## THE LUCKNOW AGRICULTURAL SOCIETY INCORPORATED

### CONSTITUTION AND BYLAW 2020

**ARTICLE I NAME**

The name of the organization shall be the **LUCKNOW AGRICULTURAL SOCIETY** **INCORPORATED** henceforth known as "the Society".

**ARTICLE II - AUTHORITY**

The Society is organized as a corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act (1988) of the Province of Ontario, and all articles of this constitution shall conform to the Agricultural and Horticultural Organizations Act and its regulations.

#### **ARTICLE III - OBJECTIVES**

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

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; and

f) conducting or promoting horse races when authorized to do so by a Bylaw of the Society.

**ARTICLE IV - HEAD OFFICE**

The head office of the Society shall be located at a place determined by the Board. Be it the residence of the Secretary, Secretary/Treasurer, Treasurer, or President.

**ARTICLE V - MEMBERSHIP**

1. There shall be an annual membership fee as shall be determined from time to time by the Board of Directors.

2. Every person shall be entitled to be a member of the Society by paying the annual fee of $5.00 to the Society but no person under the age of 18 years is eligible to vote at meetings of the Society.

3. A corporation or a firm may become a member of the Society by the payment of the regular fee but the name of only one person shall be entered in any one year as the representative or agent of such corporation or firm and that person only shall exercise the privilege of membership in the Society.

4.The interest of a member in the Society is not transferable and ceases to exist upon his death, or when he ceased to be a member by resignation or otherwise in accordance with the bylaws of the Society. Any member may resign from membership upon giving notice in writing to the Society.

5. Such membership fee as the Board of Directors may from time to time determine shall be paid by all members of the Society for each fiscal year of the Society before such members are members of the Society in good standing.

 6. Privileges of membership - Every member in good standing is entitled to

attend and vote at any annual general meetings, general or special meetings; be elected to the Board of Directors; be a member of and participate in committees of the organization.

**ARTICLE VI - DIRECTORS**

1. The affairs of the Society shall be managed by a Board of Directors, henceforth known as “The Board”, who may exercise all such powers and do all such acts and things that may be exercised or done by the Society and are not by the bylaws or any special resolution of the Society or by statute expressly directed or required to be done by the Society at a general meeting of members.

2. To be eligible to be a Director of the Society, a member shall be of the full age of 18 years or more and shall be a member in good standing of the Society.

3. The Director’s term of office shall be from the date of the meeting at which they are elected, or appointed, until the next annual meeting or until their successors are elected or appointed.

4. In the event during the current year a vacancy occurs on the Board by the death of, or resignation of, any Director, 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.

5. The Board from among themselves, may appoint an executive committee of not more than five members to exercise powers and perform such duties as shall be prescribed by Board prescribes.

6. The members of the Society may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of the votes cast at that meeting elect any person in his stead for the remainder of his term.

7. A maximum of twenty (20) Directors of the Society shall be elected in rotation, namely some Directors shall be elected to serve a three-year term, some Directors shall be elected to serve a two-year term, and some Directors shall be elected to serve a one year. No Director shall be elected for a term of more than three years, but he is eligible to be re-elected at the end of any term for which he is elected.

8. 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 regulations of the Society.

**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, and 2nd Vice President to be known as the officers of the Society.

2. The President, 1st Vice President, 2nd Vice President and remaining Directors shall constitute the Board of Directors.

3. The Board, from among themselvesor otherwise, shall appointa Secretary and a Treasurer or Secretary-Treasurer who shall remain in office until the next annual meeting and the Secretary or Secretary-Treasurer shall attend each monthly Board meeting.

**ARTICLE VIII - MEETINGS OF THE SOCIETY**

1.**Notice of Meeting**

 ***(a)*** At least two weeks’ notice of every annual general meeting shall be given by publication of a notice of the meeting in at least one newspaper having a general circulation in the Township of Huron-Kinloss or by mailing, or emailing or through social media venues, notification of the meeting to every member of the Society at the address furnished by such members to the Secretary.

2. **Annual Meeting**

***(a)*** The annual meeting of the Society shall be held in January of each year, or as determined by the Board of Directors.

***(b)*** 10 members (18 and over and in good standing) shall constitute a quorum at the Annual Meeting.

***(c)*** At the annual meeting:

i) The Board shall present a report of the activities, accomplishments and hardships of the Society since the last Annual Meeting and a detailed statement of the receipts and expenditures since the lastAnnual Meeting and a statement of the assets and liabilities of the Society, certified by the Reviewers.

ii) The Directors shall be elected.

iii) Auditor(s) shall be appointed for upcoming year.

iv) The secretary shall make available a list of those members eligible to vote and hold office as determined in Article V.

