have power to acquire and hold land as a site or as an enlargement of an existing site and the Society shall have and may exercise the like powers as to lands required for the enlargement of an existing site as in the case of lands required the original site, for fairs and exhibitions, and subject to the approval of a meeting of the Society called for that purpose may sell, mortgage, lease, or otherwise dispose thereof, or of any other property held by such Society.
 - b: At least two weeks previous notice of such meeting shall be given by advertisement in not less than one newspaper having a general

Comment [BAS24]: the term “Auditor” has changed in recent years under GAAP, and we are working annually with a “financial reviewer”

Comment [BAS25]: best practices suggested by OMAFRA

circulation in the district surrounding the headquarters of the Society. At such a meeting only those persons shall be entitled to vote who are members for the current year and who were members for the two previous years.

Article XIII – Administration

- (1) Deeds, transfers, contracts and other documents may be signed on behalf of the Society by a single signing officer as directed by the Board, and where possible it should be two of the three Signing Officers.
- (2) The Board 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 by Members, as outlined in the Policies and Procedures.
- (3) The Officers of the Society are responsible for the safe custody of Deeds, title papers, and other documents relating to the Society’s property, at least one copy of minutes of proceedings, resolutions and constitution of the Society, books and records of the Society, and shall ensure that these records are securely administered as outlined in the Policies and Procedures.

Article XIV – Duties of Officers

- (1) President shall call and preside at all meetings of the Board; shall attend all committee meetings where possible; in case of a tie vote, shall cast the deciding vote.
- (2) 1st Vice- President: shall perform the duties of the President in the absence of same.
- (3) 2nd Vice-President: shall perform the duties of the President in the absence of the President and 1st Vice-President.
- (4) Other duties may also be assigned as needed to the Officers, from time to time, and shall be outlined in the Policies and Procedures.

Article XV – Rules of Order

Robert’s Rules of Order shall govern the Society in all matters not covered by this Constitution, or expressly outlined in the Policies and Procedures.

~~Article X – Remuneration:~~

~~No officer, Director, or member of a Society, except the Secretary, Treasurer, Secretary-Treasurer, or manager, shall receive any remuneration for carrying out his or her duties as officer, Director, or member, but traveling and living expenses may be allowed any officer, Director or member, while engaged in duties on behalf of the Society, and the Board may fix such remuneration ‘s which shall be payable out of the funds of the Society.~~

Article XI – Fiscal Year

The fiscal year of the Society shall be January 1st of one year to December 31st of that year.

Article XVII - Change in Constitution, ~~By-Laws~~, and ~~Regulations~~ Policies & Procedures:

(1) ~~By-Laws and/or regulations of the~~ The Constitution of the Society may be made and/or adopted, amended or repealed at any Annual General Meeting of the Society, or at a ~~S~~special General meeting of which ~~correct~~ notice has been given, provided the Secretary-Treasurer (or office) has received notice of Motion, six weeks prior to the Annual Meeting or special general meeting, and the motion has been made readily available to the membership at least two weeks in advance of the annual or special general meeting.

Comment [BAS26]: Moved to Article XII - Finances

Comment [BAS27]: Numerical reference required as additional sections added to article XII

Comment [BAS28]: Text was missing correct identification of AGM vs. special general meeting, housekeeping fix.

(2) Changes to the Constitution require a two-thirds majority vote of those present during the AGM or a Special General Meeting, for a change to be effective, and will take effect as of the date proposed in the changes.

Comment [BAS29]: Assumed, but now clear.

(3) The Constitution must be reviewed by a Committee of the Board, every fifth (5) year, and it is suggested that it be done in ongoing cooperation with the Ministry.

Comment [BAS30]: Even if we make no changes, we are looking it over on a recurring basis.

(4) In addition to the Constitution, the Society shall keep a set of operational Policies and Procedures, to assist in the more practical governance and operation of the Society throughout the year.

(5) Policies and Procedures may be created, edited, or removed, by a two-thirds majority vote of the Board.

(6) At all times, the most current Policies and Procedures must be readily available to any member, and any changes introduced through the year, shall be read into the Minutes during the Annual General Meeting.

(7) The Executive Committee may draft additional binding Policies and Procedures in order to address urgent matters, but these must be ratified at the next Board meeting or else cease to exist at that time.

Comment [BAS31]: Allowing for “rulings” on undocumented topics, while ensuring board approval and transparency.

(8) All regulations as set forth in the Agricultural and Horticultural Organizations Act, as it may be revised from time to time, shall become part of the Constitution as soon as is reasonably practical.

