

Massey Agricultural Society Constitution

Rewritten and accepted by Agriculture Society Members at Annual Meeting January 24, 2023.

Massey Agricultural Society Constitution

Constitution Part 1	2
Organization:	2
1.1 – Head office	2
1.2 - Address	2
1.3 – Authority	2
1.4 – Objectives	2
1.5 - Board of Directors	2
1.6 - Executive Officers of the Society	4
1.7 - Powers of Directors	4
Constitution Part 2	6
Duties of Officers/Appointees:.....	6
2.1 - The President shall:	6
2.2 - The Vice President shall:	6
2.3 - The Past President shall:	6
2.4 - The Secretary shall:	6
2.5 - The Treasurer shall:	7
2.6 - Employment of Staff for Massey Fair:	7
Constitution Part 3	8
Meetings of the Society/Rules of Meetings	8
3.1.1 - Annual Meeting	8
3.1.2 - Nominating Committee	8
3.1.3 - Elections	9
3.2 - Special General Membership Meetings	9
3.3 - Board of Directors Meetings	9
3.4 – Special Board of Directors Meetings	10
3.5 - Error of Omission on Notice	10
3.6 - Adjournments	10
3.7 - Method of Voting at Meetings	10
Constitution Part 4	11
Other Rules/Regulations:	11
4.1 - Remuneration of Members	11
4.2 - Protection of Directors and Officers:	11
4.3 - Vacancies, Board of Directors	11
4.4 - Books and Records	11
4.5 - Annual Financial Review	11
4.6 - Financial Year	12
4.7 – Finances	12
4.8 – Rules of Order	12
Constitution Part 5	13
Membership:	13
5.1 – Membership:	13
5.2 - Categories of Membership:	13
5.3 – Revocation of Membership:	13
Constitution Part 6	14
Amendment and Dissolution	14
6.1 - Constitution Amendment:	14
6.2 - Dissolution:	14

Massey Agricultural Society Inc. Constitution

Constitution Part 1 Organization:

The name of the organization is the Massey Agricultural Society.

1.1 Head Office

The Head Office of the Society shall be in the town of Massey, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

1.2 Address

The mailing address of the Massey Agricultural Society is P.O. Box 728, Massey, Ontario P0P 1P0.

1.3 Authority

The Society is organized as a corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act (1988) of the Province of Ontario, and all articles of the Constitution shall conform to the Agricultural and Horticultural Organizations Act and its regulations.

The Society is a non-profit organization, and has a charitable donation number under the Charities Directorate of Ontario.

Under both above authorities, members shall not benefit financially from the activities of the Society.

1.4 Objectives

The Society as defined in the Act is responsible 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 the conservation of natural resources;
- encouraging the beautification of the agricultural community;
- supporting and providing facilities to encourage activities intended to enrich rural life; and
- conducting or promoting horse races when authorized to do so by a By-Law of the Society R.S.O. 1990, c. A.9, s. 6.

1.5 Board of Directors

The affairs of the Society shall be managed by a board of a maximum of ten (10) elected directors including a President, Vice-President, Treasurer and Secretary. The outgoing President will assume the position of Past President and be the eleventh member of the Board of Directors. Each elected person will at the time of his/her election and throughout his/her term of office, be a member, in good standing of the Society and be over 18 years of age.

Directors must be diligent in their positions and duty by being familiar with all aspects of the Society operations by attending monthly board meetings. Directors who are absent from 3 consecutive regular monthly board meetings of the Society during each year without just reason (example: sickness or work oriented) will be considered to no longer be in good standing. In the event a Director fails to continue in good standing as defined by the By-laws and this Constitution, the Board of Directors may remove the Director from the Board and appoint any member of the Society to fill such vacancy for the remainder of the term.

In the event of a vacancy occurring on the Board of Directors, caused by the death of or resignation of any director, the remaining members of the Board of Directors shall have power to appoint any member of the Society to fill such vacancy.

When three (3) or more vacancies on the Board of Directors occurs at the same time, a special general meeting of the Society shall be called for the purpose of electing persons to fill such vacancies.

Where a Director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he/she shall disclose his/her interest and shall not take part in the consideration of, discussion of, or vote on any question with respect to the matter.

The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the by-laws and regulations of the Society.

Each Director will be responsible for one specific area of the fair ensuring that all responsibilities for that area are followed through to completion.

