

CONSTITUTION & BY-LAWS

Stirling Agricultural Society
a Division of 1608038 Ontario Inc.
Stirling, Ontario

ARTICLE 1:NAME

The name of the society shall be the “Stirling Agricultural Society Inc.” henceforth to be known as “the Society.”

ARTICLE 2:HEAD OFFICE

The office building located on the grounds at 437 West Front Street, Stirling, Ontario. K0K 3E0, shall be the head office of the Society.

ARTICLE 3:AUTHORITY

The Society, as organized under the authority of the Agricultural and Horticultural Societies Act of the Province of Ontario, shall ensure that all articles of this Constitution and By-Laws shall be read to conform to said Agricultural Societies Act. In the event of any contradiction between this constitution/by-laws and the Agricultural Societies Act, provisions of the Act shall govern.

REVIEW ARTICLE 4 OBJECTIVES

To promote agriculture by providing an agricultural fair to our local and surrounding community. Also to promote and foster the interest in agricultural and home craft activities and educate in the agricultural background of the community.

ARTICLE 5:MEMBERSHIP

- Any person, approved by the board, may join the Society by paying the annual membership fee as set out in the by-laws of the Society. No person under the age of eighteen shall be eligible to vote or hold office. New members would be accepted as Associate Directors for a minimum of one year before being nominated as a Director at the annual general meeting. Criminal Record Check must be provided at the new members' expense.
- There shall be five classes of membership within the Society:
 - a) General Exhibitor
 - May enter competitions sponsored by the Society after paying exhibitor fee
 - May attend but not vote at the Annual General Meeting.
 - May be elected as an Associate Director of the Board.
 - b) Associate Director
 - May enter competitions sponsored by the Society after paying exhibitor fee
 - May attend but not vote at the Annual General Meeting.
 - May be elected as a Director of the Board after their minimum one year term
 - Not required to attend Board Meetings.
 - May vote at the Committee level but not at the Board level.
 - Free admission for self and one guest to Society events.

c) Director

- May enter competitions sponsored by the Society after paying exhibitor fee
- May attend and vote at the Annual General Meeting.
- May vote at Board Meetings.
- May hold office.
- Free admission for self and one guest to Society events.

d) Honorary Directors

- May enter competitions sponsored by the Society after paying exhibitor fee
- May attend and vote at the Annual General Meeting.
- May vote at Board Meetings.
- May hold office.
- Free admission for self and one guest to Society events.
- Elected for life
- Must have a minimum of 15 years of service to the Society and have greatly contributed to the life of the Society.
- Must be nominated in writing with a brief statement of contributions made to the Society.
- Must be voted on by a secret ballot with a $\frac{3}{4}$ majority of the Directors present at the Annual General Meeting.

e) Junior Director

- Must be between the ages of 12 and 17 years
- May enter competitions sponsored by the Society after paying exhibitor fee
- Free admission for self to Society events. delete highlight
- May not vote
- May not hold office.

Must be voted on by a secret ballot with a $\frac{3}{4}$ majority of the Directors present at the Annual General Meeting.

- The annual membership fee for Classes B, C and E shall be determined at the Annual General Meeting. There shall not be a membership fee for Class D.
- A member in good standing is a member who has complied with the regulations as hereinafter set forth and who is not in arrears of membership or other fees or dues or is suspended.
- The financial liability of the member to the Society shall be limited to the amount due from him/her in respect to the membership fees.
- No member shall hold office or be entitled to vote at a meeting or to give notice to amend this Constitution and By-Laws if at the time of arrears of membership or other fees or dues and no applicant shall be entitled to vote until his/her application for membership has been accepted.
- The Board of Directors shall have the power to suspend or expel any member who fails to observe any rule or regulation set forth in the Constitution and By-Laws or whose conduct is in the opinion of the Board, prejudicial to the interests of the Society. Such a person shall have the right to reapply for re-instatement before the next regular meeting but re-instatement shall only be by a vote of $\frac{3}{4}$ of the members present at voting time.

- Any person known/confirmed to be expelled from any other Agricultural Society shall not be eligible for membership in this Society and if he/she is a member at the time of expulsion, his/her membership shall there upon forthwith terminate automatically.
- Any member may, provided he/she is not in arrears for membership or other fees, at any time resign from membership in the Society by giving written notice of his or her intentions to do so, but such membership shall not terminate until the end of the current term.

ARTICLE 6:FEES

- The annual membership fee shall be established at the Annual General Meeting and shall become payable at the end of the meeting.
- The fee shall cover the individual's membership to the Society for a period of one year / from AGM to AGM.

