

ONTARIO HORTICULTURAL ASSOCIATION

CONSTITUTION

Article I NAME

The name of the Association shall be the Ontario Horticultural Association, hereinafter referred to as the *Association*.

Article II MISSION

The mission of the Association shall be to provide leadership and assist in the promotion of education and interest in all areas of horticulture and related environmental issues in Ontario, through an expanding network of horticultural societies dedicated to the beautification of their communities, as outlined in Article 36 of the *Agricultural and Horticultural Organizations Act*, R.S.O. 1990, Chapter A.9, hereinafter called the *Act*.

Article III ORGANIZATION

The Association shall be a charitable, non-profit organization incorporated pursuant to the laws of the Province of Ontario, without share capital, dedicated to carrying out its mission.

Article IV AUTHORITY

Societies in the Association are incorporated and their legal status and direction is governed by the *Act*, and any revisions thereof as promulgated in the Statutes of Ontario.

Article V MEMBERSHIP

Membership in the Association shall be open to horticultural societies duly incorporated under the *Act*, and related organizations that support the mission of the Association. The classes of membership and their terms of reference shall be as provided in the By-Laws of the Association.

Article VI ADMINISTRATION

The Societies in the Association shall be organized into geographical regional districts. The boundaries of a district and the allocation of societies in each shall be as provided in the By-Laws of the Association. A Board of Directors shall be elected by the members in accordance with the *Act*. The terms of reference for election/appointment and the duties to be performed by Directors and Officers shall be as provided in the By-Laws of the Association. There shall be a Past Presidents' Council consisting of former Presidents of the Association.

Article VII AMENDMENTS

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds majority of the votes cast at an annual general meeting or special meeting called for that purpose. A notice of motion in writing of such proposed amendment or revocation must be submitted to the Association Secretary at least 90 days in advance of the meeting, and all societies notified within 60 days. Any member of a society may submit such a notice of motion.

Revised August 13, 2006 – on the occasion of the Association's Centennial convention held in Ottawa.

A signed and sealed copy resides in the permanent records of the Association.

ONTARIO HORTICULTURAL ASSOCIATION

BY-LAWS

By-Law 1 INTERPRETATION

In the By-Laws and in the Constitution of the *Association*, unless the context otherwise specifies or requires:

1. "*Act*" means the *Agricultural and Horticultural Organizations Act*, R.S.O. 1990, Chapter A.9, as amended from time to time and every statute that may be substituted thereafter;
2. "*Association*" means the Ontario Horticultural Association;
3. "*Audit*" means an examination of books and records by a qualified Auditor;
4. "*Auditor*" is an individual or individuals who are qualified Chartered Accountants, and who are therefore qualified to conduct an audit of the books and records of the Association in accordance with Canadian generally accepted accounting principles.
5. "*Board*" means the Board of Directors of the Association;
6. "*District*" refers to a group of societies designated by the Association as a geographic entity within the Province;
7. "*Financial Reviews*" are conducted by independent, objective and knowledgeable persons at least once a year, in accordance with generally accepted accounting principles. To meet the requirements of the Act, a financial review is considered a sufficient audit for societies and districts.
8. "*Horticultural Society*" or "*Society*" means Horticultural Society, Garden Club or Garden and Horticultural Society incorporated under the Act.
9. "*Member*" shall be any organization that has paid their current membership fee as set from time to time by the membership at an annual meeting;

By-Law 2 HEAD OFFICE

The head office of the Association shall be located in the Province of Ontario at such place therein as the Directors may from time to time determine.

By-Law 3 CORPORATE SEAL

The seal, an impression of which is stamped in the margin hereto, shall be the corporate seal of the Association.

By-Law 4 MEMBERSHIP

Membership in the Association shall consist of the following classes: member, associate, and partner. The Board of Directors may establish other membership categories, provided that the membership category is subsequently ratified by the general membership.

4.1 Member: Membership shall be open to any horticultural society incorporated under the Agricultural and Horticultural Organizations Act, hereinafter called the Act.

An annual fee shall be assessed each member on a per capita basis. The Board of Directors shall recommend the fee, for ratification at a general meeting of the membership. The Secretary shall notify societies of any proposed change in fees at least 90 days prior to a general meeting.

4.2 Associate: Associate membership shall be open to organizations that meet the requirements of the following:

- a) Article 36 of the Act.
- b) Association regulations as from time to time determined.

