



**LOMBARDY**

**AGRICULTURAL**

**SOCIETY**

**CONSTITUTION**

**2024**

## **Article I**

### **Name:**

The name of the “Society” shall be the “Lombardy Agricultural Society” hereinafter referred to as the “Society”. The Society was incorporated in 1866 and we are located at 6 Kellys Road, Lombardy, Ontario.

## **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 Constitution shall read to conform to said Agricultural Societies Act. (AHOA)

The Agricultural and Horticultural Organizations Act is the legislation that provides legal status and direction for agricultural societies, horticultural societies, and agricultural associations in the province of Ontario. (AHOA)

## **Article III**

### **Goal:**

To educate the general public regarding the role of agriculture in present day society in order to foster a better understanding of agricultural concerns.

## **Article IV**

### **Objectives:**

The purpose of the Society shall be in accordance with the objects as stated in the Agricultural Societies Act 9 – (1), which reads as follows:

The objects of the Society shall be to encourage an awareness of agriculture generally, and to promote improvements in the life skills and quality of life of people living in the agricultural community by:

- (a) Assessing the agricultural, economic and social needs of the agricultural community and developing programs to meet those needs;

- (b) Organizing and holding agricultural exhibits for which prizes may be awarded with a view to:
  - (i) encouraging improvements in the production and marketing of agricultural products and livestock and the methods thereof;
  - (ii) developing the life skills of persons living in the agricultural community;
  - (iii) increasing an awareness and appreciation of agriculture and the rural lifestyle;
- (c) Promoting and encouraging the conservation of natural resources;
- (d) Promoting and encouraging beautification of the agricultural community;
- (e) Developing and conducting activities to encourage young people to participate in activities of the agricultural industry;
- (f) Supporting and co-operating with other associations and organizations in the improvement of the agricultural industry;
- (g) Supporting and providing facilities to encourage activities intended to enrich the rural lifestyle.

## **Article V**

### **Membership:**

- (i) Persons may become a member of the Society by paying to the Society a membership fee determined by the officers of the Society. Such fees will not be less than \$5.00 per member per year.
- (ii) A member shall be entitled to participate in activities of the Society and vote on matters concerning the Society but ONLY those members who are members of the Society during the previous year, and who have paid their membership fees for the current year and who have attained the age of eighteen (18) years shall be entitled to vote at an Annual Meeting. This rule does not prevent members who are younger than eighteen (18) years from participating in discussion leading to a vote.
- (iii) Honorary Memberships may be given to long-serving members of the Society at the discretion of the officers of the Society and the Honorary members are entitled to vote.

## **Article VI**

### **Election of Officers:**

- (i) The Society shall have an election of Officers every two (2) years.
- (ii) The Board of Directors shall consist of Chairpersons of each committee, elected at the Annual Meeting of the Society.
- (iii)
  - (a) Immediately following the Annual Meeting, the Board of Directors shall elect the President, 1<sup>st</sup> Vice-President and 2<sup>nd</sup> Vice-President.
  - (b) The Executive of the Board shall consist of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Immediate Past-President and the Secretary/Treasurer or Secretary and Treasurer.
  - (c) The Immediate Past-President automatically becomes Director of the Society.
- (iv) A Nominating Committee consisting of three (3) members shall be appointed by the Board of Directors previous to the Annual Meeting and assigned the task of presenting to the Annual Meeting a list of candidates for Committee Chair positions.
- (v) Further nominations for all positions will be accepted from the floor at the Annual Meeting.
- (vi) Only members of the current year may qualify for Committee Chair positions.
  - (a) All elections will be carried out by ballot if requested.
- (vii) Terms of Office-Directors      Two (2) Years

The President and/or 1<sup>st</sup> Vice-President must attend at least one of each committee meetings per year. It is incumbent that the Committee Chairperson advises them accordingly.
- (viii) In the event of a vacancy occurring on the Board, the remaining members have the power to appoint any member of the Society to fill such vacancy until an Annual Election is held. Should three (3) or more vacancies occur at the same time, a special General Meeting of the Society will be called for the purpose of filling such vacancies.
- (ix) The Officers of the Society have the power to act on behalf of the Society in all matters subject to the Constitution, by-laws and regulations of the Society.

- (x) The Society's Officers will appoint a Secretary/Treasurer or Secretary and Treasurer.
- (xi) The Secretary/Treasurer or Treasurer, before entering upon his/her duties, will give bond for the performance of his/her duties and especially over the due accounting for paying out of all monies which may come into his/her hands.
- (xii) The Secretary/Treasurer or Treasurer may pay the Society operating expenses, not to exceed \$2,000.00, without prior approval of the Board of Directors, providing such actions are reported at the next meeting of the Board of Directors.

