

CARP AGRICULTURAL SOCIETY

Adopted at the Annual Meeting, January 2015

ARTICLE I – NAME AND INCORPORATION

1. This Society shall be denominated the Carp Agricultural Society, hereinafter referred to as the "Society". The Society was incorporated in 1863 under the Agricultural and Horticultural Organizations Act.

ARTICLE II - INTERPRETATIONS

1. "Society" shall mean the Carp Agricultural Society.
"Members" shall mean members of the Carp Agricultural Society.
"Board" shall mean the Board of Directors of The Carp Agricultural Society.
"Division" shall mean either the Agricultural Division or the Homecraft Division of the Carp Agricultural Society.
"General Manager" takes on the role of Secretary-Treasurer or Treasurer.
"The Corporation" shall mean The Carp Agricultural Society.
"Director" shall mean a member of the Board of Directors of the Society.
"The Act" shall mean the Agricultural and Horticultural Organizations Act.
"In Good Standing" shall mean a member who has paid his dues.
"Not In Good Standing" shall mean membership has been revoked.

ARTICLE III - LOCATION

1. The Society shall operate in the village of Carp serving agriculture in general within the surrounding area. The office of the Society must operate at a location within one of the 4 previous Townships (March, Huntley, Fitzroy and Torbolton).

ARTICLE IV - AUTHORITY

1. The Society is organized under the authority of the Agricultural and Horticultural Organizations Act of Ontario, and all Articles of this document shall be read to conform with said Agricultural and Horticultural Organizations Act.

ARTICLE V - PURPOSE

1. 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 activities intended to enrich rural life; and
- (f) Conducting or promoting horse races when authorized to do so by a by-law of the society.”

ARTICLE VI – MEMBERSHIP

1. Any person is entitled to be a member of the Society who:
 - a. pays the annual fee as set out in the Policies of the Society,
 - b. is at least eighteen years of age, and
 - c. has a genuine interest in the objectives of the Society.
 - d. is a member of “good standing” as described in the Policies and Procedures of the Society.
2. A Partnership, Association, Firm or an Incorporated Company may become a member by payment of the regular fee as mentioned under Article VI, but the name of one person only in any one year may be entered as the representative or agent of such Firm or Company and that person only shall exercise the privileges of the membership in the Society.
3. Only members who have been in good standing for the previous two calendar years and who have paid their membership for the current calendar year may vote at the Annual General Meeting.
4. The Organization shall be carried on without the purpose of gain for its members and any profits or other accretions to the organization shall be used in promoting its object.

ARTICLE VII – DIRECTORS

1. It shall be the duty of the Directors acting together as a Board, to conduct the affairs of the Society agreeable to the Constitution and have the authority to exercise any of the powers prescribed by the Horticultural and Agricultural Organizations Act.
2. The Board shall consist of up to 27 members: thirteen (13) of the Directors shall form the Agricultural Division of the Society and fourteen (14) Directors shall form the Homecraft Division of the Society.
3. The Agricultural Division of the Society shall be comprised of: the Agricultural Division President, Agricultural Division first Vice-President, Agricultural Division second Vice-President, the Agricultural Division Past-President, the President of the Homecraft Division, the Vice-President of the Homecraft Division, and nine (9) Directors at large, any nine (9) of whom shall form a quorum.
4. The Homecraft Division of the Society shall be comprised of: the Homecraft Division President, Homecraft Division first Vice-President, Homecraft Division second Vice-President, the Immediate Past-President and ten (10) members at large, any nine (9) of whom shall form a quorum.
5. The “Division” shall have power to fill vacancies which may occur in the Board by death or otherwise.
6. The Board shall be responsible for holding an Annual Fair on the fourth Saturday in September, and other events as decided upon from time to time by the Board.

7. The Board will advertise a Prize List before the annual fair, featuring competitions for which prizes may be awarded.
8. The Board may amend any rules and regulations related to exhibition and competitions at the Fair and all amendments will be reported in the Prize List.
9. The Board shall be responsible for appointing a General Manager, and any other persons necessary to serve the Society. The General Manager may also act as the Treasurer for the Society.