The Board of Directors must approve associate membership. Associate members shall have such privileges of membership as the Board shall determine.

The Board of Directors shall determine the fee for Associate organizations.

4.3 Partners: Membership shall be open to allied horticultural organizations. Partners may receive communications and attend District and Annual Meetings, but do not have voting rights. The Board of Directors must approve partners. The Board of Directors shall recommend the annual fee for Partners, for ratification at a general meeting of the membership.

By-Law 5 ADMINISTRATION

5.1 The BOARD OF DIRECTORS shall consist of the Officers of the Association, together with the Directors, and a member of the Past Presidents' Council.

5.2 The OFFICERS of the Association shall be the President, Immediate Past President, 1st Vice President, 2nd Vice-President, Secretary and Treasurer.

5.3 The Officers of the Association shall transact the business of the Association between meetings of the Board.

5.4 Past Presidents of the Association shall form the PAST PRESIDENTS' COUNCIL, a member of which shall become a Director of the Association.

5.5 The EXECUTIVE COUNCIL shall consist of the Officers of the Association, two Directors appointed from and by the Board from different regions of the Province, the District Director hosting the upcoming convention, and a member of the Past Presidents' Council.

5.6 All Officers shall serve for a one-year term, unless re-elected or re-appointed.

5.7 Vacancies on the Executive Council shall be filled by appointment by the Board of Directors.

5.8 Elected by the Districts, Directors become members of the Association's Board of Directors. District Directors take office in the Association as of the date of election by their Districts. Directors are elected annually and may be re-elected for a maximum of five years. An additional one-year of service is acceptable in extreme circumstances. District Directors are formally introduced as members of the Association's Board of Directors at the Association's Annual General Meeting. A retiring District Director shall attend the pre-convention Board meeting and the Convention at the expense of the Association.

5.9 The Board of Directors may empower the Executive Council to act with the full authority of the Board.

5.10 The Board of Directors shall meet at least three times each year.

5.11 The Executive Council shall meet at the call of the President, or any three of its members.

By-Law 6 ELECTION/APPOINTMENT OF OFFICERS AND AUDITOR

6.1 The Board shall appoint the Secretary and Treasurer. All other positions are elected annually by the general membership.

6.2 An Auditor(s) shall be recommended by the Board, and elected by the voting members at the Annual General Meeting, to carry out the audit of the ensuing year.

6.3 A Nominating Committee, chaired by the Immediate Past President, shall be appointed by the Board to ensure that candidates are available for each Office. All nominations must be forwarded to the Association Secretary, who shall forward them to the Committee Chair. A Report of the Nominating Committee shall be submitted to member societies 60 days prior to the Annual Meeting. The Chair of the Nominating Committee shall call for any further nominations from the floor at the Annual General Meeting, and complete the nomination process.

6.4 Nominees for Office should be a past or present director, having served on the Board for at least two years, or a past or present holder of an executive position on the Board.

6.5 A nomination must include the following information:

- a) Name of the Office and the nominee
- b) A signed statement of the nominee's acceptance
- c) A brief outline of the experience and qualifications of the nominee
- d) A nomination must be proposed and seconded by current executives of a member society

6.6 The candidate receiving a simple majority vote in a secret ballot shall be declared the winner. The election shall be carried out according to Association regulations.

By-Law 7. DUTIES OF OFFICERS AND DIRECTORS

7.1 President. The President, as Chief Executive Officer, shall be responsible for the general management and direction of the business and affairs of the Association, and perform duties incident to the office and those prescribed from time to time by the Executive Council and the Board of Directors. The President shall be a member of all Committees, ex-officio. The President or designate shall preside at all meetings of the Executive Council, Board of Directors and meetings of members.

7.2 Past President. The immediate Past President shall advise and assist the President in the performance of his/her duties, as necessary.

7.3 First and Second Vice-Presidents. It shall be the duty of the Vice Presidents to assist the President where needed.

7.4 Secretary. The Secretary shall attend all meetings of the Association and keep correct minutes, conduct the correspondence of the Association, and perform such other duties as may from time to time be prescribed by the Board. The Secretary has a voice but no vote.

