

Wilberforce Agricultural Society

Constitution 2013

Preamble

The Wilberforce Agricultural Society has been established in the County of Haliburton within the Municipality of Highlands East.

To provide a family oriented yearly event.

Article ONE

Name

The association will be known as: Wilberforce Agricultural Society (WAS).

Article TWO

The Society is organized under the authority of the *Agricultural and Horticultural Organizations Act (1990)* of the Province of Ontario, and all articles of this document shall be read to conform to said *Agricultural and Horticultural Organizations Act* and its regulations.

Article THREE

Objectives

The aims and objectives of the Agricultural Society is to provide a family oriented, kid friendly, volunteer rich, fun , affordable, hands on , memorable summer event with a glimpse of times past. The WAS shall be non-partisan, non-sectional and non-sectarian.

Article FOUR

The WAS shall maintain its mailing address at Box 312 Wilberforce, Ontario K0L 3C0 and its main location at 2249 Loop Road.

Article FIVE

Membership

1. Categories:
 - a) *General*: Open to an individual
 - b) *Organizations/Government*: Non-voting associations or governments, which membership shall include the right to receive any association newsletter.

2. The membership year terminates on the date of the Annual Meeting.
3. Any membership may be revoked for good cause by a 2/3 vote of the Board of Directors. NO membership shall be revoked until at least thirty days after written notice of intent to revoke has been delivered by hand or mailed to the last known address. The member receiving the notice of intent shall be entitled to be present to submit personally or by written brief at the meeting of the Directors called to deal with the revocation.
4. No member shall be entitled to vote at any election or have voting privileges until their fees have been paid.
5. Any member of the WAS who intends to retire and/or resign may do so at any time by not renewing their membership. Membership dues are non-refundable.
6. Annual dues for membership are payable on or before the annual meeting and may be varied from time to time by the Board of Directors. Default in payment of any dues or assessments may result in suspension of privileges.

Article SIX

Directors

1. Any new member must be a member in good standing for a two year period before they are entitled to hold any executive position (an Officer). This period may be waived at the discretion of the Board of Directors (BOD).
2. All Directors and Associate Directors shall be a minimum of 18 years old. All Junior Associate Directors should be between 12 to 17 years old.
3. Directors will be elected or reinstated each year at the Annual General Meeting.

Article SEVEN

Officers of the Wilberforce Agricultural Society

1. At the Annual General Meeting, usually held in January, the voting members will vote on any positions which are open for consideration.
2. A Director proposed in absentia must file written consent to be eligible for election.
3. The duties and responsibilities of the Officers shall be as follows:
 - a) Chair and Co-Chair: The Chair shall, when present preside at all meetings of the members of the WAS and of the BOD. The Co-Chair be charged with presiding at all meetings of the members of the WAS and of the BOD in the event of the absence of the Chair.
 - b) Secretary: It shall be the duty of the Secretary to attend all meetings of the BOD. He/she shall be the custodian of the membership roster, books, records and documents of the WAS which he/she will deliver up only when authorized by a resolution of the BOD to do so and to such person or persons as may be named in the Resolution and he/she shall perform such other duties from time to time as determined by the BOD.

- c) Recording Secretary: It shall be the duty of the Recording Secretary to attend all meetings of the BOD and record all facts and minutes of all proceedings in the books kept for that purpose. Minutes will be distributed electronically to all Directors within two weeks of the meeting.
- d) Treasurer: The Treasurer or person performing the usual duties of treasurer shall keep full and accurate accounts of all receipts and disbursements of the WAS in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the WAS in such bank or banks as may from time to time be designated by the BOD. He/she shall disburse the funds of the WAS under the direction of the BOD, taking proper vouchers thereof and shall render to the BOD at a regular meeting thereof or whenever required of him/her, an account of all his/her transaction as Treasurer and of the financial position of the WAS. He/she shall also perform such other duties, from time to time, be determined by the BOD.

