

**Proposed Amended Constitution to be Adopted  
January 2023**

THE LINDSAY AGRICULTURAL SOCIETY  
CONSTITUTION  
AND  
BY-LAWS

**This CONSTITUTION AND BY-LAWS were:**

**adopted:**

**and was amended at the Annual General Meeting**

**and was amended at the Annual General Meeting**

**and was amended at the Annual General Meeting**

**1854**

**January 23<sup>rd</sup>, 1999**

**January 19<sup>th</sup>, 2002**

**January 22<sup>nd</sup>, 2013**

## **Preamble and Objects**

This autonomous non-profit organization is a Society formed in 1854 for the purpose of encouraging an awareness of agriculture and to promote improvements in the quality of life of persons living in the agricultural community. To this end our specific objects are:

- To promote and encourage fellowship among urban and rural citizens.
- To support and encourage agricultural youth programs.
- To co-operate with other similar organizations to promote the agricultural industry and ancillary services.
- To produce and operate the Lindsay Exhibition annually.
- To research the needs of the agricultural community and to develop programs to meet those needs.
- To hold agricultural exhibitions featuring competitions for which prizes may be awarded.
- To promote the conservation of natural resources.
- To support and provide facilities to encourage activities intended to enrich rural life.
- To encourage the beautification of the agricultural community
- Conducting or promoting horse races when authorized to do so by a by-law of the society

**Article 1. GENERAL**

**Section 1.01 Name**

1.01.1 This organization shall be known as the Lindsay Agricultural Society and shall operate the Lindsay Exhibition. This organization may be referred to by the short title LAS and LEX.

**Section 1.02 Headquarters**

1.02.1 The headquarters of the Lindsay Agricultural Society which carries on business as the Lindsay Exhibition shall be in or about the town of Lindsay in the City of Kawartha Lakes, Province of Ontario, Canada.

**Section 1.03 Duration**

1.03.1 The duration of the Society shall be perpetual. No member or group of members and no agent of the Society, either singly or jointly with others shall have the power to dissolve the Society and dispose of its assets.

**Section 1.04 Affiliation**

1.04.1 Application for affiliation/participation and/or membership in or with any organization must be approved by the Board of Directors. The Board of Directors may terminate such affiliation.

**Section 1.05 Preamble and Variance**

1.05.1 The Preamble and Objects of this constitution and by-laws shall form part of this constitution.

1.05.2 Where the provisions of this constitution and by-laws are at variance with the Ontario Agricultural and Horticultural Organization Act and/or the Ontario Not for Profit Corporations Act, these Acts shall take precedence and shall govern.

**Section 1.06 General**

1.06.1 This Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives.

**Article 2. MEMBERSHIP**

**Section 2.01 Membership**

- 2.01.1 The Society shall have two (2) classes of membership: regular and honorary.
- 2.01.2 In order for a person to be a regular member of this Society, they must be up to date in the payment of Society annual dues for the current and previous year. Said annual dues shall be as determined by the board of directors from time to time.
- 2.01.3 Persons eligible for regular membership in this Society who are under the age of eighteen (18) are ineligible to vote or hold office in the Society.

**Section 2.02 Honorary Members**

- 2.02.1 An Honorary Member is a person who, by majority vote of the regular members in attendance at the Annual/Special Membership Meeting, has been granted Honorary Membership in the Society.
- 2.02.2 Honorary Members shall not hold office or pay dues and shall be entitled to attend Annual/Special Membership Meetings with voting rights.

**Article 3. ORGANIZATION**

**Section 3.01 Structure**

- 3.01.1 The central organizational structure of the Society shall be the Board of Directors, Executive Committee and various standing or ad hoc Committees.