Although associated with one specific area, he/she must feel a responsibility for the success of the total Fair and take appropriate action to deal with general problems that arise in the absence of the Director in charge or to enhance the Fair.

All Directors must be willing to abide by the requirements of the Duties of Directors, as defined under Duties of Officers/Appointees.

Persons who have been convicted of an offence under any cruelty to animals' act may not accept a nomination to serve on the Board.

Directors must be respectful of other Director's efforts and the areas for which they are responsible. All Directors must be available, as much as possible, during the Fair week to assist as required.

All Directors must abide by and support all decisions and motions made by the Board of Directors at meetings whether in agreement or not.

Directors do not have the authority to hire or enter into any agreement to pay anyone for services without prior Board approval.

Every Director and Officer of the Society and his/her heirs, executors, administrators and other legal personal representative shall, from time to time, be indemnified and saved harmless by the Society from and against:

- Any liability and all costs, charges and expenses that such director or officers sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of anything done or permitted by him/her in respect of the execution of the duties of his/her office; and
 - All other costs, charges and expenses that he/she sustains or incurs in respect of the affairs of the Society, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
- In addition to the 10 elected directors:
- The Board of Directors may request that one representative be appointed annually by each of: The Township of Sables-Spanish Rivers and the Anishinabek Sagamok Reserve. These are liaison appointments only and the appointees would not be entitled to vote on the Board of Directors.
 - The Board of Directors may select up to three Junior Members to sit as Youth Directors. Youth Directors must be at least 10 years of age and no older than 17 years of age. Youth Directors must be members in good standing. Youth Directors will be appointed for a one year term which may be extended at the Board's content. Youth Directors will be by appointment only and the appointees will not be entitled to vote on the Board of Directors
 - Directors may appoint Associates to assist with MAS director duties. Associates must be members in good standing. Associates will be by appointment only and the appointees will not be entitled to vote on the Board of Directors.
 - The Society may not have more than six lifetime directors, who shall be persons who have given at least ten years of active service to the Society and who have indicated their wish to be less involved. These persons would not have voting rights unless they have chosen to run and are elected to the Board of Directors for a term.

Massey Agricultural Society Inc. Constitution

1.6 - Executive Officers of the Society

There shall be a President, Vice-President, Treasurer and Secretary elected by the membership. Any two of these four positions shall have authority to sign contracts, deeds, bills of exchange, and other documents on behalf of the Society.

The signing officers for bank documents and cheques of the Society shall be the Treasurer and one of the following: President, Vice-president or Secretary.

The Executive Officers shall have such powers as the Board of Directors as may from time-to-time delegate. The Executive Committee shall report all its acts and proceedings to the next meeting of the Board of Directors for confirmation. A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee.

The Executive Committee has the authority to approve expenditures up to an amount of \$500 per motion at an Executive meeting, without Board ratification.

All matters approved at the Executive Committee, with the exception of the immediately above, shall require the ratification of the Board of Directors at the next Board of Directors meeting.

Only one member of a household shall be allowed to serve as an Executive Director on the Board at any one time.

All nominees for Executive Director Positions must reside within 75 kilometres of the Massey Agricultural Society's Head Office.

In the event that no Treasurer is able to be elected at the Annual General Meeting, the Executive Board must appoint an elected Director to the office of Treasurer. If the appointed Director is unable to perform the bookkeeping function an independent bookkeeper may be appointed. If the bookkeeper is going to receive remuneration this must be approved by the Board of Directors. This staff shall not be part of the Board of Directors and shall not have a vote. Hired staff shall keep an accurate account of the proceedings of Board Meetings and general meetings acting as directed and with the approval of the Board.

The office of the Secretary shall include and may be called an Executive Assistant, or Office Manager.

It shall be the duty of the Board in each and every year to ensure that any loss of funds by unlawful means or 'losses caused by illegal acts' are covered by our insurance policy.

The Treasurer or Secretary may appoint a bookkeeper or executive assistant to assist with the duties in these positions subject to the approval of the Board of Directors. The functions of the bookkeeper and/or executive assistant shall be under the direct management and control of the Treasurer or Secretary. A signed confidentiality agreement will also be required for Non-Board appointments and hires.

The Treasurer to the Society must be bondable and if bond is required it will be at the expense of the Society.

1.7 - Powers of Directors

The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any such consideration and upon such terms and conditions as they deem advisable

All out of ordinary expenditures or transactions must be approved by the Board of Directors before they are paid, providing however, any account demanding immediate payment may be paid on the approval of the President at his/her responsibility.

