

EGANVILLE
and AREA
HORTICULTURAL
SOCIETY
CONSTITUTION

REVISED JULY/2013

(amended January, 2017
and
May, 2021)

ARTICLE I – NAME

The name of the organization shall be the EGANVILLE AND AREA HORTICULTURAL SOCIETY, henceforth referred to as “the Society”.

ARTICLE II – AUTHORITY

The Society is organized under the authority of the Horticultural Societies Act of the Province of Ontario, and all articles of this constitution shall be read to conform with said Act.

ARTICLE III – PURPOSES

The objects of a horticultural society are to encourage interest and improvement in horticulture.

- a) by holding meetings respecting the theory and practice of horticulture;
- b) by encouraging the planting of trees, shrubs and flowers on public and private grounds;
- c) by promoting outdoor art, public beautification, balcony and plot gardening;
- d) by arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
- e) by distributing seeds, plants, bulbs, flowers, trees and shrubs;
- f) by promoting the protection of the environment, and
- g) by promoting the circulation of horticultural information through any media.

A Society shall not spend more than one-half of its total annual receipts, other than grants or donations made for specific purposes, upon any one of the objects, except for the purpose of planting trees, shrubs, and plants on public grounds and the promotion of outdoor art and public beautification.

ARTICLE IV – HEAD OFFICE

The head office of the Society shall be located in the Village of Eganville in the Province of Ontario and at such a place therein determined from time to time by the Board of Directors of the Society.

ARTICLE V – MEMBERSHIP

- (1) Every person shall be entitled to be a member of the Society.
- (2) A Firm or an Incorporated Company may become a member by payment of the regular fee, but the name of one person only in any one year may be entered as the representative or agent of such Firm or Company and that person only shall exercise the privileges of membership in the Society.
- (3) Requirements for membership:
 - (a) Payment of the annual membership of \$10. or \$15. per family (persons at the same address) as determined by the Board of Directors from time to time.
 - (b) Attainment of the age of 18 years.
- (4) Associate Membership
Associate membership is open to those who do not meet all the requirements for full membership but nevertheless declare an intention to pursue the stated purposes of the Society. Associate members shall not have voting rights or be eligible to serve as officers of the Association.
- (5) Privileges of Membership
A member or associate member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, but only full members may vote or hold office in the Society. In addition, only those who were members during the previous year are entitled to vote at the Annual Meeting.

ARTICLE VI - DIRECTORS

- (1) The Board of Directors shall consist of ten (10) directors.
- (2) Directors shall be eligible for re-election at the end of the 2-year term (to a maximum of 3 terms)
- (3) The Past President may be appointed as ex-officio director
- (4) In the event of a vacancy occurring on the Board by the death or resignation of any officer or director, the remaining members of the Board shall have power to appoint any member of the Society to fill such vacancy provided that, when three or more vacancies occur at the same time, a special general meeting of the Society shall be called and directors elected to fill the vacancies.
- (5) The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the by-laws and regulations of the Society.

ARTICLE VII – OFFICERS AND DIRECTORS

- (1) Prior to the Annual Meeting, a nominating or nominations committee shall be appointed.
- (2) Where there is a nominating committee, it shall prepare and present for election one name for each office and is required to have the consent of the nominee.
- (3) The nominating committee shall, from among members of the Society, present at the Annual Meeting for office: President, First Vice President, Second Vice President, Secretary, Treasurer, Public Relations Officer, and five directors for a two-year term.
- (4) The Board of Directors shall consist of 10 directors. At each annual meeting, five new directors will be elected thus having five 2-year directors and five 1-year directors.
- (5) All officers and directors must be over 18 years of age upon election.
- (6) The nominations chairman shall, where practicable, be a society member who is familiar with the procedure of presenting a slate of officers. She/He shall present the slate of officers to the Society, call three times for any further nominations from the floor, and hearing none, declare the nominations closed. She/He moves the adoption of the slate. Nominations are not required to be seconded.
Nominations from the floor must be:
 - (a) Seconded
 - (b) Be agreed to by the nomineeIn the event of two valid nominations for a position the outcome will be determined by ballot of paid members present.
- (7) Directors shall be eligible for re-election at the end of the two year term, to a maximum of three terms.
- (8) The Past-President, President, Vice Presidents, Secretary, Treasurer and Public Relations Officer and 10 Directors shall constitute the Board of Directors.
- (9) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such Treasurer or Secretary-Treasurer and to report thereon to the Society.
If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be personally responsible for any loss suffered by the Society thereof.
- (10) One-half of the members of the Board will constitute a quorum.

ARTICLE VIII – MEETINGS OF THE SOCIETY

Note: All Society meetings shall be defined as "in person, electronic or virtual" and shall be called according to the Society needs at the time the meeting is called or scheduled. (*May 5, 2021*)

(1) Annual Meeting

- (a) The Annual Meeting of the Society shall be held on the third Monday of November each year at 7.30 p.m., or as determined by the Board of Directors. At least two weeks' notice of the Annual Meeting shall be given by publishing it in a newspaper generally circulated in the area of the Society's headquarters.
- (b) One third of members present shall constitute a quorum at the Annual Meeting.
- (c) At the Annual Meeting:
 - (i) The Board shall present a report of the activities and accomplishments of the Society since the last Annual Meeting and a detailed statement of the receipts and expenditures since the Last Annual Meeting and a statement of assets and liabilities of the Society, certified by the Auditors.
 - (ii) The Directors shall be elected or appointed.
 - (iii) Auditors shall be elected or appointed.
Auditors may not be members of the Board of Directors.
 - (iv) The Secretary shall make available a list of those members eligible to vote and hold office as determined in Article V (3) and (5).