**Section 3.02 Board of Directors**

- 3.02.1 All candidates for the position of Director shall be a regular member of the Society as set out in the Article 2 above.
- 3.02.2 The following persons are disqualified from being a director of this Society:
  - (i) A person who is not an individual.
  - (ii) A person who is under 18 years old.
  - (iii) A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
  - (iv) A person who has been found to be incapable by any court in Canada or elsewhere.
  - (v) A person who is bankrupt but who is not yet discharged.
- 3.02.3 The directors of the Society shall direct and supervise the management of all the activities and affairs of the Society.
- 3.02.4 Between Annual Meetings, the Society shall be governed by the Board of Directors. The management, direction and control of the affairs of the Society, including control over the Society's funds, properties, other assets and raising of revenue shall be vested in the Board of Directors.
- 3.02.5 The Board of Directors shall have the authority to develop and approve policies and procedures that it deems necessary to promote the interests and operations of the Society.
- 3.02.6 The Board of Directors shall meet at least 10 times annually at such times and in such places as may be designated by the Executive Committee, provided, however, that special meetings of the Board of Directors shall be called by the secretary upon direction of the president or of any three members of the board by sending notice thereof to all the

- members of the board at least seven days before the time fixed for the meeting by email, ordinary mail, or fax.
- 3.02.7 A majority of the Board of Directors shall constitute a quorum for such meeting. The Board of Directors shall consist of 9 members to a maximum of 15 members. Each Director shall serve for a term of 3 years, to a maximum of 5 consecutive terms. At each Annual Meeting the regular members in attendance shall, from among themselves, elect up to five (5) directors to the Board of Directors for a term of three (3) years.
- 3.02.8 At the first meeting of the Board of Directors following the Annual Meeting, the Board shall from among, themselves elect the following officers of the Society: President, the First Vice President, the Second Vice President and the Secretary-Treasurer. The first meeting of the Board shall be held within ten (10) days of the Annual Meeting.
- 3.02.9 In the event of a vacancy occurring among the members of the Board of Directors, at any point in their term, the Board may fill such vacancy by appointing a regular member of the Society until the next Annual Meeting.
- 3.02.10 In the event of a vacancy occurring among the officers during a term such vacancy shall be filled by a majority vote of the remaining directors.
- 3.02.11 Meetings of the Board of Directors may be held in-person, by telephone, by conference call, by email, by video conference, or any combination of same.
- 3.02.12 In the event of a tie vote at a meeting of the Board of Directors the President or and/or the chairperson of the meeting shall have the casting vote as chairperson of the Board meeting.
- 3.02.13 Notice of each Board meeting shall be communicated to each member of the Board of Directors, by the Secretary-Treasurer at least seven (7) calendar days prior to the meeting. This notice may be waived by a unanimous vote of the members of the Board of Directors present at the meeting.
- 3.02.14 A director with a conflict of interest shall not attend any part of a meeting of the directors during which the subject matter of the conflict of interest is discussed.
- 3.02.15 A Director of the Society may be removed by the regular members of the Society by ordinary resolution at a special meeting vote to remove from office any director or directors.
- 3.02.16 The Society shall indemnify a director or officer of the Society, a former director or officer of the Society or an individual who acts or acted at the Society's request as a director or officer, or in a similar capacity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Society.
- 3.02.17 The Society shall not indemnify an individual under subsection (3.2.17) unless, the individual acted honestly and in good faith with a view to the best interests of the Society or other entity, as the case may be.
- 3.02.18 A Director shall perform all functions required of them as a member of the Board of Directors as provided for in this Constitution and By-laws.
- 3.02.19 A Director shall act as a liaison between the Board of Directors and committee(s) as requested by the Board of Directors.
- 3.02.20 A Director shall attend all regular meetings of the Board of Directors. Failure to attend at least two thirds (2/3) of regular meetings during a fiscal year shall result in a review by the Executive Committee. The Executive Committee may impose sanctions they consider appropriate subject to the approval of the Board of Directors.

### **Section 3.03 Executive Committee**

- 3.03.1 Between meetings of the Board of Directors the affairs of the Society shall be conducted by the Executive Committee composed of the following officers:

- (vi) The President
  - (vii) The First Vice President
  - (viii) The Second Vice President
  - (ix) The Secretary-Treasurer
  - (x) In addition the immediate Past President, if they are no longer a director, shall be an ex-officio member with voice and no vote.
- 3.03.2 Minutes of all Executive meetings shall be forwarded promptly to all members of the Board of Directors. Decisions taken by the Executive Committee shall be deemed to have been ratified or approved by the Board of Directors unless reversed or modified by the Board.
- 3.03.3 The President shall function as the Chief Executive Officer of the Society. The President shall exercise supervision over the affairs of the Society, sign all official documents and preside at annual and special membership meetings and at meetings of the Board of Directors and Executive Committee. The President shall be ex-officio of all Society Committees with voice and no vote.