Massey Agricultural Society Inc. Constitution

Constitution Part 2

Duties of Officers/Appointees:

Duties of Officers:

Officers of the Society are responsible for the safe custody of:

- deeds, title papers and other documents relating to the Society's property,
- at least one copy of minutes of proceedings, resolutions and by-laws of the Society,
- books and records of the Society.

2.1 - The President shall:

- be elected by the Society members, preferably from those Directors who have completed at least one two-year term and preferably having served as Vice President;
- he/she shall serve not more than three consecutive terms unless it is deemed by the Board of Directors to be in the best interest of the Society;
- to the best of his/her ability preside at all Annual, Special and Board Meetings of the members of the Society and of the Board of Directors;
- serve ex-officio on all standing and ad hoc committees;
- be charged with the general management and supervision of the affairs and operations of the Society keeping himself/herself informed of all activities being carried on in the name of the Society ensuring the wishes of the Board and of the membership are carried out;
- with the Secretary or other officer appointed by the Board for the purpose, sign all by-laws and minutes and motions;
- abide by all decisions and motions made by the Board of Directors at meetings.

2.2 - The Vice President shall:

- be elected by the Society members from the Directors;
- attend the meetings of the Society and of the Board of Directors;
- during the absence or inability of the President, his/her duties and powers shall be exercised by the Vice President;
- normally consider his/her term of office to be preparation for the position of President;
- abide by all decisions and motions made by the Board of Directors at meetings.
If the Vice President exercises any duty or power in the absence of the President, the absence or inability of the President shall be presumed with reference thereto.

2.3 - The Past President shall:

- serve as Past President during the term of office of his/her immediate successor to the position of President;
- attend the meetings of the Society and of the Board of Directors;
- act for the President in the absence of the President, and Vice President;
- serve as Chairperson of the Nominating Committee;
- abide by all decisions and motions made by the Board of Directors at meetings.
If the Past President exercises any duty or power in the absence of the President, and Vice President, the absence or inability of the President and Vice President shall be presumed with reference thereto.
Accepted by Agricultural Society members at 5 of 13 March 23,2021 Annual Meeting

2.4 - The Secretary shall:

- be elected by the members to serve for a 2-year term;
- attend the meetings of the Society and of the Board of Directors;
- serve on committees as required;

- know the prize list pertaining to the area in which he/she is associated and understand the rules, terms, definition, etc.;
 - keep a record of the number of entries in each class and the winners in each category;
 - recommend changes for subsequent years;
 - be responsible for one specific area of the fair ensuring that all responsibilities for that area are followed through to completion;
 - although associated with one specific area, feel a responsibility for the success of the total Fair and take appropriate action to deal with general problems that arise in the absence of the Director in charge or to enhance the Fair;
 - be respectful of other Director's efforts and the areas they are responsible for;
 - be available, as much as possible, during the Fair week to assist as required;
 - abide by all decisions and motions made by the Board of Directors at meetings.
 - attend the meetings of the Society and of the Board of Directors and if unable to attend let the President know 24 hours in advance of the meeting so that he/she can arrange for an alternate minute taker;
 - be the official clerk of the board of directors, attending to the best of his/her ability, all meetings of the board of directors and recording all facts and minutes of all proceedings in the books kept for that purpose;
 - give all notices required to be given to members and directors and conduct all correspondence of the Society;
 - be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Society with the exception of financial records, which are the sole responsibility of the Treasurer and he/she shall deliver up the afore mentioned only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution;
 - keep a current list of the members of the Society, their addresses, phone numbers and email addresses;
 - perform such other duties as may from time to time be determined by the Board of Directors;
 - have custody of the seal of the Society and responsibility for its use;
 - abide by all decisions and motions made by the Board of Directors at meetings.
- **2.5 - The Treasurer shall:**
 - be elected by the members to serve for a 2-year term;
 - attend the meetings of the Society and of the Board of Directors and if unable to attend make arrangements for the financial statements to be available at the meeting;
 - keep full and accurate accounts of all receipts and disbursements of the Society in proper books of accounts and deposit all moneys or other valuable effects in the name and to the credit of the Society in such banks as may from time to time be designated by the board of directors;
 - be the custodian of all Financial records, which are the sole responsibility of the Treasurer and he/she shall deliver up the aforementioned only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution;
 - likewise disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers there from;
- render to the Board of Directors at the regular meetings or whenever required, an account of all his/her transactions as Treasurer, and of the financial position of the Society;
 - be bondable;
 - submit all financial records of the Society to the accounting professionals appointed at the previous Annual Meeting in time to have the records reviewed before the Society's
 - also perform such other duties as may from time to time be determined by the Board of Directors;
 - abide by all decisions and motions made by the Board of Directors at meetings.

