

CONSTITUTION OF THE DRESDEN AGRICULTURAL SOCIETY

SCHEDULE "A"

BY-LAW 2/2017

DEFINITIONS:

"Annual General Meeting (AGM)" means a meeting of its members not later than six months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual general meeting or such other time as the "Board" may approve.

"Board" means the Board of Directors of the Dresden Agricultural Society.

"Commitment Statement" means a statement signed by every Director of the Board of Directors.

"Director" means a person elected, acclaimed, or appointed as a Director of the Dresden Agricultural Society.

"Dresden Agricultural Society" (*shall hereafter be referred to as DAS*) means the agricultural association to which this Constitution applies.

"Executive Committee" shall mean - President, 1st Vice President, 2nd Vice President and Immediate Past President (voting privileges),

"Facilitator/Moderator" shall mean a person appointed by the Board of Directors to facilitate member meetings of the Society, when required.

"Fiscal Year" shall mean the period annually from November 1st to October 31st

"Gender Neutral" Note: All documents shall be gender neutral; the use of the male/female gender is used throughout to indicate either sex (he/she).

"General Meetings" shall mean all meetings of its membership besides the AGM to address situations arising to deal with specific needs.

"Head Office" shall mean the head office of the DAS

"Membership" shall mean all persons eligible to become members upon complying with the terms and conditions of *Section 5*.

"Membership Dues" - shall mean the fees that members pay to the DAS for the current fiscal year (Nov 1 - Oct 31 annually). Membership dues cannot be made retro-active to the previous years.

"Member in Good Standing" shall mean any member that has paid the annual required fees to the DAS within the fiscal year and who abides by the DAS Rules and Regulations.

"Notice of Annual Meeting" means the notice given to all members of the DAS of the annual meeting by poster, website, newspaper.

"Rules of Order" shall mean the most current version of Roberts Rules of Order.

"Society" shall mean the Dresden Agricultural Society (DAS).

"Special General Meeting" shall mean meetings called involving DAS property (selling, mortgaging, leasing or otherwise disposing of property owned by the DAS or by petition of 1/3 of the members. See Sections 7.10 & 7.11

"Term" shall mean the length of time a Director is elected, appointed to serve on the Board as approved by the membership and/or Board of Directors in compliance with the Constitution Rules.

"Voting Privileges" shall mean that the members eligible to vote, may vote at duly called meetings.

SECTION 1

NAME:

The name of the society shall be the **"DRESDEN AGRICULTURAL SOCIETY"** henceforth known as "DAS".

SECTION 2

AUTHORITY:

The "DAS" is organized under the authority of the Agricultural and Horticultural Organizations Act of Ontario and all Sections of this document shall be read to conform with said Agricultural and Horticultural Organizations Act, R.S.O. 1990, Chapter A.9 as amended from time to time.

SECTION 3

PURPOSE:

The purpose of an agricultural society is 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 activities intended to enrich rural life.
- f) Conducting or promoting horse races when authorized to do so by a by-law of the DAS,

SECTION 4

HEAD OFFICE:

The Head Office of the DAS shall be located in the town of Dresden, in the Municipality of Chatham-Kent, the Province of Ontario, on DAS property. In an emergency, the address of the DAS office therein as determined by the current Board, remains in the town of Dresden, in a public venue.

SECTION 5

MEMBERSHIP:

- 5.1 Every person shall be entitled to be a member of the Dresden Agricultural Society by paying the required annual fee.
- 5.2 Any person living within 60 kilometers (40 miles) of the Society's Head Office may become a director, by paying the annual fee set out in a by-law of the DAS and by upholding societies mandate. But no persons under the age of eighteen (18) is eligible to vote at meetings of the DAS.
- 5.3 There shall be an annual membership fee as shall be recommended by the membership at the AGM. The annual membership fee must be paid prior to the start of the AGM meeting. Changes to the membership fee shall become effective for the following fiscal year.
- 5.4 Privileges of membership – A member shall be entitled to participate in the activities of the DAS as shall be defined by the Board each year. Only those who were members during the previous fiscal year and the current fiscal year are entitled to vote at the AGM.

SECTION 6

DIRECTORS:

- 6.1. The Board of Directors shall consist of 9 –13 Directors.
- 6.2 The membership shall elect at each AGM from amongst themselves Directors for a term of 1 to 3 years on a rotation basis, to replace end of term vacancies. Directors shall be elected to finished uncompleted terms due to a death or a resignations.
- 6.3a) In the event of a vacancy occurring on the Board either by resignation or death of any

Director, or otherwise, the remaining members of the Board shall have the power to appoint any member of the DAS to fill such vacancy provided they meet the election requirements (if possible) to stand for office. When (3) three or more vacancies occur a general meeting of the DAS shall be called and Directors elected to fill the vacancies.

b) In the event of a Director's written resignation, the resignation will be accepted by the Board. The position may be filled by appointment at the next monthly meeting of the DAS Directors.

