



Constitution
of
the
**Belleville Agricultural
Society**

February, 2017



Constitution & Bylaws of the Belleville Agricultural Society

Articles

1. Name
2. Purpose
3. Governance
4. Membership
5. Annual General Meeting
6. Tenure
7. Fiscal Year
8. The Board of Directors
9. Liability
10. Rules of Order
11. Quorum
12. Amendments
13. Non-Profit Clause
14. Horse Racing



Belleville Agricultural Society

Constitution

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Article I *Name*

The organization is known as “**Belleville Agricultural Society**”

The head office of the Society shall be in the city of Belleville.

The Society is a Member of the **Ontario Association of Agricultural Societies (O.A.A.S.)**, which is incorporated under the **Agricultural and Horticultural Organizations Act 1988**.

Article 2 *Purpose*

The purpose of the Society shall be to work locally to advance the objects of an agricultural society as outlined in the Agricultural and Horticultural Organizations (AHO) Act and within the directives for Members in the O.A.A.S. Constitution:

“The objects of an agricultural 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:

- researching the needs of the agricultural community and developing programs to meet those needs;
- holding agricultural exhibitions featuring competitions for which prizes may be awarded;
- promoting conservation of natural resources;
- encouraging the beautification of the agricultural community;
- supporting and providing facilities to encourage activities to enrich rural life; and
- conducting or promoting horse races when authorized to do so by a bylaw of the society.

-section 28 AHO Act 1988-

Article 3 *Governance*

1. The Society shall be managed by a Board of Directors of a maximum of sixteen (16) Directors. In addition, the Immediate Past President and the Mayor of Belleville, or respective designates are ex-officio Directors of the Society.

2. Eligibility for election to positions on the Board of Directors shall be defined in the Bylaws of the Society.

3. There shall be Standing and Ad Hoc Committees as defined in the Bylaws of the Society.

Article 4 *Membership*

1. **Members** of the Society shall consist of all persons, 18 years of age or older, who have paid the annual fee as set out in the Bylaws, with rights and responsibilities as defined and described in the Bylaws and Policies of the Society
2. “**Junior Members**” shall consist of all persons under the age of 18 years who have paid the annual dues as set out in the Bylaws.
3. **Honorary Life Members and Honorary Life Directors** may be appointed by the Board in recognition of long and meritorious service to the Society, with privileges and responsibilities as defined in the Bylaws of the Society.

Article 5 *Annual General Meeting*

1. There shall be an Annual Meeting in November of each year to:
 - receive reports of the Board of Directors
 - receive the audited financial reports for the previous year.
 - ratify business and decisions of the Board undertaken in the previous year.
 - provide direction for the Board of Directors for the next year
 - elect the Directors for the Board of Directors for the next year.
 - ratify the appointment of “Junior Directors” to serve for the next year.
2. Only Members (over 18) in good standing in the Society during the previous 12 months and have paid the membership fee for the current year shall be entitled to vote at the Annual Meeting.
3. Minutes of the Annual Meeting shall be reviewed by the Executive Committee and presented to the Board for approval.

Article 6 *Tenure*

1. Directors will serve a term of two years. Each year, 50% of the Director positions (on rotation) shall be filled by election at the Annual Meeting. (Directors appointed to the Board, and Junior Directors, will not be affected by this clause.)
2. Executive Officers will be elected by and from Directors annually. The Society is encouraged to consider at least 2-year terms for these positions when possible.



Article 7 *Fiscal Year*

The Fiscal Year of the Society shall be from November 1 through October 31.

