

CONSTITUTION
of the
BRACEBRIDGE AGRICULTURAL SOCIETY

Article 1 - NAME

The name of the Society shall be known as the **BRACEBRIDGE AGRICULTURAL SOCIETY**, henceforth known as ‘**the Society**’.

Article 2 - HEAD OFFICE

The office of the Secretary shall be the Head Office of the Society.

Article 3 - AUTHORITY

The Society is governed under the Authority of the Agricultural and Horticultural Organizations Act, R.S.O. 1990, c, A.9. of the Province of Ontario and all articles of this document shall read to conform with the said Act.

Article 4 - OBJECTIVES

The objectives of the Society are to encourage an awareness of agriculture, promote improvements in the quality of life of people living in an agricultural community, and advance the standards of Agriculture, and Rural Life by:

- (a) holding an Annual General Meeting for members of the Society;
- (b) organizing and holding agriculture exhibitions and featuring competitions for which prizes may be awarded;
- (c) encouraging young people to become interested in and adopt better agricultural and domestic practices and for such purposes to hold competitions;
- (d) drawing together both rural and urban citizens for their mutual benefit;
- (e) researching the needs of the agricultural community and developing programs to meet those needs;
- (f) promoting the conservation of natural resources.

Article 5 - MEMBERSHIP and FEES

- (a) Every person shall be entitled to be a member of the Society by purchasing a membership fee of a minimum of \$5.00.
- (b) Only paid-up members may be exhibitors.
- (c) From each member taking prize money to the value of the established fee, or some other amount determined by the Board, the Treasurer shall deduct the amount of the fee for the following year.
- (d) A membership card signed by the Secretary or Treasurer made out to the paid-up member shall be issued for the year payment is received. This card allows the member one free admission to the grounds during fair time, and he/she shall be

required to pay the entrance fee for every visit during the fair thereafter. Free admission during the fair is allowed only to Directors and/or Committee members on duty who shall be issued a ribbon or pass for identification purposes.

(e) No person under 18 years of age is eligible to vote at any meeting of the Society or hold office in the Society.

(f) Any child or youth showing in open classes shall pay the established membership fee.

(g) No fee shall be required of Elementary Students, High School Students or Senior Citizens if exhibiting in their classes only.

(h) Privileges of membership shall entitle a member 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 a member of the Society during the previous year and who has paid a membership fee for the current year and who attained 18 years of age, shall be entitled to vote at the Annual Meeting.

(i) Life membership is given to a person to whom the Board of Directors wishes to honour for meritorious service.

(j) All Directors and Chairpersons of Committees shall be required to hold membership for the current year of their tenure.

Article 6 - DIRECTORS

(a) The membership may elect at the Annual Meeting from among themselves fifteen (15) Directors as authorized under the Agricultural and Horticultural Organizations Act.

(b) In the event of a vacancy on the Board by death or resignation of any officer or director or otherwise, the remaining members of the Board shall have the power to appoint any members 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.

(c) Directors shall adhere to the Code of Conduct as outlined for the Bracebridge Agricultural Society under Article 9. A Director may be removed for violating the Code of Conduct.

Article 7 - MEETINGS

1. - ANNUAL MEETING

(a) The Annual Meeting of the Society shall be held on the second Thursday of the month of January, or not more than fifteen (15) months after the holding of the last preceding annual meeting, at such time and place the Board determines.

(b) At least two (2) weeks notice shall be given by public notice.

(c) At every Annual Meeting, the Board shall present a report of the activities and accomplishments of the Society since the last Annual Meeting, and a detailed

Statement of Receipts and Expenditures since the last Annual Statement of Assets and Liabilities certified by the Auditors on the form prescribed by the Ministry.

(d) A nominating committee shall consist of two members of the Society and the Secretary with the report submitted two weeks prior to the meeting date.

(e) At any such meeting, only those members of the Society who were members during the previous year and who have paid their membership for the current year are eligible to vote.

(f) At every Annual Meeting, fifteen (15) members are required to form a quorum.

(g) At the Annual Meeting, a Board of fifteen (15) Directors may be elected to hold office until the next Annual Meeting. These Directors shall elect a President, First Vice-President and Second Vice-President from among the elected Directors. (Note: Directors need not be exhibitors, but shall be members of the Society).

(h) At the Annual Meeting, there shall be elected two Auditors or a firm of Auditors who shall hold office until the next Annual Meeting.