6.4 Where a Director of the DAS has a conflict of interest direct or indirect, in any matter in which the DAS is concerned he/she shall disclose the interest and shall not take part in the consideration, or discussion of, or vote on any question with respect to the matter. The member declaring the interest shall leave the room when the item is under consideration until the matter has been disposed of by the remaining Directors.

6.5 The Board of Directors shall have power to act for and on behalf of the DAS in all matters, subject to the bylaws and Regulations of the DAS between annual, or general membership meetings, however are still accountable to the membership for their actions.

6.6 In order to remain as a Director of the DAS a Director may not miss (3) three consecutive Directors Monthly Board Meeting (DMBM) without notification; will be notified by mail and/or other electronic communication by the Secretary of their termination at the Board's discretion.

6.7 The President, 1st Vice President, 2nd Vice President and the Immediate Past President and remaining Directors shall constitute the Board of Directors.

EXECUTIVE COMMITTEE:

6.8a The Directors shall elect from among themselves at a meeting to be held immediately following the AGM, a President, 1st Vice President, and 2nd Vice President. This Committee shall include the Immediate Past President (if still a Director) and shall be known as the Executive Committee of the DAS.

6.8b Executive positions, Ex-President, President, 1st Vice President, and 2nd Vice President shall hold their position for no more than (2) two years.

6.9 The Board shall externally recruit a Treasurer and General Manager (if funds are available) who shall remain in that position during the pleasure of the Board or until such time as he /she resigns.

6.10 Before entering upon the duties of the office of the Treasurer, the Board shall require the Treasurer to give a bond to cover against any loss of funds of the organization and every Board shall, in each year, inquire into the sufficiency of the security. If the security is insufficient each Director of the Board is personally liable for any loss suffered by the organization.

If the DAS has purchased enough indemnification insurance to cover against such a loss, DAS must place a clause in the treasurer's contract to waive this condition as addressed

in section 6.11.

- 6.11 The Secretary, Treasurer, General Manager have no voting rights. They can be a member of the Society.

DUTIES OF EXECUTIVE OFFICERS:

Executive Officers and Senior Staff (Secretary, Treasurer and GM)of the DAS are responsible for the safe custody of:

- 6.12a) Deeds, title papers and other documents relating to the DAS's property including any designs, logos, material, ideas, projects, or art work done by a DAS member or Director of the DAS shall become the property of the DAS. This includes secretary's books, treasurer's books, stationery equipment, and web site material and all electronic equipment which shall be handed in to the Board whenever asked for by the Board or upon a member and or senior staff resigning their position or when their term has been completed.
- b) At least one copy of minutes of proceedings, resolutions and bylaws of the DAS maintained in safe keeping.
- c) Books and records of the DAS, maintained in safe keeping.
- d) All property/records of the DAS whether in the office building, on the grounds, or in the grand stand, shall remain on the property owned by the DAS as determined by the Board. If sufficient storage is unavailable and property is removed from the DAS grounds the person removing the property shall sign a declaration that the property is being stored at no cost to the DAS and Board approval is required.
- e) All deeds shall be kept located in a safe on DAS property.

6.13. **The Secretary of the DAS shall:**

- a) Attend all meetings of the DAS and keep true minutes of the proceedings.
- b) Conduct the correspondence of the DAS, and
- c) Keep a record of:
- all business transactions of the DAS
 - all resolutions passed by the DAS
 - all amendments to the Constitution/By-laws and Policies of the DAS
 - a current list of the members of the DAS and their addresses and email addresses
 - a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person
 - all reports of committees that may from time to time be appointed by the DAS
 - all annual statements and financial reports and auditor's reports.
 - in conjunction with the President prepare all agendas for the DAS meetings

6.14 **The Treasurer of the DAS shall:**

- a) Receive all monies paid to the DAS and deposit them to the credit of the DAS in a financial institution as the DAS may by resolution direct.
- b) Keep the securities of the DAS in safe custody.
- c) Keep or cause to be kept proper books of account or make or cause to be made entries of all receipts and expenditures of the DAS and give a written monthly accounting to the Board.
- d) Prepare the annual financial records to be sent to the auditor for annual review and preparation of audited financial statements.
- e) Prepare monthly reports showing the financial position of the DAS.
- f) Pay all bills that are allocated by the approved annual budget. All invoices will be presented at the monthly Directors Meeting and shall be paid upon approval by the Board.
- g) To give security to cover against any loss of the funds of the DAS.
- h) If the Board hires one person, the position shall be designated as Secretary/Treasurer and he/she is responsible for duties listed under Section 16.4 (Secretary Duties) and 16.5 (Treasurer's Duties).