## **ARTICLE VII**

### **Annual Meeting:**

- (i) The Society shall hold an Annual Meeting within ninety (90) days of the fiscal year end.
- (ii) Twenty (20) members and seven (7) Officers shall constitute a quorum at an Annual Meeting.
- (iii) At least two (2) weeks' notice of every Annual Meeting will be given to every member of the Society.
- (iv) At an Annual Meeting, a report of the previous year's activities and accomplishments of the Society and a detailed statement of receipts, expenditures, assets and liabilities of the Society will be given in the form prescribed by the Minister of Agriculture of Ontario.
- (v) At any Annual Meeting, only those members may vote as provided for in Article V

## **Article VIII**

### **General Meetings:**

- (i) General Meetings will be called as required by the Board of Directors.
- (ii) Fifteen (15) members, seven (7) of whom are Officers, constitute a quorum of the General Meeting.

- (iii) Only those members who are members for the current year and who were members during the previous ninety (90) days, are eligible to vote at a General Meeting.
- (iv) If selling, mortgaging, leasing or otherwise disposing of Society property or any expenditure exceeding \$5,000.00, is to be dealt with at a General Meeting of which notice must be given to all members two (2) weeks prior to such meeting, detailing the nature of the business to be dealt with.
- (v) Notwithstanding the provisions contained in Article V (ii), only those persons who were members during the previous year and who are members for the current year may vote on matters contained in Article VIII (iv).
- (vi) In order to pass a motion pertaining to Article VIII (iv), a two-thirds majority of voting members in attendance is required.

## **Article IX**

### **Officers Meetings:**

- (i) The President, or in the absence of the President, the 1<sup>st</sup> Vice-President or any three (3) Directors may call a meeting by contacting all officers.
- (ii) A quorum at a Director's meeting is constituted by having seven (7) Directors present.
- (iii) Each Officer of the Society is eligible to vote at such meetings. The President must abstain from voting except where he/she declares his/her intention to vote and thereby vacates the chair, or in the case of a tie vote, the President will cast the deciding vote.
- (iv) The Board of Directors is to meet monthly.
- (v) Any interested party may attend the regular scheduled Board meetings to express their views with previous notification to all Board Members.
- (vi) At the discretion of the Board of Directors, any Director after missing three (3) consecutive regular scheduled meetings may be asked, to resign his/her position or take a leave of absence from the Board.

**(vii) Conflict of Interest**

Directors and officers that have declared that they have a direct, indirect or imputed interest in any matter, contract or transaction:

1. must not take part in the considerations or discussion of:
2. shall not attend any part of a meeting of the directors during which the matter, contract, or transaction is discussed
3. shall not vote on any resolution in regard to the matter unless the matter, contract, or transaction is regarding approval for a contract or transaction for a) for indemnity or insurance for directors and officers under **ONCA section 46 (1)**

**Indemnification of directors and officers**

## **Article X**

**Remuneration:**

- (i) No Officer, Director, or member of the Society shall receive any remuneration for carrying out his/her duties but travelling and living expenses may be allowed while engaged in duties on behalf of the Society. Remuneration for such expenditures will be fixed by the Officers of the Society.
- (ii) Any Director or member in a position to provide service to the Society for which remuneration is in excess of \$5,000.00 is in order may do so only after Tenders have been called for, and his/hers has been accepted by the Board.
- (iii) Salaries or honorariums to be established by the Board of Directors for Secretary or Treasurer.

## **Article XI**

**Fiscal Year:**

1. The fiscal year of the Society's business shall be November 1<sup>st</sup> of any one year to October 31<sup>st</sup> of the following year.
2. All money is to be deposited in an account in the name of the Society at a local bank.
3. All cheques are to be signed by 2 officers of the Society.
4. The financial records of the Society shall be subject to an audit by a qualified accountant, or a review engagement by a qualified accountant, or preparation of a financial review certificate by 2 people appointed by the board.

## **Article XII**

### **Change in Constitution:**

- (i) The Constitution may be adopted, amended or repealed at an Annual Meeting of the Society or at a Special Meeting of which notice has been given.
  
- (ii) By-laws may be adopted, amended or repealed at any regular meeting with a 2-week notification to all Members.

All regulations as set forth in the Agricultural Societies Act or as it may be revised from time to time, shall become part of this Constitution.

*Constitution Revised  
General Special Meeting – November 2024*

