

Constitution of the Norfolk County Agricultural Society
November 25, 2008

ARTICLE I NAME

The name of the Society shall be the "Norfolk County Agricultural Society", henceforth known herein as "The Society" with headquarters located at 172 South Drive, Simcoe, Ontario, Canada N3Y 1G6.

ARTICLE II AUTHORITY

The Society is organized under the authority of the Agricultural and Horticultural Organizations Act of the Province of Ontario henceforth known as "The Act" and all Articles of this Constitution shall be read to conform with said Act.

ARTICLE III PURPOSES

The purposes of the Society shall be in accordance with Part III, Section 28 Subsections A to F of the Act which reads as follows:

28. 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;
- f) conducting or promoting horse races when authorized to do so by a by-law of the society.

ARTICLE IV NON PROFIT STATUS

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

ARTICLE V MEMBERSHIP

- 1) Any person may join an agricultural society by paying the annual fee set out in a by-law of the Society but no person under the age of eighteen years is eligible to vote at meetings of the Society.

- 2) A business, an organized group or incorporated company may become a member by payment of the annual fee, but the name of one person only in any one year may be entered as the representative or agent of such business, organized group or company and that person only shall exercise the privileges of membership in the Society.
- 3) 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, but in any event, every member who was a member of the Society during the previous year and who has paid membership fees for the current year and who has attained the age of 18 years shall be entitled to vote at the Annual Meeting.
- 4) Proxy voting is not permitted at ANY meeting of the Society.

ARTICLE VI DIRECTORS

- 1) The membership shall elect at the Annual Meeting from among themselves a Board of Directors as stipulated in By-law 2, Section A of the Society.
- 2) The Board of Directors shall have power to act for and on behalf of the Society in matters, subject to the By-laws and regulations of the Society.

ARTICLE VII OFFICERS

The Board shall, from time to time and as occasion may require, appoint a General Manager, a Corporate Secretary and a Treasurer.

The General Manager shall act under the control of the Board and shall be responsible for the general administration of the affairs of the Society, including supervision and control of all paid officials and employees of the Society.

The Secretary shall act as a Corporate Secretary to the Board of Directors.

The Treasurer shall perform such duties as are usually incident to the office of a Treasurer.

ARTICLE VIII GENERAL MEETINGS OF THE MEMBERS

- 1) Annual Meeting

The Annual General Meeting of the Society shall be held within 90 days of the fiscal year end.

2) Quorum

Fifteen members shall constitute a quorum at the Annual General Meeting or any Special General Meeting.

3) Audited Statements

The Board of Directors shall present an Annual Report including financial statements audited by the approved auditors for the Society.

4) Election of Directors

The Board of Directors shall be elected by ballot at the Annual General Meeting.

5) Appointment of Auditors

The membership will appoint auditors for the Society annually at the Annual General Meeting.

ARTICLE IX SPECIAL GENERAL MEETING

The Board of Directors or on the petition of thirty members of the Society, the Secretary and in their 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 sub-section 3 of Section 10 of "the Act" and the advertisements shall state the nature of the business to be transacted.

ARTICLE X DIRECTORS' MEETINGS

- 1) A meeting of the Board shall be called by the Secretary upon the direction of the President, or in their absence, the 1st Vice President, or by any three members of the Board, by notifying all members of the Board of Directors at least seven (7) days prior to the time fixed for such meeting. A meeting of the Board may be held immediately following any Annual General Meeting or Special General Meeting without notice.
- 2) Nine members of the Board constitute a quorum.

ARTICLE XI COMPENSATION

No compensation shall be paid to a director, officer or member of an agricultural society, other than treasurer, secretary-treasurer or secretary but reasonable expenses incurred by a director, officer or member in the performance of his or her duties may be paid.

ARTICLE XII FISCAL YEAR

The fiscal year of the Society shall be for the term as stipulated in By-law 3 of the Society.

ARTICLE XIII CHANGE IN CONSTITUTION

- 1) The Constitution of the Society may be made and/or adopted, amended or repealed by a two-thirds majority vote of those members in attendance at an Annual General Meeting or a Special General Meeting of which notice has been given in the manner provided by Subsection 3 of Section 10 of “the Act”.)
- 2) 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 XIV DISSOLUTION

In the event of the dissolution of the Society, after payment and all debts and liabilities, the remaining assets shall be distributed to charitable organizations whose work is agriculture-related and takes place in Ontario.