7.5 Treasurer. The Treasurer shall receive and account annually, or as often as may be required by the Board and applicable government authorities, for all monies, bonds and other securities belonging to the Association, which shall be invested in accordance with the direction of the Finance Committee. All books and records of the Association shall be audited at the end of the fiscal year. The Treasurer shall submit all invoices for payment to the Secretary who shall sign them for approval of payment. The Treasurer has a voice but no vote.

7.6 Directors. Directors are expected to attend all Board meetings, serve on committees and may be appointed to represent the Association on other Boards. If a Director is unable to attend an Association Board meeting, they are required to send a competent individual from their District Executive to the meeting.

By-Law 8 COMMITTEES

In addition to the Nominating Committee [By-Law 6.3]. other standing committees shall be named as follows:

8.1 Finance. The Finance Committee, chaired by the Treasurer, and consisting of the Officers of the Association, shall be responsible for the preparation of the recommended annual budget of the Association, for approval by the Board at its Fall Board meeting. It is imperative that the Treasurer present an initial budget proposal to the Board at its pre-convention meeting so that any questions which might arise on the floor of the convention can be answered.

8.2 Awards. The Awards Committee, chaired by the President, and consisting of the Officers of the Association, and the Chair of the Past Presidents' Council, shall select award winners in recognition of their outstanding work in the pursuance of the objectives of the Association. Regulations for the presentation of awards are presented in a separate Awards document.

8.3 Standing Committees. Such other Standing Committees as identified by the Board of Directors shall be named. All Standing Committees are accountable to the Board, which shall define the membership, budget and responsibilities of each committee.

8.4 Ad Hoc Committees. The Board may establish Ad Hoc committees from time to time in order to conduct its business more effectively. All Ad Hoc Committees are accountable to the Board, which shall define the membership, budget and responsibilities of each committee.

By-Law 9 FISCAL YEAR AND MEMBERSHIP YEAR

9.1 The fiscal year of the Association shall be from January 1st to December 31st.

9.2 The membership year shall be from January 1st to December 31st.

By-Law 10 QUORUMS AND VOTING

10.1 A quorum for meetings of the Executive Council shall be 50% plus one of the voting members. At all meetings of the Council, every question shall be decided by a majority vote. In case of a tie, the Chair shall cast the deciding vote.

10.2 A quorum for meetings of the Board of Directors shall be twelve. At all meetings of the Board, every question shall be decided by a majority vote. In case of a tie, the Chair of the meeting shall cast the deciding vote.

10.3 At the Annual General Meeting or any special general meeting of the Association, 100 delegates representing at least 50 member societies shall constitute a quorum.

By-Law 11 ANNUAL GENERAL MEETING

11.1 The Annual General Meeting shall be held at such time and place as the Board of Directors may decide for the purpose of allowing delegates to review the work of the year, prepare policy, approve the audited financial report, elect officers and auditor, and conduct such other business deemed necessary. All members shall be notified at least 60 days in advance of general meetings and invited to send delegates.

11.2 Each society shall be entitled to two voting delegates; any society having membership exceeding one hundred, shall be entitled to an additional delegate for each fifty members or fraction thereof up to a maximum of 20 delegates. Society membership counts shall be based upon reports filed for the previous year with the Ontario Ministry of Agriculture, Food and Rural Affairs.

11.3 In the event that a Society does not have a full number of delegates attending the Annual General Meeting, then the proxy voting rights of the non-attending delegates may be assigned to any other delegate or to the Association Secretary.

11.4 Any Officer, Director, and all Past Presidents shall have voting rights at annual meetings or any special meeting of the Association.

11.5 The Board of Directors may call special meetings of the Association whenever it deems advisable. Notice of all special or general meetings, with a statement of the subjects to be discussed, shall be sent to all societies at least 30 days prior to said meeting.

11.6 The President and Association Secretary shall prepare an agenda and order of business prior to calling the Annual Meeting, and a copy of such agenda shall be sent to each society together with notice of such meeting.

11.7 The Treasurer shall present to the general membership, at the Annual General Meeting, audited financial statements of assets and liabilities as well as income and expenditures for the prior fiscal year, with copies available for distribution to each Society.

11.8 The Board of Directors shall manage the affairs of the Association between general meetings, and report its activities at the Annual Meeting.

11.9 The Secretary shall make available to all members Minutes of the Annual General Meeting within two months of the time of the meeting.

