

CONSTITUTION OF THE MOORE AGRICULTURAL SOCIETY



ARTICLE 1

1. NAME

The name shall be known as "THE MOORE AGRICULTURAL SOCIETY" HEREIN REFERRED TO AS "the Society"

ARTICLE 2

1. AUTHORITY

- a. 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 Act, herein referred to as "the Act"
- b. The Society, while registered as a charitable organization, will conduct all business within the requirements of all applicable sections of the Income Tax Act of the Country of Canada.

2. STRUCTURE

- a. The Society shall consist of 2 divisions:
 - i. The Board of Directors
 - (1) The Board of Directors shall consist of 16 Directors – 15 to be elected from the membership which shall consist of 4 elected positions being President, 1st & 2nd Vice Presidents and Past President and 1 to be appointed by the Homecraft Division at their Annual Meeting.
 - ii. The Homecraft Division.
 - (1) The Homecraft Division shall operate within the whole of the Society, assisting the Board of Directors in promoting and operating its programmes.
 - (2) The Homecraft Division shall appoint each year, 1 representative to serve as director on the Board of Directors, which shall be the Homecraft Division President or the President's representative.
 - (3) The Homecraft Division shall elect from their membership an executive body consisting of Past President, President, 1st and 2nd Vice Presidents, and an appointed Secretary and/or Treasurer.

ARTICLE 3

1. PURPOSES

- a. The purposes of the Society shall be in accordance with the objects as stated in the Act.
- b. The objects of the Society are to encourage awareness of agriculture and to promote improvements in the quality of life of persons living in an agricultural community by,
 - i. researching the needs of the agricultural community and developing programs to meet those needs;
 - ii. holding agricultural exhibitions featuring competitions for which prizes may be awarded;
 - iii. promoting the conservation of natural resources;
 - iv. encouraging the beautification of the agricultural community;
 - v. supporting and providing facilities to encourage activities intended to enrich rural life;
 - vi. creating and promoting agricultural awareness in the urban community.

ARTICLE 4

1. HEAD OFFICE

- a. The Head Office of the Society shall be located in the Township of St. Clair in the County of Lambton in the Province of Ontario and at such place therein as may be decided by the Board of Directors with the approval of the Membership.

ARTICLE 5

1. MEMBERSHIP

- a. Every person shall be entitled to be a member of the Society. Payment of the annual membership fee, as recommended by the Board of Directors and approved by the membership at an annual meeting shall sustain their membership.
- b. A Firm or an Incorporated Company may become an associate member by the payment of the approved fee, but the name of only one person shall be entered as the representative of such Firm or Company and that person only shall have the privilege of associate membership in the Society.
2. Associate membership is open to persons and Corporations having an interest to pursue the stated purposes of the Society, and by the approved fees.
 - a. Associate members shall not have voting rights or be eligible to serve as Director of the Society.
3. Honourary Membership: A person age 65 or more may become an honourary member by payment of the approved fee.
 - a. An honourary member will retain voting rights but shall not be eligible to serve as a Director of the Society.
 - b. Also, honourary membership status may be bestowed at the discretion of the Board of Directors.
4. Privileges of Membership
 - a. Only those members who were members during the previous and current years are entitled to vote at meetings of the Society. Exhibitor privileges are included in a membership.
5. Obligations of Membership
 - a. Members are required to take an active part in the operation of the Society with the exception of honourary membership.

ARTICLE 6

1. DIRECTORS

- a. The Board of Directors shall consist of 16 Directors.
- b. 12 shall be elected to three year terms, with 4 being elected at the Annual Meeting, on a rotating basis.
- c. 1 Director shall be appointed to a 1 year term from the Homecraft Division, which shall be the Homecraft President or President's representative.
- d. 3 Directors shall be elected at each Annual Meeting to serve a 1 year term.
- e. All Directors must have:
 - i. attained the age of 18 and been a member in the preceding and current years, and
 - ii. been an active member of a committee or bring an asset of value to the Society
2. Honourary Directors
 - a. May be appointed by the Board of Directors.
 - b. Honourary Directors will not have voting privileges.
3. No officer, director or member of the Society, except the Secretary, Treasurer, Secretary-Treasurer or Managers, shall receive any remuneration for carrying out his/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 and traveling and living expenses which shall be payable out of the funds of the society.
4. In the event of a vacancy occurring on the Board or any office by the death or resignation of any officer or Director or by absenteeism or otherwise, the remaining Board members shall have the power to appoint any member of the society, that meets the requirements of a director, to fill the vacancy for the remaining fiscal year, except when 3 or more vacancies occur within a 30 day period a special membership meeting shall be called to elect Directors to fill the vacancies.
5. Where a Director of the Society has a financial interest either direct or indirect, in any manner in which the society is concerned he/she shall disclose his/her interest and shall not take part in the consideration or discussion of, or the vote in respect to the said manner.
6. The Board of Directors shall have the power to act for and on behalf of the society in all matters subject to the By-Laws and Guidelines of the Society.