The Treasurer, provided they are performing the bookkeeping function, may be paid an honorarium negotiable with the Board of Directors annually.

2.6 - Employment of Staff for Massey Fair:

A hiring committee may be appointed by the Board of Directors for the purpose of obtaining the Fair Manager and additional staff.

Directors do not have the authority to hire or enter into any agreement to pay anyone for services without prior Board approval.

Massey Agricultural Society Inc. Constitution

Constitution Part 3

Meetings of the Society/Rules of Meetings

3.1.1 - Annual Meeting

The annual meeting of the Society shall be held in the month of January in each year, or as determined by the Board of Directors and within (15) months of the previous annual meeting as per the *Agricultural and Horticultural Organizations Act*, and at such time and place as the Board determines. In the event of a pandemic lock down or other lock down ordered by a Municipal, Provincial or Federal Government, the annual meeting will either be held by virtual means such as Zoom or be delayed until any such lock down is lifted or relaxed such that an assembly is allowed.

At the Annual Meeting, only those members who were members in good standing of the Society during the previous year and who have paid the membership fee for the current year are entitled to vote.

At least two weeks notice of every Annual Meeting shall be given through social media venues, direct mail or print. The notice shall include the date, location and time of the annual general meeting.

At every Annual Meeting:

- The Board of Directors shall present:

- o a report of the activities and accomplishments of the Society during the previous year and audited/unaudited financial statements for the previous year.

- o The Director in charge of any standing committees will present an overview of the activities to members as per the *Agricultural and Horticultural Organizations Act*.

- The President, Vice-President, Treasurer, Secretary and Directors shall be elected by the membership.
- Accountants shall be appointed to review the books at the end of the fiscal year. Auditor(s) shall be appointed should it be determined by the Board that an audit is required to satisfy specific grant or other requirements.
- The Secretary shall make available a list of those members eligible to vote and hold office in accordance with the by-laws of the Society.
- Such other business as is appropriate shall be presented.
- A quorum is equal to the number of members present at the meeting.

3.1.2 - Nominating Committee

The Past President will sit as Chairperson on the Nomination Committee. Prior to the end of the fiscal year the Past President shall appoint two directors whose term of office shall not expire on the date of the Annual Meeting of the Society to constitute a Nominating Committee which shall bring forward, to the Annual Meeting, a slate of nominations (with written or verbal consent of nominees) for the places on the Board of Directors which shall become vacant on the approaching Annual Meeting.

Immediately after the appointment of the Nominating Committee notice shall be given through social media venues, direct mail or print, to the members of their appointment and of their willingness to accept nominations (duly nominated and seconded with consent obtained) for the positions of President, Vice- President, Treasurer, Secretary or Director.

The Nominating Committee shall conduct the election of Directors of the Board. Nominations for Directors other than those received by or proposed by the Nominating Committee shall be received from the floor at the Annual Meeting, provided however, the nomination is seconded and consent is obtained from the nominee. However, in the event of a pandemic lock down or other lock down ordered by a Municipal, Provincial or Federal Government

and the meeting is held by virtual means such as Zoom, no all nominations must be received by the Nominating Committee prior to the Annual Meeting.

Nominees must have been members in good standing of the Society in the previous year and hold a paid membership for the current year.

3.1.3 - Elections

At the Annual Meeting in each year there shall be elected to the Board of Directors from the body of active members, not more than five new directors who must be 18 years of age or over and who shall hold office for two years, or until their successors have been appointed and they have entered upon the discharge of their duties. The term of not more than five of the Board of Directors shall expire at the time of each Annual Meeting. On even numbered years the President, Secretary and three additional Directors would be re-elected. On uneven number years the Vice-President, Treasurer and three additional Directors would be re-elected.

The immediate Past President, to be known hereinafter as the Past President, shall by virtue of his office be the eleventh member to the Board of Directors and shall hold office until succeeded by the next retiring President.

At the Annual meeting, the members may also elect a new Director to replace a departing Director, in the event that said director cannot or will not complete his/her two-year term. This Director would be brought onto the Board to complete the term of the departing Director.

