

Resolutions To Be Voted Upon At The 2017 OHA Convention

RESOLUTION 17-1: Be it resolved that: the Ontario Horticultural Association express appreciation to the Province of Ontario for the assistance provided to Horticultural Societies and to this Association by means of grants and by the continued review and implementation of policies aimed towards the promotion of interest and participation in horticulture.

RESOLUTION 17-2: Be it resolved that: the Ontario Horticultural Association convey to the Minister of Agriculture, Food and Rural Affairs, his Deputies and Staff, our thanks for the support, assistance and co-operation accorded this Association by Ministry Personnel.

RESOLUTION 17-3: Be it resolved that: the Ontario Horticultural Association extend its thanks to the Director, Assistant Directors, Societies and members of District 5 who worked to plan and conduct the 2017 Convention, and to all others who had any part in contributing to its success.

RESOLUTION 17-4: Be it resolved that: **By-Law 1, 9. be amended as follows:**

Current wording:

"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.

Amended wording:

"Member" shall be any organization that has paid their current membership fees as set from time to time by the membership at an Annual General Meeting and has fulfilled the duties which may be determined from time to time by the Board of Directors of the Association.

Rationale:

1. This section refers to organizations which includes Societies.
2. This allows for the Board to ensure Societies follow the In Good Standing Policy and Procedure which was established by the Board.
3. By only referring to the payment of a "fee", there is no ability for the Board to enforce the In Good Standing policy in its Policy and Procedure.
4. This wording mirrors the intent of By-Law 4, 4.2

RESOLUTION 17-5: Be it resolved that: **By-Law 5, 5.6 be amended as follows:**

Current wording:

5.6 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 under extreme circumstances. District Directors are formally introduced as members of the Association's Board of Directors at the Association's Annual General Meeting.

Amended wording:

5.6 Elected by the Districts, or appointed by the Officers under By-Law 5, 5.3, 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 District or appointment by the Officers. Directors who are elected annually may be re-elected for a maximum of five years however, an additional one year of service is acceptable under extreme circumstances. District Directors are formally introduced as members of the Association's Board of Directors at the Association's Annual General Meeting.

Rationale:

1. Allows an appointed person under By-Law 5, 5.3 to be a member of the Board of Directors.

RESOLUTION 17-6: Be it resolved that: By-Law 6, 6.3 be amended as follows:

Current wording:

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.

Amended wording:

6.3 A Nominating Committee, chaired by the Immediate Past President or the person identified in By-Law 6, 6.9, 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.

Rationale:

1. Allows for the person identified under By-Law 6, 6.9 to be the Chair of the Nominating Committee

RESOLUTION 17-7: Be it resolved that: By-Law 6, 6.7 be amended as follows:

Current wording:

6.7 A serving Director who is elected to provincial office shall give up the directorship, and the District affected shall replace him within ninety days at a District General Meeting called for that purpose. (10/1)

Amended wording:

6.7 A serving Director, other than the two Directors identified in By-Law 5, 5.2, who is elected to provincial office of the OHA shall give up the directorship, and the District affected shall replace him within ninety days at a District General Meeting called for that purpose. (10/1)

Rationale:

1. The Directors elected to provincial office as representing regions of the province cannot hold the elected position under the current wording as there is currently a requirement for those persons to resign as Directors. They cannot follow both current guidelines (By-Law 6, 6.7 and By-Law 5, 5.2). By amending this wording, the Directors identified are able to perform their duties without violating the Constitution and By-Laws.

RESOLUTION 17-8: Be it resolved that: By-Law 6, 6.9 be amended as follows:

Current wording:

6.9 If the Immediate Past President is unwilling or unable to carry out the responsibility of the office, the Board will approach the Chair of the Past President's Council for guidance to fill the position for the remainder of the term.

Amended wording:

6.9 If the Immediate Past President is unwilling or unable to carry out the responsibility of the office, the Board will approach the Chair of the Past Presidents' Council for guidance to fill the position for the remainder of the term. The Board must review and by vote approve any person identified by the Past Presidents' Council to fill the position under this process.

Rationale:

1. The Board which is the identified body of authority within the OHA, as per current legislation, must approve all appointments to any non-elected positions.

RESOLUTION 17-9: Be it resolved that:

That the Secretary and Treasurer Bonding and Insurance Fund ("STBI Fund") held in trust with the Association from 1992 to 2013 be closed and the monies remaining in the STBI Fund, minus all legal costs incurred by the Association in relation to closure and distribution of the monies in the STBI Fund, will be returned to any parties that contributed to the STBI Fund and are either a registered Society with OMAFRA or a District with the Association as of July 31, 2017 ("Active Society" or "District", as applicable), provided that any monies contributed to the STBI Fund by a Society which is now closed and/or dissolved or will be during the period from July 23, 2017 to December 31, 2017 ("Closed Society") shall be directed to a District located in the same geographical area as the Closed Society be determined at the sole discretion of the OHA Board of Directors. Distribution of funds to each Active Society and District will be in direct proportion to the premiums they have paid based on data on record with the Association for the period from 1992 to 2013. All refunds from the STBI Fund will be returned directly to eligible Active Societies and Districts by cheque from the Association at their 2018 District Annual General Meetings.