### **Section 3.04 The President**

- 3.04.1 The President shall have the authority to interpret and enforce this Constitution and By-laws.
- 3.04.2 The President's interpretation shall be conclusive unless modified, reversed, or changed subsequently by vote of the Board of Directors.
- 3.04.3 The President shall have the authority to convene, or cause to be convened a meeting of any committee of the Society.
- 3.04.4 The President shall report to the Board of Directors and all Annual or special membership meetings.
- 3.04.5 The President shall, where it is in the interests of the Society, maintain a liaison with other similar organizations.
- 3.04.6 The President may appoint either the 1<sup>st</sup> or 2<sup>nd</sup> Vice President to act as President during any period of the President's temporary absence.
- 3.04.7 The President shall perform such other related functions as may be assigned by the Executive Committee or the Board of Directors.
- 3.04.8 The President, subject to the approval of the Directors, may engage the services of counselors at any time and for any length of time that advice is required.

### **Section 3.05 The Vice Presidents**

- 3.05.1 The 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents shall assist the President and shall be members of the Executive Committee.
- 3.05.2 In the event of a vacancy occurring in the office of President, the 1<sup>st</sup> Vice President shall fill such vacancy until such time that the Board of Directors shall hold an election for the position.
- 3.05.3 The 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents shall be an ex-officio member of all standing or ad hoc committees with voice and no vote.

### **Section 3.06 The Secretary-Treasurer**

- 3.06.1 The Secretary-Treasurer shall function as the chief financial officer of the Society.
- 3.06.2 The Secretary-Treasurer shall be responsible for ensuring all Society funds are deposited in the name of the Society in a chartered bank, trust company or credit union subject to the approval of the Board of Directors. The Secretary-Treasurer shall disburse

- and invest funds subject to the approval of the Board of Directors and recommendations of the Finance Committee.
- 3.06.3 The Secretary-Treasurer shall ensure the preparation of financial statements covering income, expenses, assets and liabilities of the Society for the Finance Committee and Board of Directors every (3) months or, if necessary, at more frequent intervals.
  - 3.06.4 The Secretary-Treasurer shall ensure an audited financial report is furnished to the Board of Directors and the Annual Membership meeting.
  - 3.06.5 The Secretary-Treasurer shall make the financial records available to the members of the Board of Directors and the Finance Committee.
  - 3.06.6 The Secretary-Treasurer shall be responsible for the safe keeping of all records and correspondence of the Society.
  - 3.06.7 The Secretary-Treasurer shall ensure an up-to-date record of the Society's membership is maintained.
  - 3.06.8 The Secretary-Treasurer shall ensure notices of meetings of the Board of Directors, Executive Committee and Annual Membership meetings are communicated to all concerned in a timely fashion.
  - 3.06.9 The Secretary-Treasurer shall ensure minutes of all meetings of the Executive Committee, Board of Directors and the Annual/Special Membership meetings are recorded and provided to all concerned in a timely basis.
  - 3.06.10 The Secretary-Treasurer shall perform such other duties as assigned by the Executive Committee or the Board of Directors.

### **Section 3.07 Immediate Past President**

- 3.07.1 The Immediate Past President shall act as counsel to the President, Board of Directors and Executive Committee of the Society.
- 3.07.2 The Immediate Past President position is an honorary position and as such shall be entitled to attend any meeting of the Society.
- 3.07.3 The Immediate Past President may perform other duties as may be assigned by the Board of Directors.