(2) General Meeting:

- (a) Regular meetings shall be held monthly at a time and place determined by the Board of Directors, except July, August and December.
- (b) One-third of members present shall constitute a quorum at a General Meeting.
 - © A General Meeting may decide on all matters brought to it by the Board.

(3) Directors' Meetings:

- (a) A meeting of the Board shall be called by the Secretary upon the 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 (7) days before the time fixed for the meeting.
- (b) One-half of the members of the Board shall constitute a quorum.
 - © Voting:
At a Board meeting, only the elected Directors and any ex-officio directors are eligible to vote.

(4) Directors' Meetings continued...

(d) Powers and Duties

In addition to other specific duties and powers assigned elsewhere in this constitution, the Board shall:

- (i) take the initiative in preparing general policies and actions for consideration and possible adoption by the membership
- (ii) put into effect all policies and actions approved by the membership.
- (iii) have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership.
- (iv) be responsible for the management of the affairs of the Society between general meetings.

(e) Committees and Subcommittees

- (i) The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.

Committees and their powers are as follows:

Membership
Public Relations
Public Planting
Senior Competitions
Junior Work
Telephone
Welcome
Lending Library
Newsletter
Introducing and Thanking Speakers
Programs
Social

Nominating Committee-Three members complete a full slate, if possible

- (ii) Terms of reference for all committees shall include the following:
 - (1) the status of the committee (standing or ad hoc).
 - (2) the type of committee (discussion, working, task force, etc.)
 - (3) the overall purpose
 - (4) any specific directives defining goals or tasks
 - (5) the relationship to any other overlapping activities of the Society
 - (6) the composition, including statements, on any designated observers, whether officers are appointed as full or associate members, and any authority granted to the chair to co-opt other members.
 - (7) the assignment of any staff or associate members.
 - (8) any special mode of operations
 - (9) an upper limit of expenses the committee can incur.
 - (10) the preferred time and method for reporting.

ARTICLE IX – FINANCES

- (1) The fiscal year of the Society shall be from 1st November to October 31st.
- (2) All expenditures for items in excess of \$50. that are not included in the budget for the current fiscal year shall require approval by a motion passed at a General or Board of Directors meeting.
- (3) Cheques to disburse the funds of the Society shall bear the signatures of the President and the Treasurer.
- (4) The financial records of the Society shall be audited by at least two qualified individuals, neither of whom is member of the executive and who are appointed at the annual meeting.
- (5) Remuneration
No officer, Director or member of the Society, except the Secretary, Treasurer, or Secretary-Treasurer, shall receive any remuneration for carrying out her duties as officer, director or member, but traveling and living expenses may be allowed any officer, director or member while engaged in duties on behalf of the Society, and the Board may fix such remuneration and traveling and living expenses which shall be payable out of the funds of the Society.
- (6) The financial accounts and other books of the Society shall be made available for inspection by members' reasonable request.

ARTICLE X – RULES OF ORDER

Robert’s Rules of Order shall govern the Society on all matters not covered by the By-laws.

ARTICLE XI – CHANGE IN CONSTITUTION AND BY-LAWS

- (1) By-laws of the Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is confirmed at an Annual or Regular meeting of the Society.
- (2) All regulations as set forth in the Horticultural Societies Act, or as it may be revised from time to time, shall become a part of this constitution.

ARTICLE XII – DUTIES OF OFFICERS

- (1) Officers of a Society are responsible for the safe custody of:
 - (a) deeds, title papers, and other documents relating to the Society’s property.
 - (b) at least one copy of minutes of proceedings, resolutions, and by-laws of the Society.
 - © books and records of the Society.
- (2) The Secretary of the Society shall:
 - (a) attend all meetings and keep true minutes thereof;
 - (b) conduct the correspondence of the Society; and
 - © keep a record of:
 - (i) all business transactions of the Society;
 - (ii) all resolutions passed by the Society;
 - (iii) all amendments to the by-laws of the Society;
 - (iv) a list of the members of the Society and their addresses;
 - (v) a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;
 - (vi) all reports of committees that may from time to time be appointed by the Society; and
 - (vii) all annual statements and financial and auditor’s reports.
- (3) The Treasurer of the Society shall:
 - (a) Receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, as the Society may by resolution direct;
 - (b) Keep the securities of the Society in safe custody;
 - (c) Keep or cause to be kept proper books of account or make or cause to be made entries of all receipts and expenditures of the Society;
 - (d) Prepare the annual financial statements of the Society; and
 - (e) Prepare reports showing the financial position of the Society, as the officers from time to time direct.

ARTICLE X111-INDEMNIFICATION OF DIRECTORS AND OFFICERS; (March 20th, 2017)

Every Director and Officer of the Society 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 Society 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 Society, 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 Society. The Society may obtain insurance to cover this liability of the Society.