By-Law 12 EXECUTION OF DOCUMENTS

12.1 Any two of the President, Secretary and Treasurer shall sign all cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange.

12.2 The President or one of the Vice-Presidents together with the Secretary or Treasurer may sign contracts, documents or any instructions in writing requiring the signature of the Association. The Executive Council has power from time to time by resolution to appoint any Officer or Officers to sign contracts, documents or instruments in writing relating to special projects.

By-Law 13 DISTRICT ORGANIZATION

13.1 The Province shall be divided into Districts as follows:

- 1 - Dundas, Glengarry, Prescott, Russell, Stormont
- 2 - Grenville, Lanark, Ottawa-Carleton, Renfrew
- 3 - Frontenac, Hastings, Leeds, Lennox & Addington, Prince Edward
- 4 - Haliburton, Northumberland, Peterborough, Victoria
- 5 - York Region East
- 6 - Brant, Halton, Hamilton, Norfolk
- 7 - Dufferin, Wellington Counties
- 8 - Bruce, Grey, Huron Counties

- 9 - Haldimand, Niagara North, Niagara South
- 10 - Elgin, Middlesex, Oxford, Perth
- 11 - Essex, Kent, Lambton Counties
- 12 - Cochrane, Timiskaming, North Nipissing
- 13 - Algoma, Manitoulin, Sudbury
- 14 - Kenora, Rainy River, Thunder Bay
- 15 - Peel, York Region West, Toronto West
- 16 - Simcoe County
- 17 - Durham Region
- 18 - Parry Sound, Muskoka, South Nipissing
- 19 - Regional Municipality of Waterloo

13.2 The Board of Directors may recommend a revision of District boundaries to add new districts or adjust existing boundaries to accommodate population, county and regional changes, subject to consultation with the affected Districts and Societies.

13.3 Each District shall be entitled to elect a Director of the Association at a duly called District Annual General Meeting. The elected Director must be a member in good standing of a horticultural society within the District. Notice of said meeting shall be given at least 30 days in advance. Candidates for District Director and Assistant District Director(s) shall be elected from different societies.

13.4 Each District, at its annual meeting shall elect a District executive, representative of the District, consisting of the Director, Assistant Director(s) and may elect or appoint a Secretary and a Treasurer, or a Secretary-Treasurer and two auditors. This may be expanded to include executive members.

13.5 A District Advisory Council may be formed, representative of all societies.

13.6 Each Society shall be entitled to send two voting delegates to a District meeting. Any society having membership exceeding 100 shall be entitled to one additional voting delegate for each 50 members or fraction thereof up to a maximum of 20 voting delegates. Society membership count shall be based upon reports filed for the previous year with the Ontario Ministry of Agriculture, Food and Rural Affairs.

13.7 Each District shall be entitled, by a majority vote of the delegates present at the annual meeting, to make an assessment on member societies within the District but the limit of membership for any society for assessment purposes shall be 1,000 members. Fees must be sent to the District Treasurer or Secretary-Treasurer. Fees retained by the District must be accounted for in an audited financial statement to be presented at the District meeting, and a copy provided to each society within the District, and to the Association Secretary.

By-Law 14 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and Officer of the Association and his or her heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Association only from and against:

- a) all costs, charges and expenses whatsoever such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commences or prosecuted against him or her for or in respect of any deed, act, matter or thing whatsoever made, done or committed by him or her, in or about the execution of the duties of his or her office;
- b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Association; except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Association. The Association may provide insurance to cover this liability of the Association.

By-Law 15 RULES OF ORDER

Robert's Rules of Order shall govern proceedings at all meetings of the Association. If the rules of order are in conflict with the By-Laws, the latter shall prevail.

By-Law 16 AMENDMENTS

The by-laws may be amended, or revoked, provided that the changes are approved by a majority of the votes cast at an annual general or special meeting called for that purpose.

The following provisions apply:

1. A notice of motion in writing of the proposed amendment, or revocation, has been submitted to the Secretary 90 days before the meeting.
2. Any member of a society which is in good standing may submit such notice of motion in addition to the Officers and Directors of the Association.
3. The Association Secretary must notify all societies concerning amendments at least 60 days in advance of the meeting.

Revised August 13, 2006 – on the occasion of the Association's Centennial convention held in Ottawa.

A signed and sealed copy resides in the permanent records of the Association.