### **Section 3.08 Standing Committees**

- 3.08.1 At the first meeting of the Board of Directors following the adjournment of the Annual Membership meeting the Directors shall elect a three (3) person Standing Committee on Finance from among themselves. The President and Secretary-Treasurer shall be ex-officio members of this Standing Committee with voice and no vote.
- 3.08.2 The Finance Committee shall be at liberty to scrutinize all Society expenditures to ensure adherence to the provisions of the Constitution and By-laws.
- 3.08.3 The Finance Committee in cooperation with the Secretary-Treasurer shall be responsible for the preparation of an annual budget for submission to the Board of Directors for final approval.
- 3.08.4 The Finance Committee shall maintain constant vigilance over the financial affairs of the Society and shall ensure that the Board of Directors is made aware of excessive disbursement of funds beyond the provisions of the budget and of any necessity to provide for meeting any extraordinary expenditures.
- 3.08.5 In all matters related to the purchase of equipment or property, investment or disbursements of funds not already provided for in this Constitution and By-laws, the Finance Committee shall be responsible for the preparation of reports and for recommendations for submission to the Board of Directors for their ultimate decision.
- 3.08.6 The members of the Standing Committee on Finance shall elect its own Chairperson from among the voting members of the committee.



**Section 3.09 Committees**

- 3.09.1 The Board of Directors shall have the authority to form such committees, as they deem appropriate to advance the interests of the Society. The Board shall approve all appointments to committees of the Society.
- 3.09.2 Each committee shall elect their own chairperson.
- 3.09.3 Each committee shall be responsible for the preparation of an annual budget to be submitted to the Finance Committee for inclusion in the Society's annual budget. In addition each committee shall submit periodic reports to the Board of Directors and a report for the Annual Meeting.

**Article 4. FINANCES**

**Section 4.01 Finances**

- 4.01.1 The Society fiscal year shall commence on December 1st and terminate on November 30th of each year.
- 4.01.2 No money shall be drawn from the treasury of the Society except as approved by the Board of Directors or Executive Committee.
- 4.01.3 All bills, notes, cheques and other negotiable instruments of the Society shall be issued in the name of the Society.
- 4.01.4 The President and the Secretary-Treasurer shall be signing officers for the Society. The Board of Directors may designate additional persons to have signing authority from time to time, and two signatures must appear on all Society cheques and/or multi-signature electronic transfers approved in advance by the board of directors.

**Section 4.02 Investments and Real Property**

- 4.02.1 The power of investment and purchase of real estate property shall be exercised by the Board of Directors.
- 4.02.2 All investments and real estate holdings shall be made in the name of the Society.

**Section 4.03 Borrowing of Money**

- 4.03.1 The authority to borrow money shall be vested in the Board of Directors of the Society.

**Article 5. MEETINGS**

**Section 5.01 Annual and Special Membership Meetings**

- 5.01.1 The time and place of the Annual/Special Meeting shall be determined by the Board of Directors provided the Annual Meeting shall be held within ninety (90) days of the termination of the Society's fiscal year.
- 5.01.2 The function of the Annual Meeting is to receive reports of the President, Secretary-Treasurer, Manager and Committees of the Society and such other matters as required by law.
- 5.01.3 Each regular and honorary member shall have the right to attend Annual/Special Meeting(s) and shall be entitled to one vote.
- 5.01.4 Roberts Rules of Order shall govern the conduct of meetings of the Society.

**Article 6. AMENDMENTS**

- 6.01.1 This Constitution shall only be amended by a two-thirds (2/3) majority vote of the regular members in attendance at an Annual Meeting called, intercalate, for that purpose.
- 6.01.2 Amendments to this Constitution may be proposed by any regular member of the Society. To be put to the membership, all proposed amendments must be received, in writing, by the Board of Directors not later than twenty-one (21) days in advance of the Annual Meeting at which time they will be considered, or Special Meeting called for that purpose.
- 6.01.3 Proposed amendments to this Constitution shall be sent to all regular members at least fourteen (14) days prior to the date of the Annual Meeting, or Special Meeting called for that purpose.

**Article 7. EFFECTIVE DATE**

- 7.01.1 This constitution and by laws shall only come into effect 14 days following an Annual Meeting approval pursuant to article 7 above.