



KENYON AGRICULTURAL SOCIETY

(an incorporated company without share
Structure)

Maxville, Ont. KOC 1TO

CONSTITUTION AND BY-LAWS

ARTICLE I- NAME

The name of the Society shall be “**THE KENYON AGRICULTURAL SOCIETY**”; henceforth known as “the Society”.

ARTICLE II- AUTHORITY

The Society is organized under the authority of the Agricultural and Horticultural Organizations Act of the Province of Ontario, and all Articles of this document shall be read to conform with said Agricultural and Horticultural Organizations Act. The Society shall be known as a non-profit organization.

ARTICLE III- PURPOSES

The purposes of the Society shall be in accordance with and in furtherance of the objects as stated in the Agricultural and Horticultural Organizations Act such reading as follows:

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:

- a) researching the needs of the agricultural community and developing programs to meet those needs.
- b) holding agricultural exhibitions featuring competitions for which prizes may be awarded;
- c) promoting the conservation of natural resources;
- d) encouraging the beautification of the agricultural community;
- e) supporting and providing facilities to encourage cultural activities intended to enrich rural life and to promote, enhance and perpetuate the cultural heritage of the Township of North Glengarry.
- f) The organization shall be carried on without purpose of gain for its members and any profits or other gains to the organization shall be used in promoting its objectives.

The Society shall be held accountable to the guidelines as outlined in the Agricultural and Horticultural Organizations Act of the Province of Ontario.

ARTICLE IV - CONSTITUTION

- 1) Proposed amendments to the Constitution must be submitted to the Directors 30 days prior to the Annual Meeting.
- 2) The Directors shall publish all proposed amendments to the general membership 10 days prior to the Annual Meeting. (website, mail, or email)
- 3) The Constitution shall be amended if two-thirds (2/3) of the members present at the Annual Meeting vote in favor of the proposed amendment.

ARTICLE V - HEAD OFFICE

The head office of the Society shall be located in the County of Glengarry in the province of Ontario and at such a place therein as determined from time to time by the Board of Directors of the Society.

ARTICLE VI - MEMBERSHIP

- 1) Every person shall be entitled to be a member of the Society by paying the annual fee of the Society, but no person under the age of 18 years is eligible to vote at meetings of the Society.
- 2) Privileges of membership - A member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year.

ARTICLE VII - DIRECTORS

- 1) The number of Directors shall be determined and elected annually at the Annual Meeting.
- 2) Any member seeking nomination as a director may make his / her intentions known to nominating Committee.
- 3) In addition to 1); there may be up to ten (10) Honorary Directors. Honorary Directors have no voting rights.
- 4) In the event of a vacancy occurring on the Board by the death or resignation of any officer or director or otherwise, the remaining members of the Board shall have power to appoint any member of the Society to fill such vacancy provided that, when 3 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.
- 5) Where a director of a society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he shall disclose his interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.
- 6) The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the bylaws and regulations of the Society.
- 7) Directors who are absent for three (3) consecutive meetings without just cause may be removed.

ARTICLE VIII - OFFICERS

- 1) The Directors shall elect from among themselves at a meeting to be held immediately following the Annual Meeting, a President, 1st Vice President, 2nd Vice President and Past President to be known as the officers of the Society.
- 2) The President, 1st Vice President, 2nd Vice President and Past President and the remaining Directors shall constitute the Board of Directors.
- 3) The Board from among themselves or otherwise, shall appoint a Secretary and a Treasurer or Secretary/Treasurer who shall remain in office during pleasure and the Secretary or Secretary-Treasurer shall keep an accurate account of the proceedings of the Board and General Meetings, acting under the control and with the approval of the Board.
- 4)
 - a) The Treasurer or Secretary-Treasurer of the Society, before entering upon the duties of the office, shall give a Bond for the faithful performance of these duties and especially for the due accounting for and paying over all monies which may come into the Society.
 - b) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such Treasurer or Secretary-Treasurer and to report thereon to the Society.
 - c) If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be personally responsible for all funds of the Society that may have been received by the Treasurer.

ARTICLE IX - MEETINGS OF THE SOCIETY

- A) At least 2 weeks' notice of every Annual Meeting shall be given by publication of a notice of the meeting in at least one newspaper having general circulation in the municipality in which the headquarters of the Society is situated and by mailing notices of the meeting.
- B) Proxies are not permitted to vote at any general or annual meeting of the Society.

1) ANNUAL MEETING

- a) The Annual Meeting of the Society shall be held on a date to be determined by the Board of Directors.
- b) 10 members shall constitute a quorum at the Annual Meeting.
- c) At the Annual Meeting
 - i) The Board shall present a report of the activities and accomplishments of the Society since the last Annual Meeting and a detailed statement of the receipts and expenditures since the last Annual Meeting and a statement of the assets and liabilities of the Society, certified by the Auditors.
 - ii) The Directors shall be elected.
 - iii) Auditors shall be appointed.
 - iv) Conduct a vote on constitutional amendments.
 - v) The Secretary shall make available a list of those members eligible to vote and hold office as determined in Article VI.
 - vi) In order to vote, memberships (for the operating year for which the Annual Meeting is begin held) must have been purchased at least 14 days

2) **SPECIAL GENERAL MEETINGS**

On the petition of 10 members of a Society, the Secretary and, in the Secretary's 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 ARTICLE IX (a).

3) **DIRECTORS' MEETINGS**

1) A meeting of the Board shall be called by the Secretary upon the direction of the President, or in the President's absence, the 1st Vice President, or by any 3 members of the Board, by notifying all members of the Board at least 7 days prior to the time fixed for such meeting, providing that meeting of the Board may be held immediately following any Annual, Regular or Special Meeting of the Society with notice.

2) Quorum

Thirty percent (30%) of the members of the Board shall constitute a quorum

3) Voting

At a Board Meeting, all the elected Directors are eligible to vote.

4) **Power and Duties**

In addition to other specific duties and powers assigned elsewhere in these By-Laws, the Board shall:

- a) take the initiative in preparing general policies and actions for consideration and possible adoption by the membership.
- b) put into effect all policies and actions approved by the membership.
- c) have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership.
- d) be responsible for the management of the affairs of the Society between general meetings.

ARTICLE X - FINANCES

- 1) The fiscal year of the Society shall be from Oct. 1 to Sept.30.
- 2) All expenditures for items in excess of \$200.00 that are not included in the budget or the current fiscal year shall require approval by the Finance Committee
- 3) Cheques to disburse the fluids of the Society shall bear the signatures of the Specified Directors and the Secretary and/or Treasurer.
- 4) The financial records of the Society shall be audited by a qualified accountant (or by at least 2 non-directors of the Society) appointed at the Annual Meeting.
- 5) **Remuneration** No officer, director or member of a Society, except the Secretary, or Secretary-Treasurer, shall receive any remuneration for carrying out his or her duties as officer, director, or member, but 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 which shall be payable out of the funds of the Society.
- 6) The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.

ARTICLE XI RULES OF ORDER

Roberts Rules of Order shall govern the Society of all matters not covered by the By-laws.

ARTICLE XII - CHANGE IN THE CONSTITUTION

1) All regulations as set forth in the Agricultural and Horticultural Organizations Act, or as it may be revised from time to time, shall become a part of this constitution.

ARTICLE XIII .SPECIAL COMMITTEE .GLENGARRY HIGHLAND GAMES

There will be established on an annual basis such to occur in the early part of each Calendar year a committee to manage in full the affairs of the Glengarry Highland Games such management to be conducted according to this article and its subsections.