Rationale:

1. A few years ago the Ontario Horticultural Association obtained bonding insurance through an outside provider. Since that time we have not collected premiums for our Secretary-Treasurer Bonding Insurance fund which was self insured by the OHA. As a result, this fund is no longer required by the association. The OHA Board of Directors have decided to close this fund and distribution of these funds will be brought forward, by way of a resolution, to the membership of the OHA at this year's OHA Annual Convention in July.

RESOLUTION 17-10: Be it resolved that: **By-Law 10, 10.3 be amended as follows:**

Current wording:

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.

Amended wording:

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

Rationale:

1. Reflects the implementation of the Policy and Procedure identifying In Good Standing for a Society.
2. Reflects that there must be 100 people present with the authority to conduct the business of the OHA

RESOLUTION 17-11: Be it resolved that: **New By-Law 13.3.2 be created as follows:**

New wording:

13.3.2 In the event that no person is elected as a Director, the Officers of the Association shall rely upon By-Law 5, 5.3 and appoint a person or persons to fill the position until such time as a person can be elected by the membership of the District.

Rationale:

1. This allows the District to have representation on the Board.
2. After an appointment is made by the Officers, should someone come forward to fill the position, the Officers would still have the authority under By-Law 5, 5.3 to appoint this new person and this person would fill the position until the next District Annual General Meeting.
3. This does not offend By-Law 5, 5.6 with regards to length of term of office as the election of a District Director for an extra year would not trigger the use of this By-Law.

RESOLUTION 17-12: Be it resolved that: By-Law 13, 13.3 be amended as follows:

1. Renumbered to read 13.3.1.

Rationale:

1. The creation of By-Law 13, 13.3.2 necessitates the renumbering of this section.

RESOLUTION 17-13: Be it resolved that: By-Law 13, 13.4 be amended as follows:

Current wording:

13.4 Each District at its Annual General Meeting shall create a District Executive consisting of the Director, Assistant Director(s) and shall elect or appoint a Secretary and a Treasurer, or a Secretary-Treasurer, and two financial reviewers or an auditor. This may be expanded to include other executive members.

Amended wording:

13.4 Each District at its Annual General Meeting shall create a District Executive consisting of the Director, Assistant Director(s) and shall elect or appoint a Secretary and a Treasurer, or a Secretary-Treasurer, and two financial reviewers or an auditor. This may be expanded to include other executive members. In the event that no District Director is elected, the District Executive, without a Director shall be created until the provisions of By-Law 13, 13.3.2 can be acted upon.

Rationale:

1. This allows for a smooth transition of District Executives even if a Director is not elected.
2. This now allows the appointed Director to be a part of the District Executive.

RESOLUTION 17-14: Be it resolved that: By-Law 13, 13.6 be amended as follows:

Current wording:

13.6 The Director and District Secretary shall prepare an agenda and order of business for all district meetings. A copy of the agenda shall be distributed to all district societies prior to the meeting. The Secretary shall maintain the minutes of such meetings, and the other written records of the district. The minutes of the Annual General Meeting shall be made available to all members within two months of the meeting.

Amended wording:

13.6 The Director or the person appointed under By-Law 13, 13.3.2 and District Secretary shall prepare an agenda and order of business for all district meetings. A copy of the agenda shall be distributed to all district societies prior to the meeting. The Secretary shall maintain the minutes of such meetings, and the other written records of the district. The minutes of the Annual General Meeting shall be made available to all members within two months of the meeting.

Rationale:

1. This allows the appointed person to participate if there was no Director elected at the AGM.

RESOLUTION 17-15: Be it resolved that: By-Law 13, 13.8 be amended as follows:

Current wording:

13.8 The District Director may, if invited, facilitate the resolution of disputes within a society's leadership.

Amended wording:

13.8 The District Director or the person appointed under By-Law 13, 13.3.2 may, if invited, facilitate the resolution of disputes within a society's leadership.

Rationale:

1. This allows for the appointed person under By-Law 13, 13.3.2 to participate in this process.

RESOLUTION 17-16: Be it resolved that: By-Law 13, 13.10 be amended as follows:

Current wording:

13.10 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.

Amended wording:

13.10 Each Society In Good Standing shall be entitled to send two voting delegates to a district meeting. Any society In Good Standing having membership exceeding 100 shall be entitled to one additional voting delegate for each 50 members In Good Standing 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.

Rationale:

1. Reflects the Policy and Procedure related to Members and Societies being In Good Standing in order to participate in the running of the business of the OHA.

RESOLUTION 17-17: Be it resolved that: **By-Law 14, the preamble be amended as follows:**

Current wording:

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:

Amended wording:

Every Director or the person/persons appointed under By-Law 13, 13.3.2 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:

Rationale:

1. This now means that a person appointed as a Director under By-Law 13, 13.3.2 also has Indemnification protection.

RESOLUTION 17-18: Be it resolved that: **By-Law 14, a) be amended as follows:**

Current wording:

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;

Amended wording:

a) all costs, charges and expenses whatsoever such Director or person appointed under By-Law 13, 13.3.2 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;

Rationale:

1. This continues the intent to offer Indemnification to a person appointed as a Director under By-Law 13, 13.3.2.

RESOLUTION 17-19: Be it resolved that: **By-Law 7.5, be amended as follows:**

Current wording:

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 chairs the Finance Committee and on a regular basis reports all financial matters to this committee. The Treasurer has a voice but no vote.