SECTION 7

MEETINGS OF THE DAS

ANNUAL GENERAL MEETING

All members holding a current fiscal year and previous fiscal year membership (2 consecutive years) are eligible to vote.

- 7.1 Proxy votes are not permitted at any meeting of the DAS.
- 7.2 At least (2) two weeks' notice of every AGM shall be given by publication of a notice of the meeting in at least 1 newspaper having a general circulation in the municipality in which the headquarters of the DAS is situated or by emailing notices of the meeting to every member of the DAS at the email, address registered with the DAS or by posters generally circulated in the community as appropriate. Notice shall also be posted on the official web site of the DAS.
- 7.3 1/3 of the registered membership shall constitute a quorum at the AGM.
- 7.4 At the Annual General Meeting:

- a) The Board and Committee Chairs shall present a written report of the activities and accomplishments of the DAS since the last AGM and a detailed statement of the receipts and expenditures since the last AGM. The Treasurer, or auditor shall give a detailed audited financial statement for the previous two years certified by the auditor. This shall include all financial statements under the DAS control including the racing account.
- b) The Directors shall be elected or acclaimed to fill vacancies arising from completion of terms, resignations, vacated directorships or other departures from the Board. If an insufficient number of directors are elected at the AGM, the Board of Directors shall appoint eligible members to serve as Director for a period of one year, to fill vacancies. There can be a maximum of two (2) appointed directors. Appointed Directors cannot hold officers' positions.
- c) Financial Auditor shall be appointed for the next fiscal year or the Directors shall be authorized to appoint one at a later date.
- d) The Secretary shall make available a list of those members eligible to vote and to hold offices as determined in Section 5.
- e) Executive Officers are appointed by the elected Board immediately following the AGM.
- f) Only eligible members shall vote at the AGM, see requirements as stated above.
- g) Minor changes (such as wording) to update the Constitution if necessary shall be approved by the membership at the AGM. Major changes (such as revamping of content) requires a Draft copy of the changes to be made available on the web site and a paper copy at the DAS office (during office hours) for member to review prior to the AGM.

If insufficient time for discussion; approval of changes at the AGM.

GENERAL MEETINGS:

- 7.5. Only those persons who are members of the DAS and eligible to vote can vote at any general meetings. Proxy votes are not permitted at any meeting of the DAS.
- 7.6 1/3 members shall constitute a quorum for a general meeting.
- 7.7 A general meeting may decide on all matters brought to it by the Board.
- 7.8 The notice of the meeting shall be circulated in the same manner as stated in Section 7.2.

PETITION:

- 7.9 On the petition of 1/3 of the current members of the DAS, the Secretary or, in his/her absence the President or Vice President must call a special general meeting for the transaction of the business stated in the petition, and the meeting shall be advertised in the manner prescribed in Section 7.2.

PROPERTY – SELLING-MORTGAGING:

- 7.10a) A general meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the DAS. Only those members who are members for the current fiscal year and who were members for the (2) two previous fiscal years are entitled to vote at this meeting with a 2/3 present approval required. The meeting must have a quorum in attendance.
- 7.10b) A second meeting called within two (2) weeks with all the directors attending to follow through with the outcome.

DISMISSAL OF A DIRECTOR

- 7.11 A general meeting will be called to deal with the removal of a Director or Directors for alleged mismanagement. *Notice required as prescribed in Section 7.2*

DIRECTORS MEETINGS:

- 7.12 A monthly Directors meeting shall be held on the (2nd) second week of the month (preferably Tuesday or Wednesday or as determined by the Board). A monthly financial statement shall be provided.
- 7.13 A meeting of the Board shall be called by the Secretary upon the direction of the President, or in absence of the President, the 1st Vice President, or by any (3) three members of the Board, at least (7) seven days prior to the time fixed for such meeting, providing that a meeting of Board may be held immediately following any AGM, Regular or Special Meeting of the Das without notice.
- 7.14 A quorum shall be 50% of Directors.
- 7.15 Only the elected or appointed Directors are eligible to vote; whether by hand, ballot, or electronic vote.