3. **General Meetings**

***(a)*** The Society shall hold regular meetings on the fourth Tuesday of each month, or, at such other times as the President of the Society may from time to time determine.

 i) Only those persons who are members for the current year are eligible to vote at any general meeting.

 ii) 10 members (18 and over and in good standing, including executive members) shall constitute a quorum for a general meeting.

 iii)A general meeting may decide on all matters brought to it by the Board.

4. **Special General Meetings**

On the petition of ten (10) members of the Society, the Secretary, and, in the Secretary'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 prescribed by ARTICLE VIII (a), except the advertisements and notices shall state the nature of the business to be transacted at such special general meeting.

**i**) A special general meeting will be called at the request of any 10 members.

**ii)** All members present at the meeting are entitled to vote.

**ARTICLE IX - BOARD OF DIRECTORS' MEETINGS**

1) A meeting of the Board shall be called by the Secretary upon the direction of the President, or in the President's 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 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:**

50% plus 1 of the Board shall constitute a quorum.

3) **Voting:**

 i) Voting may be conducted by show of hands or by voice.

 ii) Written Proxies will be accepted, announced before the vote is held as “number of proxy votes held” and, if the vote is by show of hands or voice, the proxy votes should be identified as “for”, “against” or “abstain”. If the vote is by ballot, then the proxy vote totals are revealed to the scrutineers who total them in with the ballots and report the results.

At a Board meeting, only the elected Directors are eligible to vote.

4) **Decision Making at Board Meetings:**

 Majority vote or, if a tie, the motion is defeated

5) **Powers and Duties:**

In addition to other specific duties and powers assigned elsewhere in these By-laws, the Board shall:

1. Ensure the overall activities of the Society harmonize with the objectives of the Society;
2. Take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;
3. Put into effect all policies and actions approved by the membership;
4. Have power to enter contracts in the name of the Society in accordance with policies and practices approved by the membership;
5. Authorize expenditures and obtain funds necessary for the operation of the Society;
6. Be responsible for the management of the affairs of the Society between general meetings;

6. For the first meeting of the Board of Directors, held immediately following the election of Directors at the annual meeting of the members, no notice shall be necessary to legally constitute the meeting. For a meeting of the Board of Directors, at which a Director is appointed to fill a vacancy on the Board, no notice shall be necessary to the newly appointed Director.

7) **Committees and Subcommittees:**

a) The Board may establish committees and subcommittees from time to time to conduct its business more effectively. All committees are accountable to the Board of Directors.

b) Terms of reference for all committees shall including the following:

1. The status of the committee (standing or ad hoc);
2. The type of committee (discussion, working, task force, etc.);
3. The overall purpose;
4. Any specific directives defining goals or tasks;
5. The relationship to any other overlapping activities of the Society;
6. The composition must be reported/known;
7. The assignment of any staff or associate members;
8. Any special mode of operation;
9. The committee has a budget established each year Board of Directors based on and prior to the event occurring;
10. The preferred time and method for reporting;

#### **ARTICLE X - CONFLICT OF INTEREST**

1. Where a Director of the Society has a conflict of interest, direct or indirect, in any matter in which the Society is concerned, they shall disclose their interest and may take part in the consideration or discussion with respect to the matter and shall withdraw from the meeting when the matter is being discussed if requested to do so by a majority of the members present at the meeting.

**ARTICLE XI - INDEMNIFICATION**

1. Every Director or the person/persons appointed as Officers of the Association and their heirs, executors and administrators respectively shall from time to time, and always, be indemnified and saved harmless out of the funds of the Association.

**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 by any officers or any financial institution as directed by the Board. This includes a credit union.

**Banking arrangements:**

The treasurer shall issue cheques and payments, and will provide invoices or cheque requisition forms, documented in paper form as well as through Quick Books. Deposits made will be documented in deposit books with a deposit receipt from the bank teller attached as well as through Quick Books. Any deposits made by anyone other than the Treasurer must be documented. A receipt, as well as a deposit form, must be printed (accessible online by searching BMO deposit slip) and all information will be delivered to the Treasurer in a timely fashion (or at the next scheduled Ag Society meeting).