Article 8 *The Board of Directors*

1. ...shall elect its executive officers: President, 1st Vice President and 2nd Vice President, at its first meeting following the Annual General Meeting.
2. ...shall meet, on a schedule agreed to at the beginning of each year, or at the call of the President (or designate), or at the call of a majority of accredited Directors.
3. ...shall conduct the business of the organization in accordance with the terms of this Constitution, the Bylaws, and any Policies or Statements of Practice as shall be developed and recorded.
4. ...shall appoint a former President to the position of Past President, if the immediate past president is unavailable.
5. ...shall appoint a Treasurer and Secretary, or a Secretary-Treasurer. (-section 11(3) AHO Act 1998)
6. ...shall appoint Auditors, with duties and remuneration as described in the Bylaws.
- 7...shall appoint staff, with duties and remuneration as determined by the Board.
8. ...may request a formal audit and appoint a Chartered Accountant to carry it out if considered necessary.
9. ...shall appoint Committees to work to meet the organization's objectives, and as needed.
10. ...shall develop and/or cause to be developed, amend, and approve, policies and practices within the Society
11. ...shall fill positions of Directors or Executive Officers of the Board which have become vacant due to resignation for any reason, for the remainder of the term.
12. ...shall recommend, with rationale, candidates for Honourary Life Director and Honourary Life Member awards, using criteria included as Policy & Practice of the Society.
13. ...shall approve minutes of the Annual and General Meetings which have been reviewed by the Executive Committee for completeness and accuracy.



14. ...may consider a Director or Executive Officer to have resigned after an absence of two consecutive scheduled meetings without stated reason.

15. ...shall have the authority to remove a Director or Officer from the Board, by majority vote, for just reason, in accordance with the Bylaws of the Society.

16. ...shall have the authority to enter into contracts in the name of the Society in accordance with Bylaws, Policies and Statements of Practice of the Society. Contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by any two Executive Officers, or designates.

17. ...shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept.

18. ...shall individually, and as a group, respect the decisions made by and for the Society and act to support the Purpose of the Society

Article 9 *Liability*

On the premise that every Director shall perform duties within the organization honestly and to the best of their ability, no Director shall be held liable for errors, unless the errors are as a result of wilful neglect or default, in which case, the individual Director only shall be held liable. The Directors and Officers of the corporation are indemnified and saved harmless out of the funds of the organization except such costs, charges or expenses as are occasioned by the Directors' or Officers' own willful neglect or default.

Article 10 *Rules of Order*

A "Code of Conduct and General Rules of Order" shall be developed as Policy and Practice of the Society. "Rules of Order", such as Roberts Rules or Sturgis (Standard Code of Parliamentary Practice) shall be used as references as required.

Article 11 *Quorum*

A quorum for a regular, scheduled Board Meeting shall consist of the President, or designated chair, and at least 5 Directors.

A Quorum for an Annual Meeting or a duly-called General Meeting shall be those Members in attendance.



Article 12 *Amendments*

- 1, Amendments to this Constitution may be entertained only within the framework of the AHO Act 1998.
2. No motion to amend the Articles of this Constitution shall be entertained at any meeting of the Society unless "notice of motion" has been received by the Secretary and communicated to the Directors at least one month prior to the meeting,
3. The Articles of this Constitution *may* be amended upon the affirmative vote of at least two-thirds of the accredited Directors and subsequently ratified at the next Annual or General Meeting of the Society. It shall be a guide-line that unless necessity demands, amendments shall be entertained at the Annual Meeting *or* at duly-called General Meetings of the Society, with Members of the Society being duly informed of proposed changes.
4. The Directors shall have the power at any duly-ordered meeting , to enact, amend or repeal, by majority vote, any Bylaw under the terms of this Constitution.

Article 13 *Non-Profit Clause*

1. The organization shall be carried on without purpose of gain for members. Any profits to the organization shall be used solely to promote its purpose.
2. The directors and/or members shall receive no remuneration for acting as such nor shall they profit from their position in respect to the Society. The Treasurer, Secretary Treasurer or Secretary may be compensated, and reasonable expenses incurred by a Director, Officer or Member in the performance of duties may be paid. —section 13 AHO Act 1998-

Article 14 *Horse Racing*

The Society shall, in accordance with Section 28 (f) of the AHO Act (1987), authorize the conducting and promotion of horse races.

