

**ONTARIO HORTICULTURAL ASSOCIATION
DISTRICT 2 CONSTITUTION**

1 NAME:

The name shall be the Ontario Horticultural Association (OHA) District 2, Lanark, Renfrew and the portion of the city of Ottawa excluding the former municipalities of Gloucester and Cumberland (aka central and western Ottawa excluding Gloucester and Cumberland) henceforth referred to as the “District”.

2 OBJECT:

The objective of the District is to develop and maintain Horticultural Societies/Garden Clubs (hereafter Horticultural Societies) within the geographic boundaries of Lanark, Renfrew and central and western Ottawa (excluding Gloucester and Cumberland). This shall be done by providing leadership and assistance in the dissemination of information and the promotion of education and interest in all areas of horticulture, as outlined in Article 36 of the Agricultural and Horticultural Organizations, R.S.O. 1990, Chapter A.9, hereinafter call the Act.

3 MEMBERSHIP AND FEES:

- a) Membership shall be open to all Horticultural Societies within the District, which are incorporated under the Act, and their legal status and responsibilities as defined in the Act.
- b) The Societies’ membership fees will be based on the number of members as filed by the Society for the previous year with the Ontario Ministry of Agriculture, Food and Rural Affairs and the OHA.
- c) The membership fees may be adjusted from time to time as determined by the District Advisory Council and ratified at the Annual General Meeting (AGM).

4 ADMINISTRATION:

- a) The District Executive shall be the immediate Past District Director, District Director, Assistant District Directors, Secretary and Treasurer or Secretary/Treasurer. This may be expanded to include other executive members. All members except the Secretary and Treasurer or Secretary/Treasurer shall have voting rights. For roll calls at District meetings, all members of the executive will be listed separately and will not be counted as a member of a society.
- b) The District Director and the Assistant District Directors shall be elected annually at the AGM of the District. The Assistant District Directors shall represent each of the three areas (upper Ottawa River Basin, Rideau River Basin, Mississippi River Basin) and there shall be one Assistant Director at Large.
- c) Appointment of a non-voting Secretary and Treasurer or Secretary/Treasurer shall be made by the District Director and approved at the AGM.
- d) A District Executive member shall be a member in good standing of a Horticultural Society within the District and in good standing with the OHA.
- e) The District Director shall serve no more than 5 consecutive years and the Assistant District Directors for no more than 3 years. The Past District Director shall serve a

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- minimum of one year.
- f) Duties of the District Executive are as follows:
- i) The District Director shall preside at all meetings of the District Advisory Council and the AGM and shall be an ex-officio member of all Committees.
 - ii) The District Director and Secretary or Secretary/Treasurer shall prepare an agenda and order of business for all District meetings. A copy of the agenda shall be distributed at least six weeks in advance of a meeting.
 - iii) The District Director and the Treasurer or Secretary/Treasurer shall prepare a budget to be presented for approval at the fall District Advisory Council meeting.
 - iv) The District Director shall attend District events, Society events and AGMs and may, if invited, facilitate the resolution of disputes within a Society's leadership.
 - v) The Assistant District Directors shall assist the District Director and lead District activities such as the website, newsletter, photo competition, etc.
 - vi) If the District Director is elected or appointed to be an Officer of the OHA, the District Director becomes the Past District Director.
 - vii) For a District Director who is elected or appointed to be an Officer of the OHA, has resigned, or is unwilling or unable to carry out the responsibilities of the office, the District Executive shall appoint a replacement and subject to approval of the Officers of the OHA to serve until the next District AGM.
 - viii) If an Assistant District Director is elected or appointed to be an Officer of the OHA, has resigned or is unwilling or unable to serve, the District Executive shall appoint a replacement to serve until the next District AGM.
 - ix) The Secretary or Secretary/Treasurer as Secretary shall help the District Director prepare the agenda and order of business for District meetings (District Advisory Council and AGM), attend all meetings of the District, keep the minutes, conduct correspondence as required and maintain other written records of the District. Minutes of District meetings shall be made available to all members within two months.
 - x) The Treasurer or Secretary/Treasurer as Treasurer shall receive and account annually or as often as required by the District Advisory Council, for all monies received and on other securities belonging to the District, which shall be deposited in a chartered bank or trust approved by the District Executive. Any two of the District Director, Secretary and Treasurer shall sign all cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange. At the AGM, the Treasurer shall present to the membership, reviewed financial statements of assets and liabilities as well as income and expenditures for the prior fiscal year, with copies for each Society. The District financial year shall be from 1st of January to the 31st of December (as of the 31st of December 2010). The Treasurer, having made copies, shall transmit the original documents, statements, bills and receipts, along with the reviewers' comments, to the OHA Treasurer no later than 1st of

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February each year. The Treasurer shall be bonded.