1. No cheque or any other order for the payment of monies shall be valid unless signed by in accordance with a resolution made by the Board. Cheques to disburse the funds of the Society shall bear the signatures of the Treasurer and President or any other Director of the Board by way of signing authority.
2. The fiscal year of the Society shall be from January 1 to December 31.
3. All expenditures over $100.00 shall require approval by a motion passed at a General or Board of Directors meeting prior to the expenditure occurring.
4. The financial records of the Society shall be examined by two people elected at the annual meeting of the members of the Society and they shall hold office until the next annual meeting. At a special general meeting, the examiners of the Society may be replaced by others.
5. **Remuneration:**

No officer, director or member of a Society except the Secretary, Treasurer, or Secretary-Treasurer, shall receive any remuneration for carrying out his duties as officer, director or member, but travelling 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 travelling and living expenses which shall be payable out of the funds of the Society.

**ARTICLE XIII – ADMINISTRATION**

1. **Execution of Documents:**
 Contracts, documents or other instruments in writing requiring the signature of the Society may be signed by the President, or his Vice-President together with the Secretary, Treasurer or Secretary/Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the society without any further authorization or formality. The Board of Directors shall have power, from time to time by resolution, to appoint any officer or officers or any person or persons, on behalf of the Society either to sign contracts, documents and instruments in writing, generally, or to sign specific contracts, documents and instruments in writing.
2. The Board of Directors shall ensure that all records of the Society shall be open for review by any member of the Society who is in good standing provided that reasonable notice for such review is received by the Board.
3. **Records of the Society:**
Officers of a Society are responsible for the safe custody of:

a) deeds, title papers and other documents relating to the Society's property;

 b) At least one copy of minutes of proceedings, resolutions and constitution or by-laws of the Society;

c) Books and records of the Society;

1. All records of the Society will be kept at the head office for a period of seven years and at which time they will be placed in storage in the Agricultural Society storage room at the Lucknow and District Sports Complex.

**ARTICLE XIV - DUTIES OF OFFICERS**

1. **The President of the Society shall**:
	* Be in good standing and have been a Director for at least one year.
	* Chair monthly Board meetings.
	* Be responsible for management and supervision of the affairs and operations of the Society.
	* Have signing authority.
	* Represent and promote the organization.
2. **The Vice President of the Society shall**:
	* Be a member in good standing and a Director for at least one year.
	* Carry out duties as prescribed by the Board of Directors.
	* Assists and acts as president in absence of the president.
3. **The Second Vice President of the Society shall**:
* Be a member in good standing and Director for at least one year.
* Carry out duties as prescribed by the Board of Directors.
* Assist in acts as president in absence of the president and vice president.
1. **The Secretary of the Society shall**:
	* Be appointed by the Board of Directors.
	* Attend all 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;

v) A list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;

vi) All reports of committees that may from time to time be appointed by the Society; and

vii) Hold a copy of all annual statements and financial auditor reports.

3) **The Treasurer of a Society shall**:

* Follow accepted accounting practices along with properly following the policies as determined by the Board of Directors.
* Receive all monies paid to the Society
* Keep the securities of the Society in safe custody.
* Keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Society.
* Prepare the annual financial statements of the Society.
* Shall work with elected reviewers to ensure financial review is conducted.
* Prepare reports showing the financial position of the Society, for the officers at each meeting.
* Hold all annual statements and financial auditor reports.

**ARTICLE XV - RULES OF ORDER**

RULES OF ORDER: The latest Edition of Robert’s Rules of Order shall govern proceedings at all meetings of the Association. If the rules of order conflict with the By-Laws, the latter shall prevail.

**ARTICLE XVI – Amendments to the Constitution**

1) This Constitution and By-Laws of the Society, may be amended or repealed by a two-thirds majority vote of those members in attendance at an annual general meeting or at a special meeting of which notice has been given in the manner provided by email two weeks prior.

**ARTICLE XVII - DISSOLUTION**

1. Inevent of the dissolution of the Society, after payment of all debts and liabilities, the remaining assets shall be distributed as per O.M.A.F.R.A guidelines.

**ARTICILE XVIII GENDER NEUTRAL**

It is understood that where the masculine gender is used in the Constitution and By-Laws, that the feminine gender shall equally apply.

**ARTICLE XIX – ADOPTION**

1. This constitution adopted at an Annual Meeting of the Lucknow Agricultural Society shall become effective and remain so until re-amended or repealed.
2. Adopted Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Amended Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_