

**CONSTITUTION AND BY-LAWS OF
BINBROOK AGRICULTURAL SOCIETY
(replaced with date from Article XVIII)**

Article I - Name

The name of the Society shall be "Binbrook 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, henceforth known as the "Act", and all Articles of this document shall be read to conform with said Act.

Article III - Purposes

The purposes of the Society shall be in accordance with the objects as stated in the Act. The objects of 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:

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

Article IV - Head Office:

The head office of the Society is located on the Binbrook Fair Grounds, in the Village of Binbrook, in the City of Hamilton in the province of Ontario.

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 membership.

- (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. 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.
- (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.
- (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.
- (2) (2) The 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 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.
- (4) 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 of the Society.
- (5) The Board may appoint as many non-voting Honourary Directors as they deem appropriate.
- (6) The Board of Directors may appoint up to 6 Junior Directors, who must be at least 14 years of age within the calendar year of their appointment, for a one year term. These Junior Directors 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.
- (7) All Directors will agree to and sign a current Board of Director Package, 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.
- (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.

Article VIII - Meetings of the Society:

- (1) The Annual Meeting of the Society shall be held in the month of January 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;
 - a. a report of the activities and accomplishments of the Society since the last Annual Meeting, including reports from various committees of the Society
 - b. 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 Financial Reviewers following processes outlined in Policies and Procedures.
- (3) The Directors shall be elected in the manner provided by Article VI, following the prescribed process outlined in Policies and Procedures.
- (4) Special General Meeting: On the petition of thirty members of the Society, the Secretary, and in his or her 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 given by appropriate publication of a notice to members at least two weeks in advance of the meeting, as outlined in the Policies and Procedures.
- (5) A Special General Meeting will be called to deal with the selling, mortgaging or otherwise disposing of the property owned by the Society. Only those persons who are Members for the current year and who were 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 7 days prior to the time fixed for such meeting. A meeting of the Board may be held immediately following any Annual, regular or Special General Meeting of the Society.
- (2) Quorum - 50% plus one, of the current voting members of the Board shall constitute a quorum. Executive meeting requires three members.
- (3) Voting - At a Board meeting, only the elected Directors (or appointed replacements – see section VI-4) (or alternate as defined above are eligible to vote.
- (4) In-Camera Sessions – When called, these shall include only primary Directors of the Board. At the Executive's discretion, Honourary Directors, Junior Directors, and other persons of interest may be invited to remain as well.
- (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;
 - a. the President, and the Vice Presidents, shall be elected by the Board of Directors
 - b. the Manager, and Secretary-Treasurer and the Assistant Secretary-Treasurer, shall be appointed or re-appointed, as required
 - c. the Executive Committee, and any other Standing Committees as outlined in the Policies and Procedures, shall be appointed
 - d. 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.

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 individual/agency 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 appropriate publication as outlined in the Policies and Procedures. 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
- (3) Policies and Procedures. 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 XVI - Change in Constitution and Policies & Procedures:

- (1) 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 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.
- (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.
- (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.
- (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.
- (8) All regulations as set forth in the Agricultural and Horticultural Organizations Act, as it may be revised from time to time, shall become a part of the Constitution as soon as is reasonably practical.

Article XVII – 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

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.