- g) The District Director and the Treasurer or Secretary/Treasurer shall prepare a budget, based on the previous year's financial reviewed statement and current year's actuals, to be presented for approval at the fall District Advisory Council meeting.

5 DISTRICT ADVISORY COUNCIL:

- a) The District Advisory Council consists of the District Executive and two executive members from each Society in good standing with the OHA.
- b) The District Advisory Council shall meet annually in the fall. Additional meetings may be called by the District Director or by any two members of the District Executive in the form of a request to the District Director.
- c) Notice of and documentation for a meeting of the District Advisory Council shall be provided a minimum of six weeks in advance.
- d) Two thirds (2/3) of the membership of the District Advisory Council shall constitute a quorum for conducting business.
- e) Duties of the District Advisory Council shall be to transact the business of the District and to provide a conduit for information between the OHA and member Societies.

6 ANNUAL GENERAL MEETING:

- a) The AGM of the District shall be held in the spring at such time and place as is determined by the District Advisory Council. The meeting attendees will review the year's work, discuss policy and programs, transact any business as may be deemed necessary, elect the District Director and Assistant District Directors, and 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.
- b) In the case of more than one nomination for the District Director and Assistant District Directors, the candidate receiving a simple majority vote in a secret ballot shall be declared the winner.
- c) 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 and the OHA.
- d) In the event that a Society does not have a full number of delegates attending the AGM, then the proxy voting rights of the non-attending delegates may be assigned to any other voting delegate using the form provided by the District.
- e) In the event that a voting member of the District Executive is unable to attend the AGM, then their proxy voting rights may be assigned to another voting member of the District Executive.
- f) In case of a tie, the District Director or their designate shall cast the deciding vote.
- g) At the AGM, representation from two thirds (2/3) of the member Societies shall

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constitute a quorum.

- h) The Treasurer shall present to the membership at the AGM, reviewed financial statements of assets and liabilities as well as income and expenditures for the prior fiscal year, with copies for each Society. The District financial year shall be from 1st of January to the 31st of December.
- i) Minutes of the AGM shall be prepared by the Secretary or Secretary/Treasurer and made available to all members within two months of the meeting.

7 COMMITTEES:

- a) A Nominations Committee shall be appointed at the fall District Advisory Council meeting and shall submit a report to the Societies at least 35 days prior to the AGM. The Chair of the Nominations Committee shall be the immediate Past District Director or an alternate appointed at the fall District Advisory Council meeting. The Chair of the Nominations Committee or an alternate shall conduct the election of officers at the AGM including a call for any further nominations from the floor at the AGM. A nomination must include the following information:
 - i. Name of the Office and the nominee.
 - ii. A signed statement of the nominee's acceptance.
 - iii. A brief outline of the experience and qualifications of the nominee.
 - iv. A nomination must be proposed and seconded by current executives of a member Society.
- b) Other Committees may be appointed from time to time, as deemed necessary by the District Advisory Council and/or the District Director.

8 RULES OF ORDER:

Robert's Rules of Order, Revised, shall govern the District in all matters.

9 AWARDS:

- a) A District Service Award shall be awarded at the AGM annually in accordance with the OHA Awards & Grants Booklet (revised Oct 2015). A Committee shall be appointed at the fall District Advisory Council meeting to receive nominations and resumes submitted by Societies and to select the candidate to receive the award. All nominations shall be carried forward for up to two years.
- b) District Appreciation Awards may also be awarded at the AGM in accordance with the OHA Awards & Grants Booklet (revised Oct 2015). The certificate may be presented to a member or organization/business in recognition of an outstanding contribution to the District's activities.
- c) District Achievement Awards may also be made at the AGM to recognize Society contributions and achievements.

10 INDEMNIFICATION OF DIRECTORS AND OFFICERS:

- d) Every Director and Officer of the District or person/persons appointed under OHA

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By-Law 13.13.3.2. 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 District only from and against:

- e) a) all costs, charges and expenses whatsoever such Director, or person/persons appointed under OHA 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;
- f) b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the District; 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 District. The District may provide insurance to cover this liability of the District.

11 CHANGES IN THE CONSTITUTION:

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds (2/3) majority of votes cast at an AGM or special meeting called for that purpose. A notice of motion in writing of such proposed amendment or revocation must be submitted to the District Secretary at least 60 days in advance of the meeting and all Societies notified at least 50 days in advance of the meeting. Any member in good standing of a Society in good standing with the OHA in the District may submit such a notice.

All regulations, as set forth in the Agricultural and Horticultural Organizations Act and the OHA Constitution (as amended July 2016), or as it may be revised from time to time, shall become a part of this Constitution.