ARTICLE 7

1. OFFICERS

- a. Executive
 - i. The Directors shall elect from among themselves at a meeting to be held immediately following the Annual Meeting, a President, a 1st and 2nd Vice Presidents and a Past President. These officers plus 1 Homecraft Director shall constitute the Executive of the Society.
- b. The Board from among themselves or otherwise shall hire or appoint a Secretary and a Treasurer or a Secretary-Treasurer, and such other positions as are required.
- c. The Board shall acquire proper and sufficient bonding for all persons required to handle Society funds.
- d. The Board shall acquire proper and sufficient insurance coverage for the Society.
- e. Every officer and Director shall be indemnified and saved harmless out of the funds of the society from against all costs, charges and expenses incurred in and about any action or suit brought against him/her in respect of any deed performed during the execution of his/her office, except where charges or expenses are incurred as a result of his/her own wilful neglect or default.

ARTICLE 8

1. MEETINGS OF THE SOCIETY

- a. Meetings of the Society shall be those that involve the whole membership and at these meetings 15 members shall constitute a quorum. At least 2 weeks' notice of Annual Meeting or General Meetings of the Society shall be given by,
 - i. Mailing notice to each member of the organization, and
 - ii. By publishing notice in a newspaper generally circulated in the area of the Headquarters of the Organization, or
 - iii. By publishing it in a periodical that is generally circulated in the Agricultural or Horticultural community, as appropriate.
- b. At the Annual Meeting the Board shall,
 - i. Present a report of the activities and an audited financial statement of the Society for the previous year.
- c. At the Annual Meeting the Membership shall
 - i. Elect the required Directors
 - ii. Appoint the Auditor(s)
 - iii. Attend to any other business, properly brought before the meeting

2. GENERAL MEETINGS

- a. A General Meeting is a meeting of the Society called by the President and advertised to deal with matters brought to it by the Board, the purpose of which shall be stated in the notice of the meeting.
- b. A General Meeting shall be called by the President, or,
 - i. On the petition of 15 members of the Society, the Executive or the secretary shall call and advertise a General Meeting for the purpose mentioned in the petition.
- c. A Special General Meeting must be called for the purpose of the registration of any document on title, written long term agreement over 5 years, or the borrowing of funds.

ARTICLE 9

1. DIRECTORS MEETINGS

- a. The Board of Directors shall meet once each month or not less than 12 times each year.
- b. All Board of Directors must be notified of Directors meetings 7 days prior to the meeting, if possible. Exceptions being in the case of the meeting held immediately following the Annual Meeting, or any other General Meeting.
- c. Only the Directors are entitled to vote at a Board Meeting.
- d. 50% plus one Directors of currently held Directorships shall constitute a quorum at a Board meeting.

ARTICLE 10

1. CONSTITUTION

- a. Directors shall conduct the affairs of the Society in a manner agreeable to the Constitution and may make further By-laws or Guidelines.
- b. The Board may amend any By-law or Guidelines on a permanent basis on the condition the changes be reported at a membership meeting.
- c. The financial accounts and other books of the Society shall be made available for inspection by members on reasonable request.
- d. Robert's Rules of Order shall be used to conduct the Business of the Society.
- e. Amendments and changes to the Constitution may be made after prior notice and being properly presented, at the Annual Meeting or a meeting called for that purpose. To be approved they must have support of 66% of the vote.
- f. This Constitution is subject to "The Act", which may be referred to for clarification.
- g. In case of dissolution of the Society the assets will be distributed to one or more charitable organizations in accordance with the Agricultural and Horticultural Organizations Act and the Income Tax Act.

Revised December 2017.

Approved by the General Membership at the Annual General Meeting on January 20, 2018.

Effective January 20, 2018.

Bill Myers

Bill Myers, President
Moore Agricultural Society

Nancy Brown

Nancy Brown, Office Coordinator
Moore Agricultural Society