ARTICLE VIII – EXECUTIVE

1. An Executive Committee shall be formed by the Presidents of the Agricultural and Homecraft Divisions of the Society; as well as the first Vice-Presidents, and Immediate Past Presidents of the two divisions of the Society.
2. The Executive committee shall be consulted by the Agricultural and Homecraft Divisions on an ongoing basis and shall, by a two thirds majority, decide which issues and/or decisions shall be dealt with by the individual divisions and which decisions shall be dealt with by the Society's Board of Directors as a whole. Where a majority decision cannot be reached by the Executive Committee, the decision/issue shall be brought to the Board of Directors.

ARTICLE IX – MEETINGS OF THE SOCIETY

1. There shall be an Annual General Meeting of the members of the Society held during the month of January, notice of which is to be given at least fourteen (14) days prior to the meeting, including time and place, as well as proposed changes in the constitution and other reports beneficial to the Society. The meeting date and time will also be advertised in the local paper as required by the Act.
2. At the annual meeting, a full report of the year's activities shall be presented including a professionally reviewed financial report. An election of officers and members of the Board of Directors shall take place, at least 80 per cent of the previous year's directors to be returned.
3. At any such Annual Meeting, or General Meeting of the members of the Society, only those members who were members of the Society during the previous two calendar years and who have paid the membership fee for the current calendar year are entitled to vote. Twenty members shall form a quorum.

ARTICLE X – MEETINGS OF THE DIRECTORS

1. Each division of the Board of Directors shall meet no fewer than ten (10) times a year.
2. Each division may appoint such committees as are necessary and are responsible for the management of the Fair and other business activities of the Society.

3. A Board Meeting between the Board of Directors of the Agricultural Division and the Homecraft Division shall take place no fewer than two times per year. Any eighteen (18) Directors shall form a quorum.
4. Any Board Meeting shall be co-chaired by the President of the Agricultural Division and the President of the Homecraft Division, or their alternates, with the Chair of the Agricultural Division having the deciding vote. The Agricultural Chair shall not vote, unless there are equal votes cast on a motion. In the absence of the President of the Agricultural Division, the President of the Homecraft Division shall chair the meeting and therefore cast the deciding vote. In the event of a tie vote, the co-chairs will cast their vote, should the tie remain, the motion is defeated.
5. Voting at any Board meeting shall be restricted to thirteen (13) Directors of the Homecraft Division and thirteen (13) Directors of the Agricultural Division, whose names shall be designated at the Annual General Meeting.
6. Either of the Presidents and General Manager shall have power to call meetings of the Directors when they think it necessary. If the President or General Manager neglect or refuse to do so, any three Directors shall have power to call a meeting, due notice of which shall be given seven (7) days before it takes place.

ARTICLE XI – OFFICERS

1. The officers of the Society will include: President of the Homecraft Division, President of the Agricultural Division, a Vice-President of the Homecraft Division, a Vice-President of the Agricultural Division, a Second Vice-President of the Homecraft Division and a Second Vice-President Agricultural Division. The General Manager shall, ex-officio, also be an officer of the Society and may act as the Treasurer of the Board.
2. The General Manager shall record the proceedings of the Society, and exhibit the same when required by the Directors; and all documentation of the Society shall be open to the inspection of any member.
3. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board.
4. The Treasurer shall, under the direction of the Board, disburse the funds of the Society, taking proper vouchers therefore and shall render to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the Society.

ARTICLE XII – DISSOLUTION

1. Upon the dissolution of the Society and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work, solely in the province of Ontario.

ARTICLE XIII – AMENDMENTS

1. Amendments to the Constitution may be made only after prior notice has been given, and with the approval of two-thirds of the members voting at an Annual General Meeting.
2. Any proposed changes to the Constitution must be submitted to the General Manager of the Society by October 1st prior to the Annual General Meeting.