

**CONSTITUTION AND BY-LAWS  
SUNDERLAND AGRICULTURAL SOCIETY**

**ARTICLE I – NAME**

- 1) The name of the Society shall be “THE SUNDERLAND AGRICULTURAL SOCIETY”, henceforth known as ‘the Society’.
- 2) The address of the Society shall be Box 370, Sunderland, ON L0C 1H0.

**ARTICLE II – AUTHORITY**

The Society is organized under the authority of THE AGRICULTURAL SOCIETIES ACT of the province of Ontario and all articles of this constitution shall be read to conform to said Agricultural Societies Act.

**ARTICLE III – PURPOSES**

The purposes of the Society shall be in accordance with Article 8. Section 1. Subsections A to D of the Agricultural Societies Act which read as follows:

**8-(1)**

The objectives of a society are to encourage interest, promote improvement in, and advocate the standards of agriculture, domestic industry and rural life by:

- a) Organizing and holding agricultural exhibitions and awarding premiums and exhibiting displays of farm products thereat.
- b) Encouraging and promoting reforestation and rural beautification.
- 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) Encouraging and promoting sound environmental practices.

**8-(2)**

The Society shall not expend any of its funds in any manner inconsistent with the objectives set out above. In doing so the Society may forfeit all claims to participate in any legislative grant (RSO 1879 c 15 s 8).

**ARTICLE IV – MEMBERSHIP**

- 1) Every person shall be eligible to become (*entitled to be*) a member of the Society.
- 2) A firm or 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 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 Board of Directors.
- 4) Privileges of membership. A member shall be entitled to participate in the activities of the Society as shall be determined by the Board of Directors each year, but in any event, every member who was a member of the Society during

the previous fiscal year and who has paid membership fee for the current fiscal year and who has attained the age of 16 years, shall be entitled to vote at the Annual Meeting.

#### ARTICLE V – DIRECTORS

- 1) The membership shall elect at the Annual General Meeting from among themselves a President, a 1<sup>st</sup> Vice-president, a 2<sup>nd</sup> Vice-president and up to 12 Directors as authorized under the Agricultural Societies Act.
- 2a) All Committee Chairs shall be appointed to the position of Associate Director with full voting rights.
- 2b) Additional Associate Directors and/or Honorary Directors may be appointed at the discretion of the Board.
- 2) Term of Office
  - a) The President and the two Vice-presidents (*will*) shall hold office for one year. They may be re-elected for an additional one year term.
  - b) All Directors shall hold office for a period of one year and shall be eligible for re-election at the next annual meeting.
- 3) In the event of a vacancy occurring on the Board by the death of or resignation of any member of the Board of Directors or otherwise, the remaining members of the Board shall have the 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.
- 4) The Board of Directors shall have the power to act on behalf of the Society in all matters, subject to the by-laws and regulations of the Society.
- 5) Any number of Junior Directors (under 16) may be appointed.

#### ARTICLE VI – OFFICERS

- 1) The President, 1<sup>st</sup> Vice-president, 2<sup>nd</sup> Vice-president and the Directors shall constitute the Board of Directors – ‘the Board’.
- 2) The membership shall appoint a Secretary and a Treasurer who shall remain in office at the pleasure of the Society. The Secretary shall act as Secretary for both the Board of Directors and for the Society.
- 3) The Board may appoint a Recording Secretary.

#### ARTICLE VII – ANNUAL GENERAL MEETING OF THE MEMBERS

- 1) Annual Meeting
  - a) The Annual Meeting of the Society shall be held on the fourth Monday of November in each year at 8:15 p.m.,
  - b) Fifteen members shall constitute a quorum at the Annual General Meeting.
  - c) At least two weeks notice of every Annual Meeting shall be given by publication of a notice of the meeting in at least one newspaper having a

general circulation in the municipality in which the headquarters of the Society is located.

- 2) The meeting shall present:
  - a) The minutes of the last Annual General Meeting.
  - b) The Treasurer's audited report.
  - c) Reports on activities.
  - d) Present a new budget.
  - e) The election of the Board of Directors and Associate Directors.
  - f) The appointment of the Secretary, Treasurer and Recording Secretary.
  - g) The appointment of the Auditors.
  - h) By-law or constitutional changes if required.
  - i) Any other business pertinent to the meeting
- 3) At any such meeting only those members who were member(s) of the Society during the previous fiscal year and who have paid the membership fee for the current fiscal year are entitled to vote.

#### ARTICLE VIII - SPECIAL GENERAL MEETING

- 1) Special Meeting
  - a) On the petition of thirty members of the Society, the Secretary, and in his/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 advertised in the manner prescribed by subsection C of section 1 of Article 7 and the advertisement shall state the nature of the business to be transacted.
  - b) Fifteen members constitute a quorum at the Special Meeting.
  - c) Only those persons who are members for the current fiscal year and who were members at the previous annual meeting are eligible to vote at any special meeting except where property is involved.
- 2) Disposing of Property
  - a) A special general meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society.
  - b) Fifteen members constitute a quorum at the Special Meeting.
  - c) Only those persons who are members for the current fiscal year and who were members for the two previous fiscal years are eligible to vote at any special meeting.

#### ARTICLE IX – REGULAR MEETINGS

- 1) Regular meetings to be held on the fourth Monday of each month unless decided otherwise by the Board of Directors.
- 2) Six members of the Board shall constitute a quorum.
- 3) At a regular meeting, only the elected Directors and Associate Directors, who are paid up members are eligible to vote.

## ARTICLE X – REMUNERATION

- 1) No officer, director or member of a Society, except the Secretary and the Treasurer shall receive any remuneration for carrying out 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.
- 2) The membership fees for the Board of Directors shall be waived.
- 3) The Secretary and Treasurer shall be paid an honorarium negotiable with the Board of Directors annually. Secretary and Treasurer to be paid one half of the honorarium on April 1<sup>st</sup> and remaining half on October 1<sup>st</sup> of each year.

## ARTICLE XI – FISCAL YEAR

The fiscal year of the Society shall be from November 1 of one year to October 31<sup>st</sup> of the following year.

## ARTICLE XII – CHANGE IN CONSTITUTION, BY-LAWS AND REGULATIONS

Changes to the By-laws and/or regulations of the Constitution of the Society may be made by Notice of Motion and adopted, amended or repealed at any annual general meeting or at a special general meeting of which notice has been given in the manner provided by subsection C of section 1 of Article VII of the Constitution. A review of the Constitution shall take place every six years. (Annual)

NOTE: All regulations as set forth in the Agricultural Societies Act or as may be revised from time to time, shall become a part of the Constitution.

## ARTICLE XIII – DUTIES OF OFFICERS

- 1) Officers of the 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 by-laws of the Society.
  - c) books and records of the Society.
- 2) The signing officers of the Society shall be the Treasurer and one of the President, the 1<sup>st</sup> Vice-president or the 2<sup>nd</sup> Vice-president.
- 3) The Board of Directors is responsible for the day to day operation of the Society.

Amendments proposed following a meeting of the Review Committee on November 7, 2011.

Review Committee Members: Paul Harder, Lynda Cunningham (Regrets), Dale St John, Allan Simpson, Lynda Simpson