The election shall be by secret ballot.

3.2 - Special General Membership Meetings

On the petition of thirty (30) members of the Society, the Secretary, or in his/her absence, the President or Vice President, shall call a "Special General Membership Meeting" for the transaction of business mentioned in the petition. The meeting shall be advertised in the manner prescribed for the calling of the Annual Meeting. Advertisements shall state the nature of the business to be transacted. The meeting will deal with only with the matter giving rise to the "Special General Membership Meeting".

Twenty-five (25) of the thirty (30) members who called the meeting must be present to achieve a quorum.

In addition, a "Special General Meeting" shall be called to deal with the purchasing, selling, mortgaging, leasing or otherwise disposing of property owned by the Society. In this case quorum is equal to the number of members present at the meeting.

3.3 - Board of Directors Meetings

A quorum for a Board of Directors meeting shall be half of the Board members plus one.

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present at the previous meeting, or if those absent have signified their consent to the meeting being held in their absence. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Society. The directors may consider or transact any business either special or general at any meetings of the board.

In order to facilitate taking of minutes, the Board of Directors may elect to tape meetings.

Should a member of the Board of Directors be absent from 3 consecutive meetings without notice of just cause, after investigation by the Board of Directors, his/her position on the Board of Directors may be declared, by resolution to be vacant. Such positions may be filled as per Vacancies, Board of Directors clause.

3.4 Special Board of Directors Meetings

A "Special Board of Directors Meeting" may be called to deal with immediate issues such as a vacancy on the Board of Directors or a Financial or Operational issue that must be decided before the date of the next regularly scheduled Board of Directors Meeting. Such meetings will deal with only with the matter giving rise to the "Special Board of Directors Meeting".

"Special Board of Directors Meetings" may be formally called by the President, or by the Secretary on direction of three directors. Notice of such meetings shall be made by phone, email or by the most efficient means necessary to each director not less than 24 hours before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to the By-Law shall be sufficient and conclusive evidence of the giving of such notice.

3.5 - Error of Omission on Notice

Failure to notify a member or Board member of an Annual or Special meeting or any adjourned meeting, whether Annual or Special, shall not invalidate such meeting or make void any decisions made at such meeting. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3.6 - Adjournments

Any meetings of the Society or of the directors may be adjourned to any time, and from time to time, such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

3.7 - Method of Voting at Meetings

Questions arising at any meetings whether Annual, Special or Board meetings shall be decided by a majority of votes. All votes at any such meeting shall be recorded if so demanded by any Director present, but if no demand be made the vote shall be taken in the usual way by a show of hands. A declaration of the Chairman that a resolution has been carried or denied and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

Proxy votes will not be accepted at any meeting of the Society or Board of Directors.

Massey Agricultural Society Inc. Constitution

Constitution Part 4 Other Rules/Regulations:

4.1 - Remuneration of Members

No Director or member of the Society except Treasurer shall receive any remuneration for carrying out his/her duties as a director or member, except for traveling and living expenses incurred while engaged in duties on behalf of the Society. The Board shall fix such remuneration and living expenses which shall be payable out of the funds of the Society.

It is recognized the recruitment of volunteers to work during Fair Weekend is not always successful. The Board of Directors may, by resolution, elect to compensate certain positions during the Fair Weekend. All reasonable attempts will be made to fill these paying positions with members of the Society.

4.2 - Protection of Directors and Officers:

Every officer and director shall be indemnified and saved harmless against all costs, charges and expenses incurred in and about any action or suit brought against him in respect of any execution of his office, except where charges or expenses are incurred as a result of his own willful neglect or default.

4.3 - Vacancies, Board of Directors

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Society, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected. If three or more vacancies occur at the same time, the remaining Directors shall forthwith call a special general meeting of the Society and Directors shall be elected and appointed at such meeting to fill the vacancies.

4.4 - Books and Records

The Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept.

Minute books, membership rolls and financial records will be available at the Annual Meeting for inspection by any member of the Society.

4.5 - Annual Financial Review

Two independent reviewers or one accounting firm shall be appointed at the Annual Meeting to review the financial records for the following year.

Accounting Principles (GAAP) for Not-For-Profit Corporations as now set out in the Canadian Institute of Annual Financial Statements will be prepared in accordance with the Canadian Generally Accepted Chartered Accountants Handbook. Unless an audit is requested by the membership or is otherwise required to comply with current standards, the financial statements will be reviewed by a qualified professional accountant on a "review engagement basis".