Powers and Duties of Directors:

- 7.16 In addition to other specific duties and power assigned the Board shall:
- a) Take the initiative in preparing general policies and actions for consideration and adoption by the Board of Directors
 - b) Put into effect all policies and actions approved by the Board of Directors

- c) Have power to enter contracts in the name of the DAS in accordance with policies and practices.
- d) Be responsible for the management of the affairs of the DAS between general meetings. Mismanagement can result in dismissal of one or more Directors or the dissolution of the entire Board of Directors.
- e) Every Board shall, in each year, inquire into the sufficiency of the office security posted by the Treasurer.
- f) If the security (Section 6.11) is insufficient, each Director of the Board is personally liable for any loss suffered by the organization.
- g) Purchase sufficient insurance so that each Director of the Board is not personally liable for any loss suffered by the DAS.
- h) Every officer and Director shall be indemnified and saved harmless out of the funds of the DAS from and against all charges and expenses incurred in and about, action or suit brought against him/her in respect of any deed performed during the execution of his/her office, except where charges or expenses are incurred as a result of his/her willful neglect or default.

SECTION 8

COMMITTEES AND SUBCOMMITTEES:

- 8.1 The Board may establish Committees and Subcommittees from time to time to conduct its business more effectively. All Committees are accountable to the Board. Committee responsibilities are to organize and carry out normal activities related to the Committee with the DAS's approval. All Committees will select a Director who will be the point of contact with the Board. The President and General Manager shall be ex-officio members to all Committees.

The following Main Committees shall be formed in accordance with the Governance Review. Subcommittees may be deemed necessary and shall fall under the umbrella of any of these committees especially all those needed to organize an annual exhibition as listed in the Yearly Fair Book.

The following Standing Committees shall be formed:

- Agriculture
- Racing
- Finance
- Fundraising and Special Events
- Grounds and Buildings
- Fair
- Office Facilitator

REFERENCE TERMS:

All Board Committees will report to the Board at regular intervals as set out in their Terms of Reference and annually to members.

- 8.2. The terms of reference for all Committees shall include the following:
- a) The status of the Committee.(standing or ad hoc)
 - b) Type of Committee.
 - c) The overall purpose.
 - d) Any specific directives defining goals or tasks.
 - e) The relationship to any other overlapping activities of the DAS.
 - f) The composition, including statement, on any designated observers, whether Officers are appointed as full or volunteer, any authority granted to the Chair to appoint other members.
 - g) The assignment of any staff or volunteers.
 - h) Any special mode of operation.
 - i) The budgeted limit of expenses the Committee may incur.
 - j) The preferred time and method for reporting.
 - k) The committee will consist of a Chair and two(2) other members; one (1) will be appointed as a secretary.

SECTION 9

FINANCIAL MATTERS:

- 9.1. The fiscal year of the DAS shall be from November 1 to October 31 annually.
- 9.2. For items that were not included in the budget for the current fiscal year, shall require approval by a motion passed at a Board meeting, before the expenditure reaches the invoice stage.
- 9.3.a Cheques to disburse the funds of the DAS and the Raceway Division shall bear the signatures of two signees - Executive Officers and/or the Treasurer.

Signing of Cheques

President and Treasurer

or Officers with signing authority (Officers = 1st and 2nd Vice Presidents)

Treasurer and President

or Officers with signing authority (Officers = 1st and 2nd Vice Presidents)

“Restrictions”

- b Husband/wife or family relatives are not permitted to co-sign cheques nor as two signatures binding contracts or any legal documents or any other forms as required by the Board to conduct business. President’s signature is preferred on all cheques and documents. Business of director/personal cheques made out to a signing officer may not be signed by that same officer.
- 9.4. The financial accounts and the minutes of the DAS shall be made available for inspection by any member within (21) twenty one days upon written request and upon approval of the Board.

COMPENSATION:

- 9.5. No compensation shall be paid to a Director, Officer or Member of the DAS other than the Secretary, Treasurer, and General Manager (if applicable), but reasonable expenses incurred by a Director, Officer, or Member in the performance of his/her duties may be paid, upon submission of original invoices and approved by Board of Directors.

SECTION 10

RULES OF ORDER

- 10.1 The Procedural By-law provides the procedures to be followed for all meetings of the Dresden Agricultural Society whether Membership. Board or Committee meeting.
- 10.2 The most current version of Roberts Rules of Order shall govern the DAS on all matters not covered by the Constitution, Bylaws and Policies of the Dresden Agricultural Society.

SECTION 11

CHANGE IN CONSTITUTION /POLICIES AND BY-LAWS

- 11.1 Changes to the Constitution of the DAS, and the By-laws may be made, amended, repealed, or adopted by the Board providing it is confirmed at the AGM or a General Meeting with the approval of 2/3 majority of members. The meeting must have been given notice in the manner provided in section 7.2 and having a quorum attendance.
- 11.2. All regulations as set forth in the Agricultural and Horticultural Act or as the Act may be revised from time to time, shall become part of this Constitution.

Reviewed by the Board of Directors _____

Placed before the Annual General Meeting: _____