ARTICLE 7: DIRECTORS AND ELECTION OF DIRECTORS /APPOINTMENT OF OFFICERS

- The affairs of the Society shall be administered by a Board of a minimum of 11 voting Directors.
- Each member shall be nominated on an individual basis.
- Only paid members can vote or nominate.
- If a member is not in attendance at the Annual General Meeting, he/she must send in a letter of intent prior to the election in order to stand for nomination. If the absent member is elected, he/she must pay his/her membership fee to the Treasurer before the next regular meeting.
- The Executive of the Society shall include the President, 1st Vice-President, 2nd Vice-President, Past President, Secretary and Treasurer.

Secretary and Treasurer are appointed officers by the President with the concurrence of the executive. The appointed officers shall be non-voting members of the executive.

- The Executive Officers must be Directors or Honorary Directors and shall hold their executive position for a two year term. excluding the Secretary and Treasurer which are appointed officers of the Society
- Directors shall be elected annually by the Board of Directors at the Annual General Meeting.
- All elections shall be by secret ballot.
- The President, First and Second President shall be elected individually.
- A vacancy occurring by the death or resignation of any Executive Officer(s) may be filled by the Board of Directors for the unexpired portion of the term.
- 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.

- Any Director can be removed from Office by a 3/4 vote of the Board.
- Directors are expected to attend at least the AGM and are required to attend at least 3 Board meetings each year.

ARTICLE 8:MEETINGS

- Resolutions at meetings shall be carried by a simple majority of votes.
- There shall be four types of meetings of the Society.

Annual General Meeting

- The Annual General Meeting will be open to anyone and shall be held on a date determined by the Board but it shall be as close to the end of October as possible.
- At least two weeks prior to the meeting, notice of the Annual General Meeting will be given by publishing it in a newspaper generally circulated in the area of the Head Office of the Society and by notifying each Director, Associate Director and Honorary Director.
- At each Annual General Meeting of the Society,
 - A report of the Society's activities and an audited financial statement for the year ending.
 - A Board of a minimum of 11 Directors shall be elected from the membership by the membership. Associate and Junior Directors may also be elected.
 - Associate Directors that have fulfilled their term may be elected as a Directors following the approval of 3/4 of the membership in attendance at the Annual General Meeting
 - The voting Executive Officers of the Society shall be elected from the Board of Directors by the membership.
 - The Board of Directors and the Executive Officers shall take office immediately upon election.

Board Meetings

- Board Meetings will be held at a time and place determined by the Board of Directors.
- Notice of Board Meetings shall be provided to all Directors at least 7 days prior to the time fixed for the meeting.
- At least 9 Directors shall constitute a quorum.
- A meeting of the Board shall be called by the Secretary upon the direction of the President or any three members of the Board by sending notice thereof to all members of the Board at least 7 days prior to the time fixed for the meeting.
- All meetings shall be conducted according to the most current version of "Robert's Rules of Order."
- At a Board Meeting, only elected Directors and Honorary Directors are eligible to vote.

Special General Meetings

- Upon the petition of three members of the Society, the Secretary and, President, 1st Vice-President or 2nd Vice-President, shall call a special General Meeting for the transaction of the business mentioned in the petition and the meeting shall be advertised to all Directors at least 7 days prior to the time fixed for the meeting.

Committee Meetings

- shall be called by the Chairperson of the Committee with the Secretary providing at least 7 days notices to all members of the committee
- all committee reports must be written and provided at the next general board meeting for approval prior to implementation of the recommendations

ARTICLE 9:DUTIES OF THE PRESIDENT

- The President, as Chief Executive Officer of the Society, shall maintain general supervision of the Society at all times, however, to all resolutions and orders of the Board of Directors, and subject further to the right of the Directors to delegate any specific powers to any other Executive Officer or Officers of the Society. He/she shall preside at all Board Meetings. He/she shall report at the Annual General Meeting and make suggestions that he/she may deem advisable.
- He/she shall appoint all Committees not otherwise provided for. He/she may appoint special committees as he/she may deem advisable to further the interests of the Society. He/she may appoint a maximum of three tellers for the balloting of Directors.

ARTICLE 10:DUTIES OF THE FIRST VICE-PRESIDENT

- The Vice-President shall:
- In the absence, inability or failure (as determined by The Board) of the President to act/perform the duties as required by the President.
- Perform such other duties as shall from time to time; be imposed upon him or her by resolution of the Board of Directors.
- Further duties are prescribed in Article 15.