These persons shall examine the financial records of the Society at the end of the year and prior to the Annual Meeting to certify to their correctness or point out errors or omissions in the records. These persons shall be required to sign government forms required for the operation of the Society.

4.6 - Financial Year

Unless otherwise ordered by the Board of Directors, the financial year of the Society shall terminate on the 31st day of October in each year.

4.7 – Finances

The Board of Directors shall prepare and approve a budget for each current fiscal year. Budgets for Directors and Committees will be approved by the Board. All expenditures in excess of \$100.00 that were not included in the approved budget for the current fiscal year shall require approval by a motion passed at a Board of Directors meeting.

The Society shall be carried on without purpose of gain for its members and any profits or other gains to the Society shall be used in promoting its objects.

4.8 – Rules of Order

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

Massey Agricultural Society Inc. Constitution

Constitution Part 5 Membership:

5.1 - Membership

Every person is entitled to be a member of the Society upon payment of the annual fee, but no person under eighteen years of age is eligible to vote at any meeting of the Society or to hold office in the Society.

The Annual membership fee for the previous year must be paid by the end of the fiscal year (October 31st). The membership fee for the current year is due and payable to the Treasurer by or at the Annual Meeting prior to the meeting being brought to order in order to be eligible to vote in that Annual Meeting. However, in the event of a pandemic lock down or other lock down ordered by a Municipal, Provincial or Federal Government and the meeting is held by virtual means such as Zoom, the membership will be instructed on the method for payment of their membership in the Notice of the Annual Meeting.

There shall be an annual membership fee as determined by the Board of Directors. The membership fee shall not be less than \$2.00 as required by the Agricultural Societies Act

5.2 - Categories of Membership:

Adult membership – Any person residing in the Province of Ontario, who is eighteen years of age, and declares an interest in or a willingness to support the purposes of the Society, is eligible for Active membership

Junior membership – Any person under the age of eighteen(18) years at the beginning of the Society's fiscal year.

Lifetime membership – A long time member, who has served at least ten years as a member of the Board of Directors, may be awarded the position of Lifetime member, by unanimous vote of the Board of Directors. The annual membership fee shall be waived for as long as such individual meets the requirements of Active membership.

5.3 – Revocation of Membership

Any member whose behaviour/conduct does not support the objectives of the Society and is therefore deemed detrimental to the Society, may, by unanimous motion of the Board of Directors have their membership revoked, and only a two-thirds majority vote by the active membership at an Annual General Meeting, may reverse said motion.

Massey Agricultural Society Inc. Constitution

Constitution Part 6 Amendment and Dissolution

6.1 - Constitution Amendment:

The Constitution may be amended only by a vote of the members of the Society present at any properly convened Annual Meeting. Notice of proposed amendments must be distributed to members at least two weeks prior to the Annual Meeting. Requirement for the passage of an amendment to the Constitution shall be two-thirds of those present.

All regulations are set forth in the *Agricultural and Horticultural Organizations Act*, as amended from time to time, shall become a part of this Constitution.

6.2 - Dissolution:

In the event of a need to dissolve the Massey Agricultural Society a Special General Membership Meeting shall be called. The organization may be dissolved by the Minister upon the authorization of a special resolution passed at this meeting of the members of the organization duly called for this purpose.

The persons comprising the Board, at the date of dissolution are the trustees of the assets of the organization and shall deliver a statement of the assets and liabilities of the organization.

After sale of assets and payment of all debts and liabilities and settlement of all commitments and agreements, all remaining assets will be distributed to registered Canadian charities or to other qualified donees as defined by the Income Tax Act, RSC 1985, 5th supplement (C.1) as amended from time to time.

Qualified donees are:

- (1) Registered Canadian charities;
- (2) Registered Canadian amateur athletic associations;
- (3) Housing corporations resident in Canada and exempt from tax under Part 1 of the Act by paragraph 149(1)(i);
- (4) Canadian municipalities;
- (5) The United Nations or agencies thereof;
- (6) Universities outside Canada to which Her Majesty in right of Canada has made a gift during the taxpayer's taxation year, or the 12 months immediately preceding that taxation year;
- (7) His Majesty in right of Canada and the provinces and agents thereof; and
- (8) Registered Canadian nation arts service organizations.

Accepted by Agricultural Society members at March 23,2021 Annual Meeting

Amended by the Agricultural Society members at the January 24, 2023 Annual Meeting