Amended wording:

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 and the President or Vice President who shall approve for payment. The Treasurer chairs the Finance Committee and on a regular basis reports all financial matters to this committee. The Treasurer has a voice but no vote.

Rationale:

1. This wording mirrors the intent of By-Law 4, 4.2.
2. This wording allows only the Secretary to approve expenses. Thus the Secretary and Treasurer could approve payments.
3. We should include another member of the Executive to ensure accountability to the board. This also is in line with how contracts are approved and signed as covered by By-Law 12 EXECUTION OF DOCUMENTS.

RESOLUTION 17-20: Be it resolved that: **By-Law 11, 11.4 be renumbered to read By-Law 11, 11.4.1:**

Rationale:

1. If the amendments regarding By-Law 11, 11.4.2 and 11, 11.4.3 are passed then this section requires renumbering to keep the sections in numerical order.

RESOLUTION 17-21: Be it resolved that: **A new By-Law be created as follows:**

By-Law 11, 11.4.2 In the event that any Director, the Immediate Past President, any person holding a position under By-Law 6, 6.9, any person holding a position under By-Law 13, 13.5.2 or any Officer is unable to cast a vote, the proxy voting rights of such person(s) shall only be assigned to the Association Secretary.

Rationale:

1. Currently there is no provision for a Director, Immediate Past President or Officer to assign a proxy vote.
2. This mirrors the voting process for other members of the Societies (By-Law 11, 11.3) but does identify specifically who shall be assigned voting rights from a member of the Board.
3. This would create a template for District and or Society voting processes should Executive members not be able to vote.

RESOLUTION 17-22: Be it resolved that: A new By-Law be created as follows:

By-Law 11, 11.4.3 In the event that any Past President not holding a position under By-Law 6, 6.9 is unable to cast a vote, the proxy voting rights of such person(s) shall be assigned to a member of the Past Presidents' Council.

Rationale:

1. Currently there is no provision for a Past President to assign a proxy vote.
2. This mirrors the voting process for other members of the Societies (By-Law 11, 11.3) but does not identify specifically who shall be assigned voting rights from a member of the Past Presidents' Council.
3. This would create a template for District and or Society voting processes should Executive members not be able to vote.

RESOLUTION 17-23: Be it resolved that: By-Law 15 be amended as follows:

Current wording:

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.

Amended wording:

By-Law 15 RULES OF ORDER: The 11th Edition of 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.

Rationale:

1. This identifies which rule set is to be used. There have been eleven revisions of the 1915 rule set.
2. This means that any and all persons applying Robert's Rules of Order are using the same and the latest edition.

RESOLUTION 17-24: Be it resolved that: By-Law 13, 13.1 be amended as follows:

Current wording:

13.1 The Province shall be divided into Districts as follows:

- 1 - Dundas, Glengarry, Prescott, Russell, Stormont, Grenville and the eastern portion of the city of Ottawa composed of the former municipalities of Gloucester and Cumberland.
- 2 - Lanark, Renfrew and the portion of the city of Ottawa excluding the former municipalities of Gloucester and Cumberland. (14/5)
- 3 - Frontenac, Hastings, Leeds, Lennox & Addington, Prince Edward
- 4 - Haliburton, Northumberland, Peterborough, Kawartha Lakes (13/3)
- 5 - Toronto East, 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

Amended wording:

13.1 The Province shall be divided into Districts as follows:

- 1 - Dundas, Glengarry, Prescott, Russell, Stormont, Grenville and the eastern portion of the city of Ottawa composed of the former municipalities of Gloucester and Cumberland.
- 2 - Lanark, Renfrew and the portion of the city of Ottawa excluding the former municipalities of Gloucester and Cumberland. (14/5)
- 3 - Frontenac, Hastings, Leeds, Lennox & Addington, Prince Edward
- 4 - Haliburton, Northumberland, Peterborough, Kawartha Lakes (13/3)
- 5 - Toronto East, York Region East
- 6 - Brant, Halton, Hamilton, Norfolk, Haldimand West
- 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

Rationale:

1. More accurately reflects the geographic areas of Ontario Horticultural Societies.
2. As the listing for District 6 stands now as "Brant, Halton, Norfolk, Wentworth, Hamilton" it does not include Haldimand West which is in fact not in any of the currently listed geographic areas.
3. Haldimand Horticultural Society is currently listed on the OHA web-site in the Alphabetic listing of Societies as being in District 6 yet its location is not listed in By-Law 13, 13.1
4. This geographically better describes the catchment areas of Haldimand Horticultural Society.
5. It is the opinion of the Society that the omission of Haldimand Horticultural Society's geographic identity is a clerical error and would not affect either District 6 or District 9 as the Society is already affiliated with District 6.