Article EIGHT

Members Meetings

1. *Annual Meeting:* The annual meeting of the general members shall be held at such place as the BOD may determine in the month of January each year, for the purpose of receiving reports and statements, electing Directors and Associate Directors as required, appointing an auditor as desired, and for the transactions of such other business as may be properly brought before the meeting.
2. *General Meetings:* Meetings of the general membership shall be held at the call of the BOD, and dates for these meetings shall be established at the Annual Meeting.
3. *Notice of Meetings:* Notice of meetings of the general membership shall be given by way of email, telephone, newspaper ad or our website not less than five (5) days before the day of the meeting to the general membership.
4. *Quorum:* Six (6) voting members in attendance at any duly called meeting of the WAS shall constitute a quorum.
5. *Right to Vote:* Directors and Associate Directors who have been nominated and elected for the fiscal year and are members in good standing have the right to vote.
6. *Vote to Govern:* At all meetings of the general membership every question shall, unless otherwise required by the Constitution or by-laws for the WAS, be decided by the majority of votes.
7. *Casting Vote:* In the case of an equality of votes at any meeting of the general membership the presiding Chair shall be entitled to cast the deciding vote.

Article NINE

Directors Meetings

1. Directors meetings are held monthly, except for December.
2. Notice of meetings: Meetings of the Directors save and except as referred to above, may be on notice, given verbally at a prior directors' meeting or by email at least 5 days prior to the meeting.
3. Quorum: Six voting Directors shall constitute a quorum.

4. *Votes to Govern: At all meetings of the BOD, every question shall, unless otherwise required by the Constitution of by-laws of the Association be decided by the majority of votes cast.*
5. Powers and Duties - In addition to other specific duties and powers assigned elsewhere in the Constitution and By-laws of the Society, the Board shall:
 - a. Ensure the overall activities of the Society harmonize with the objective of the Society.
 - b. Take the initiative in preparing general policies and action for consideration and possible adoption by the membership.
 - c. Put into effect all policies and actions approved by the membership.
 - d. Have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership.
 - e. Be responsible for the management of the affairs of the Society between General Meetings.
 - f. Be required to carry adequate liability insurance.
 - g. Authorize expenditures and obtain funds, through borrowing or otherwise, necessary for the operation of the Society.

Article TEN

Financial/Contractual

The signing officers are the Co-Chair (Vice President), Treasurer and Secretary. All cheques shall be signed by any two of these officers.

1. The financial year shall be from December 1 to November 30.
2. A basic overview of the WAS financial position shall be presented at each general meeting with a Financial Statement of the affairs of the WAS to be presented at the annual general meeting for review and discussion as required by the executive.
3. The Financial Records of WAS shall be reviewed annually by a qualified accountant or accounting firm.
4. Remuneration –No Officer or Director of WAS shall receive any remuneration for carrying out his/her duties as Officer, Director or member, but travelling expenses may be allowed any Officer, Director or member while engaged in previously approved duties on behalf of WAS. The rate of travel allowance will be paid out of WAS funds, at the prescribed rate set out by the BOD. This rate is to be reviewed annually.
5. The Financial Account and other books of the Society shall be made available for inspection by member's reasonable request.
6. The directors shall see that all necessary books and records of the WAS required by the by-laws of the WAS or by any applicable statute or law are regularly and properly kept.

Article ELEVEN

Meetings of the WAS shall be conducted in accordance with Robert's Rules of Order.

Article TWELVE

Amendments

Amendments to the Constitution may only be made at the Annual General Meeting or at any general meeting properly called. The members must be notified of the proposed amendment at least thirty (30) days before the meeting. Any amendment to the Constitution must be passed by a two thirds majority of the Voting members at the general meeting.

Article THIRTEEN

Committees

The directors may appoint Standing and Special Committees as required to achieve the objectives of the WAS.

Article FOURTEEN

All Directors of the WAS shall at all times be indemnified and saved harmless out of the fund of the WAS from and against liability arising out of their actions in good faith as Directors of the WAS.

Article FIFTEEN

Miscellaneous Provisions

The board may affiliate the WAS with such other Associations or Organizations supportive to and consistent with the aims and objectives of this Association.

Article SIXTEEN

Execution of Documents

1. Deeds, transfers, licenses, contracts and engagements on behalf of the WAS shall be signed by any two of the Chair (President), Co-Chair (Vice President), Secretary, or Treasurer of the WAS after a majority vote of the Voting Membership.
2. Contracts in the ordinary course of the WAS's operations may be entered into on behalf of the Association by any other person authorized in writing by the Board after a majority vote of the general membership.

PASSED BY THE BOARD OF DIRECTORS THIS 4th DAY OF MARCH 2013.



Adoption of Amendments

The amendments to this Constitution are adopted at an Annual meeting of WAS and shall become effective on the date stated below and remain so until amended or repealed.

Chair Secretary

(1) Amended Date: _____

Chair Secretary

(2) Amended Date: _____