ARTICLE 11:DUTIES OF THE SECOND VICE-PRESIDENT

- The 2nd Vice-President shall:
- In the absence, inability or failure (as determined by The Board) of the 1st Vice-President to act/perform the duties as required by the 1st Vice-President.
- Perform such other duties as shall from time to time; be imposed upon him or her by resolution of the Board of Directors.

ARTICLE 12:DUTIES OF THE SECRETARY

- The Secretary shall:
 - Attend all general meetings and executive committee meetings of the Society and keep true minutes thereof.
 - Conduct the correspondence of the Society.
 - Assist with the administration of Board Committees as requested by the Respective Committee Chairpersons.
- Keep a true record of the following:
 - All minutes of the Society
 - All resolutions passed by the Society
 - All amendments to the By-Laws of the Society
 - All members of the Society and their respective addresses

ARTICLE 13:DUTIES OF THE TREASURER

•The Treasurer shall:

- Prepare invoices for all accounts receivable by the Society.
- Receive all monies payable to the Society and deposit them to the credit of the Society in a chartered bank, as the Society may by resolution direct.
- Keep the securities of the Society in safe custody.
- Keep or cause to be kept proper books of accounts and make or cause to be made entries of all receipts and expenditures of the Society.
- Prepare all cash prizes to be paid at the fair and later draft the cheques required for the remainder of the prize money. A list of the names/addresses of persons whom prize money is paid and the amount paid to each person for all agricultural programs.
- A list of the names/addresses of persons whom prize money is paid and the amount paid to each person for the Homecraft, Horticultural and Seeds/Grains exhibits
- Help prepare the annual financial statement.
- Maintain a file of all annual statements, financial statements and Auditor's reports.
- Prepare reports showing the financial position of the Society as directed from time to time by the Executive Officers of the Society. Prepare voucher report of outstanding accounts to be voted on by the board.
- Make application for, record results and file reports for any lotteries operated by the Board through the Ministry of Consumer/Commercial Relations.

ARTICLE 14:COMMITTEES

• The Committees for the Society are as follows:

- Flea Market
- Awards, Bursary, Finance, Partnership
- Homecraft
- Nominations
- Property, Grounds, Storage, Rental, Safety & Security
- Parking, Gate
- Animal Display, Animal Competitions
- Derby, Winter Derby
- Food Booth

•Committee Chairpersons must be directors and be appointed at the AGM and should complete the following:

- Ensure that all respective responsibilities are ready prior to the fair.
- Ensure that every Member of the Committee knows his/her duties prior to appointment.
- Hire any required judges
- Bring proposals for changes to their mandate to the attention of the Board
- Consult with the Committee and the President on urgent matters which may require immediate attention during the fair. A decision will be reached by consensus.
- Advise Committee Members of the time and place of all Committee meetings.

Committee members are appointed at the AGM by volunteering upon President's request
Additional members may be added to the committee as required by Chairperson

ARTICLE 15:FINANCE

- The fiscal year shall be from November 1st to October 31st
- The Board Shall engage the consultative services of a certified accountant to be appointed auditors of the Society.
- The status of the Board's financial position shall be monitored by the President in cooperation with the Treasurer.
- Any Director may view the financial records of the Society.
- All financial matters involving sums exceeding \$200 shall be dealt with by the Board as a Committee of the Whole.
- Sums up to and including \$200 require authorization of the President, or 1stVice-President.
- Any contract for service or product must be approved by the Board.
- All livestock, agricultural produce and Homecraft prizes shall be paid by cheque with the children's programs being paid by cash.
- All expenditures shall be paid by cheque from original invoices.
- Members submitting receipts for payment must provide the original receipt.
- All cheques shall bear the two signatures consisting of any two of the following:
Treasurer, Secretary, President, and/or 1st Vice-President .
No cheques shall be signed by two immediate related family members of the Society

ARTICLE 16:LIABILITY

- Every Officer and Director of the Society shall be indemnified and saved harmless out of the funds of the Society from / against all costs, charges and expenses incurred in 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 willful neglect or default.

ARTICLE 17:AMENDMENTS

- Except under special permission of the Ontario Ministry of Agriculture, Food and Rural Affairs, amendments to this Constitution and By-Law document may only be made at the Annual General Meeting.
- Notice of Motion for amendments must be given at the regular meeting immediately prior to the Annual General Meeting.
- Amendments are carried upon a 3/4 majority vote of the directors in attendance at the Annual General Meeting.

Original Document Adopted and Passed on January 8th, 2014 and updated January 2015 and updated again January 2018

President

Secretary