(i) At the Annual Meeting, the appointment of a Secretary and Treasurer or a Secretary-Treasurer shall be made. They do not have to be appointed from the Board of Directors but BY the Board of Directors. This person(s) may vote on issues of the Society ONLY if elected to the Board.

2. - SPECIAL MEETINGS

(a) On the petition of thirty (30) members of the Society, the Secretary, and in his/her absence, the President or First Vice-President, shall call a special meeting for the transaction of the business mentioned in the petition and the meeting shall be advertised in the manner prescribed by Subsection 3 of Section 10 of the Act and advertisements shall state the nature of the business to be transacted.

(b) Only those persons who are members of the current year and who were members in the previous year are eligible to vote at any special meeting except where property is involved.

(c) A special meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of 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.

3. - BOARD OF DIRECTORS MEETINGS

(a) Subject to the By-laws and Regulations of the Society, the Board has the power to act for and on behalf of the Society on all matters.

(b) Seven (7) members of the Board shall constitute a quorum.

(c) Life Members and guests are not allowed to vote at meetings, but may have input through the elected Directors.

(d) The Board from among themselves, may appoint two (2) Directors to serve on the Executive Committee along with the President, First and Second Vice-Presidents, Immediate Past President, Secretary and Treasurer to exercise and perform such powers and duties as the Board prescribes.

(e) Meetings shall be called by the Secretary upon direction of the President, or by any three (3) Directors by notifying all Directors at least seven (7) days before the time fixed for the meeting. A meeting of the Board may be held without notice immediately following any Annual, Regular or Special Meeting of the Society.

(f) No officer of the Society, except the Secretary, Treasurer, Secretary/Treasurer shall receive any remuneration, but traveling and living expenses may be allowed any officer while engaging in duties on behalf of the Society and the Board may fix such remuneration which shall be payable out of the funds of the Society.

(g) All decisions regarding procedures for the Fair shall be brought before the full Board of Directors or a quorum of seven (7) Directors before becoming the policy of the Society.

(h) Directors shall meet on the second Thursday of the month.

(i) If a Director misses three (3) consecutive meetings without having been excused from the meeting, they may be removed from the Board of Directors.

Article 8 - OFFICERS

1. - PRESIDENT

The President shall:

- (a) preside as chairperson over all meetings of the Board of Directors, Special Meetings and the Annual Meeting;
- (b) acquire a working knowledge of parliamentary law and procedures and a thorough understanding of the Constitution, By-laws, and the standing Rules and Regulations of the Society;
- (c) preside and maintain order;
- (d) explain and decide all questions on order;
- (e) announce all business;
- (f) be informed on all communications;
- (g) entertain only one main motion at a time and state all motions properly;
- (h) permit none to debate motions before they are seconded and stated, to encourage debate and assign the floor to those properly entitled to it;
- (i) put all motions to vote and give results – to decide a tie vote;
- (j) to enforce the rules of decorum and discipline;
- (k) talk no more than necessary when presiding;
- (l) be absolutely fair and impartial;
- (m) give signature when necessary;
- (n) perform such other duties as prescribed in the Constitution and By-laws of the

- Society;
- (o) be willing to assume the duties as above, otherwise he/she must resign.

2. - FIRST VICE-PRESIDENT

In the absence of the President, the First Vice-President shall:

- (a) preside and perform the duties of the President;
- (b) be ready to head an important committee or share in supervising a department;
- (c) be willing to assume the duties of the President in his absence, otherwise he/she must resign.

3. - SECOND VICE-PRESIDENT

In the absence of the President and First Vice-President, the Second Vice-President shall:

- (a) preside and perform the duties of the President;
- (b) take an active interest in the workings of the Society and be ready to assume any task assigned;
- (c) be willing to assume the duties of the First Vice-President or in his absence the President, otherwise he/she must resign.

4. - SECRETARY

The Secretary shall:

- (a) keep a list of all officers, Directors and the whole membership;
- (b) notify all Directors of meeting;
- (c) read Minutes of the previous meeting(s);
- (d) facilitate internal/external correspondence;
- (e) record the proceedings, (what is done) (not the debate);
- (f) record the name of the Director who introduced the motion and the seconder;
- (g) maintain all key documents and records;
- (h) sign official documents of the Society when requested;
- (i) keep the President informed of all matters as they become known to the Secretary;
- (j) be a member of every committee that is appointed by the Board of Directors;
- (k) monitor corporate governance developments and assist the Board of Directors in tailoring Society practices accordingly.