Comment [BAS32]: To stay in sync with OMAFRA and any changes they require (replaces previous “note”)

~~Note: All regulations as set forth in the Agricultural Societies Act or as it may be revised from time to time, shall become a part of the Constitution.~~

Article VII – Dissolution

In event of the dissolution of the Society, after payment of all debts and liabilities, the remaining assets shall be distributed to other Charities and Not-for-Profits whose goals and objectives are in alignment with the Society, at the recommendation of the Board, and upon the approval of the Ministry of Agriculture, Food and Rural Affairs.

Article XVIII – Adoption

(1) This Constitution adopted at an Annual or Special Meeting of the Binbrook Agricultural Society, shall become effective on DD of MMMMM, YYYY, and remain so until amended or repealed.

~~By Law No. 1 – Banking arrangements, contracts, execution of instruments, etc.~~

~~A by law respecting the banking arrangements, contracts, and execution of instruments, etc., by the Directors of the Binbrook Agricultural Society. Be it enacted by the Directors of the Binbrook Agricultural Society as a by law of the said Society as follows:~~

~~The banking business of the Society, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint, or authorize from time to time by resolution and such banking business or any part thereof, shall be transacted on the Society's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Society's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on the Society's behalf to facilitate such banking business.~~

~~Deeds, transfers, assignments, contracts, and obligations on behalf of the Society may be signed by the President, the Manager, and the Secretary Treasurer/Assistant Secretary Treasurer, and the Corporate Seal shall be affixed to such instruments as require the same. Notwithstanding any provision to the contrary contained in the By Laws of the Society, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the Society may or shall be signed.~~

~~By Law No. 2 – Owning Land:~~

~~A by law respecting the owning of lands by the Binbrook Agricultural Society. Be it enacted by the Directors of the Binbrook Agricultural Society as follows:~~

~~Section A:~~

~~This Society being a body corporate, shall have power to acquire and hold land as a site or as an enlargement of an existing site and the Society shall have and may exercise the like powers as to lands required for the enlargement of an existing site as in the case of lands required the original site, for fairs and exhibitions, and subject to the approval of a meeting of the Society called for that purpose may sell, mortgage, lease, or otherwise dispose thereof, or of any other property held by such Society.~~

~~Section B:~~

~~At least two weeks previous notice of such meeting shall be given by advertisement in not less than one newspaper having a general circulation in the district surrounding the headquarters of the Society. At such a meeting only those persons shall be entitled to vote who are members for the current year and who were members for the two previous years.~~

~~By Law No. 3: – Borrowing of Money and Issuing of Securities~~

~~A by law respecting the borrowing of money and the issue of securities by the Binbrook Agricultural Society. Be it enacted by the Directors of the Binbrook Agricultural Society as a By-Law of the said Society as follows:~~

~~Section A:~~ ~~The Directors of the Society may from time to time; borrow money upon the credit of the Society in such amounts and upon such terms as may be deemed necessary.~~

~~Section B:~~ ~~Issue bonds, debentures, or other like liabilities of the Society whether constituting a charge on the property of the Society or not, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Directors may determine;~~

~~Section C:~~ ~~Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertaking to secure any such bonds, debentures, debenture stock or other obligation or liability of the Society.~~

Comment [BAS33]: By motion, to move the very operational bylaws out of the locked document, and into a new Policies & Procedures document, with the existing text forming the first revision of said document. (with future editing and access, as defined above in Article XII, item 4)

Comment [BAS34]: *(removed to Article XII – Finances)*

Comment [BAS35]: Moving to new Policy & Procedure document

BY LAW No. 4 – PROTECTION OF DIRECTORS AND OFFICERS

~~A By law for the protection of Directors and Officers of the Binbrook Agricultural Society. Be it enacted by the Directors of the Binbrook Agricultural Society, as a By law of the said Society as follows:~~

~~Except as provided by Article VII, Section 3, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director of officer, or for joining in any receipts or other act for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any persons with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the executions of the duties of his or her office or in relation thereto unless the same shall happen through his own dishonesty or his or her failure to enforce the conditions of Article VII, Section 3.~~

Comment [BAS36]: Moving to new P&P

BY LAW NO. 5 – STANDING COMMITTEES:

~~A By law for appointment of Standing Committees of the Binbrook Agricultural Society. Be it enacted by the Directors of the Binbrook Agricultural Society, as a by law of the said Society as follows:~~

SECTION A – EXECUTIVE COMMITTEE:

~~The board from among themselves, shall appoint an executive committee to be composed of the President, 1st and 2nd Vice Presidents, Homecraft Division President, Past President and the Secretary-Treasurer to exercise and perform such of its powers and duties as the Board may prescribe: such committee to be appointed at the Initial Meeting immediately following the Annual Meeting.~~

Comment [BAS37]: *(removed to Polices and Procedures, referenced in Article IX (5)).*

SECTION B – GROUNDS AND BUILDING COMMITTEE:

~~The Board from among themselves shall appoint a Building and Grounds committee consisting of Directors, among whose duties it will be to inspect each building, inside and out, electrical wiring, lighting, fences, roadways, culverts, ditches, and recommend to the Board during the month of March, repairs or alterations to be made during the year with estimates of costs.~~

SECTION C – PRIZE BOOK COMMITTEE:

~~The Board from among themselves shall appoint a committee consisting of not more than two Directors and the Secretary/Assistant Secretary whose duty it will be to plan the Prize List book in conjunction with the Chairmen of the competitive committees and secure from these committees their revisions and recommendations and who need not accept any changes after May 1st. each year.~~

Comment [BAS38]: Outmoded concept with today's technology. Prize book is no longer edited manually, but is a dynamic database driven document.

SECTION D – COMMITTEES AND SUBCOMMITTEES:

~~The board 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.~~

BYLAW NO. 6 – MEETINGS OF THE BOARD

~~A by law to determine meetings of the Board of Directors of the Binbrook Agricultural Society. Be it enacted by the Directors of the Binbrook Agricultural Society as follows:~~

Comment [BAS39]: *(removed to Article XIV)*

Section A

~~A meeting to be known as the Initial Meeting shall be held immediately following the Annual and at this meeting, the President, and the Vice Presidents, shall be elected by the Board of Directors.~~

~~The manager, Secretary-Treasurer and the Assistant Secretary-Treasurer, shall be appointed or re-appointed at this Initial Meeting.~~

~~The Executive committee, grounds and building committee and the Prize Book Committee shall be appointed at this Initial Meeting.~~

~~Section B~~

~~The fair dates for the current year shall be confirmed after previously being set at the Annual Meeting of District #6, O.A.A.S.~~

~~Section C~~

~~There shall be monthly meeting of the Directors each month if required. The date and time shall be determined by the Executive Committee.~~

~~BY LAW NO. 7 CONTROL AND PREVENTION OF VARIOUS ACTIVITIES AND EVENTS~~

~~A by-law to control, prohibit, and prevent certain activities and events, in accordance with the Agricultural Societies' Act, and in conjunction with the Binbrook Agricultural Society.~~

~~Be it enacted by the Directors of the Binbrook Agricultural Society, as a by-law of the said Society as follows:~~

~~In accordance with the Agricultural Societies Act, this Society shall control, and may prohibit and prevent theatrical, circus, or acrobatic performances, exhibitions or shows and may also regulate or prevent the huckstering or trafficking in fruits, goods, wares and merchandise on the exhibition grounds or within three hundred meters thereof on the day of an exhibition, and persons who, after notice of such rules and regulations, contravenes any provisions thereof shall be liable to be removed by an Officer of the Society or a person appointed under Section 30, subsection 1 of the Agricultural Societies Act or a Police Officer and shall be liable to the penalties provided under this Act.~~

~~BY LAW NO. 8 DUTIES OF THE OFFICERS:~~

~~Section A: President shall call and preside at all meetings of the Board; shall attend all committee meetings where possible; in case of a tie vote, shall cast the deciding vote.~~

~~Section B: 1st Vice President: shall perform the duties of the President in the absence of same.~~

~~Section C: 2nd Vice President: shall perform the duties of the President in the absence of the President and 1st Vice President.~~

~~BY LAW NO. 9 THE SECRETARY-TREASURER/ASSISTANT SECRETARY-TREASURER~~

~~1. The Secretary-Treasurer and the Assistant Secretary-Treasurer shall attend all meetings of the Board and committees where possible and shall keep a record of the proceedings and preserve in the proper order all papers and documents.~~

~~2. Shall be responsible for the operation of the annual fair with assistance of the Directors, including the hiring of staff and the paying of expenses incurred in the operation of the fair. The amount paid to staff to be determined by the executive committee.~~

~~3. Shall attend District and Provincial meetings of the O.A.A.S.~~

~~4. Shall assume the duties of Treasurer and be the signing Officers and give bond for the faithful performance of his or her duties.~~

~~5. Shall prepare a current statement of the board's financial status at each board meeting.~~

~~NOTE: In accordance with the Agricultural Societies' Act, the Secretary-Treasurer and the Assistant Secretary-Treasurer shall be a member of all committees, and by this by-law, the President and Manager shall be a member of all committees, but neither the Secretary-Treasurer, the Assistant Secretary-Treasurer, nor the President, or the Manager shall have the right to vote as a committee member unless they are named as an acting committee member.~~

Comment [BAS40]: OMAFRA suggested removal, as unenforceable by anyone..

Comment [BAS41]: OMAFRA supports suggested move to P&P.

Comment [BAS42]: This is a false statement, as there is no such condition in the Act.