5. - TREASURER

The Treasurer shall:

- (a) receive and bank all monies due to the organization;
- (b) keep accurate bookkeeping records of such funds;
- (c) pay whenever possible by cheque, countersigned by the Treasurer and/or

President and Secretary, or other Officer of the Society as appointed at the beginning of each year;

- (d) pay bills from officers and committee members when receipts for expenditures are attached and when clearly authorized to pay same;
- (e) disburse all monies as the organization may direct;
- (f) give a complete financial statement which has been Audited at the Annual Meeting;
- (g) prepare accounting and financial statements, as required;
- (h) be bonded at the discretion and expense of the Society;
- (i) be a member of every committee appointed by the Board to deal with the finances of the Society;
- (j) prepare an annual budget for approval by the Board of Directors;
- (k) report on and analyze trends, comparisons, concerns and make recommendations;
- (l) manage grants and contracts;
- (m) prepare and file all government reports and statutory remittances, as required.

6. – MEMBERS AND CHAIRPERSONS

The Members of the Society shall:

- (a) be recognized by the Chair before speaking to a motion;
- (b) avoid speaking upon a matter until it is properly brought before the house by a motion;
- (c) keep upon the question then pending and resolve before introducing something else;
- (d) yield the floor to calls for order;
- (e) avoid disturbing, in any way, speakers of the assembly.

The Chairpersons of the Society shall:

- (a) be recognized by the Chair before speaking to a motion;
- (b) avoid speaking upon a matter until it is properly brought before the house by a motion;
- (c) keep upon the question then pending and resolve before introducing something else;
- (d) yield the floor to calls for order and avoid disturbing, in any way, speakers of the assembly;
- (e) attend the October board meeting to present a summary of that year's results;
- (f) Chairpersons shall adhere to the Code of Conduct as outlined for the Bracebridge Agricultural Society under Article 9. A chairperson may be removed for violating the Code of Conduct.

Article 9 – CODE OF CONDUCT

All Directors and Chairpersons of the Society shall commit themselves to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting on Society business. Said persons are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions.

All parties above-mentioned shall agree to and sign a Code of Conduct Agreement (Appendix A) upon renewing their relationship (Director, Chairperson) with the Society.

Furthermore, said persons will not attempt to exercise individual authority over others except as explicitly set forth in Board decisions and policies, including interaction with staff and interaction with the public and the media, including social media.

Article 10 - AMENDING THE CONSTITUTION and BY-LAWS

This Constitution and By-laws may be amended, revised or repealed by a two-thirds (2/3) majority of the members present at any properly convened Annual Meeting, provided that each member has received Notice of Motion at least one (1) month prior to the Annual Meeting of the Society.

Originally adopted January 1986

Amended January 1995

Amended January 1998

Amended January 2005

Amended January 2006

Amended January 2018

**APPENDIX A
CODE OF CONDUCT AGREEMENT**

I, _____, will work to carry out the mission of the Bracebridge Agricultural Society to act as a resource and a united voice for its members, by providing leadership through education and communication, to encourage the promotion of agriculture and a rural way of life in Ontario. I further agree that I adhere to the Code of Conduct as set out in the Society Constitution.



As a Director and/or Chairperson I will conduct myself and behave in such a manner that the Bracebridge Agricultural Society expects towards sponsors, employees, members, peers and the public.

I shall:

- Maintain confidentiality, and respect the confidential nature of any closed meetings
- Recognize and respect the rights of individuals and individual committees
- Support the objectives of the Society
- Consider the best interests of the Society and its membership
- Avoid conflicts of interest
- Adhere to all laws, bylaws and policies
- Maintain the highest standards of integrity
- Encourage a positive environment in which each individual contribution is encouraged and valued
- Acknowledge democratic principles and accept the decisions/consensus of the Society's Board
- Use established and approved communication channels when questions or concerns arise and not resort to utilizing public forums, media and/or social media for my own platform of complaint.
- Not accept payment nor benefit financially through Society involvement other than the reimbursement of approved out-of-pocket expenses.

Note: If any of the above standards are not conformed to the penalty of:

- First offence, the guilty party shall be immediately asked to cease and desist, leave the meeting and/or event, and be notified by letter that they have received a first offence warning.
- Second offence, the offending party will be notified by letter that they are no longer a Director and/or Chairperson. Appropriate levels within the Society, Board, and/or District will be notified.

I hereby acknowledge that I have read and understood the above information and agree to the terms.

Signature _____

Date _____