



Woolwich Gardeners (Elmira & District Horticultural Society) Constitution

ARTICLE I: NAME

The name of the organization shall commonly be known as "Woolwich Gardeners" (legally known as Elmira and District Horticultural Society), hereafter referred to as "The Society."

ARTICLE II: AUTHORITY

- a) The Society is organized under the authority of the *Agricultural and Horticultural Organizations Act of the Province of Ontario*, and all articles of this document will be read to conform with said Act.
- b) The Society shall be a non-profit organization incorporated pursuant to the laws of the Province of Ontario, without share capital, dedicated to carrying out its objectives.

ARTICLE III: OBJECTIVES

- a) To hold meetings respecting the theory and practice of horticulture.
- b) To encourage and support the planting of trees, shrubs, and flowers on public and private grounds.
- c) To promote gardening and outdoor beautification projects.
- d) To organize horticultural special events and projects.
- e) To promote the protection of the environment.
- f) To provide horticultural education to the membership and to the community to stimulate growth and interest in horticulture.
- g) To promote the circulation of horticultural information through any media.
- h) To promote the benefits of therapeutic horticulture.
- i) To encourage the involvement of youth in horticulture.

ARTICLE IV: HEAD OFFICE

The head office of The Society shall be located in the Township of Woolwich in the Province of Ontario and at such a place as may be determined from time to time by the Board of Directors of the Society.

ARTICLE V: MEMBERSHIP

Membership in The Society shall be open to any individual or organization that supports the objectives of The Society. The classes of membership and their terms of reference shall be as provided in the By-Laws of The Society.

ARTICLE VI: ADMINISTRATION

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 provided in the By-Laws of The Society.

ARTICLE VII: AMENDMENTS

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

By-Laws

BY-LAW 1 - INTERPRETATION

In the Constitution and By-Laws of The Society, 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. "Board" means the Board of Directors of The Society.
3. "OHA" means the Ontario Horticultural Association.
4. "Audit" means an examination of books and record by a qualified Auditor or Financial Reviewers.
5. "District" refers to the Societies/Clubs within the Regional Municipality of Waterloo, designated as District 19 by the OHA.
6. "Meeting" means any gathering that may be held at an in-person venue or via telephone, electronic or other communication device as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

BY-LAW 2 - MEMBERSHIP

1. The Board of Directors shall recommend Annual Membership fees from time to time. Any change in membership fees shall be decided by vote at an Annual General Meeting or Special General Meeting.
2. Any person may join The Society by paying the annual fee of The Society, but no person under the age of eighteen (18) years is eligible to vote at meetings of The Society.
3. Through their membership to The Society, members become affiliated with the OHA.
4. Membership fees for new members joining after September 1st, will cost 50% less for the remainder of that year.
5. A partnership or corporation or an association directed towards horticultural interests may become a member of The Society upon payment of the annual fee and may designate one person to exercise the privilege of membership in The Society.
6. Anyone between 5 years and 17 years of age inclusive may become an Associate Youth Member of The Society. They shall not be eligible to vote on matters pertaining to The (Adult) Society. They shall pay an annual membership fee which may be less than the fee set for adult members. The annual membership fee is to be determined by the (Adult) Board.
7. Life Membership may be granted by the Board in its sole discretion to any person in order to recognize exemplary service performed by that person on behalf of The Society.

BY-LAW 3 - BOARD OF DIRECTORS

1. All Board of Directors shall sign The Society's Oath of Office and Confidentiality Agreement and initial each page of the Code of Conduct.
2. The Board of Directors shall consist of the Officers of The Society, together with the Directors, up to 10 Directors and no fewer than 6.
3. The Officers of The Society shall be the President, Vice-President, Secretary and Treasurer. The President's, Vice-President's, and Past-President's term of office shall be a minimum of two years.
4. The Directors are elected for a one-year term (January - December) and may renew indefinitely.
5. In event of a vacancy occurring on the Board due to:
 - a) the death or resignation of an Executive Member or Director
 - b) a position remaining unfilled at the AGMthe Board shall have the power to appoint any member of The Society to fill such a vacancy until an election to fill said vacancy can be held at the next Annual General Meeting of The Society.
6. Secretary and Treasurer - The Board will appoint annually a Secretary and a Treasurer.

By-Law 3.A - Powers and Duties of The Board

The Executive will:

- a) take the initiative in preparing general policies and actions and put these into effect for consideration and possible adoption by the membership;
- b) have power to enter into contracts approved by the Board in the name of The Society;
- c) be responsible for the management of the affairs of The Society between educational meetings.

By-Law 3.B - Committees and Sub-Committees

1. The Board may establish committees and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board.
2. The following shall be chaired by a member of the Board or of The Society who is accountable to the Board:
 - a) Educational Meetings
 - b) Garden Tour
 - c) Hospitality
 - d) Junior Garden Club
 - e) Membership
 - f) Plant Sale
 - g) Media & Marketing
 - h) Town Plantings
 - i) Scholarship Fund

By-Law 3.C - Duties of the Secretary and the Treasurer

Constitution, minutes and financial statements and other papers relating to The Society shall be placed in the Kitchener Public Library Archives.

1. The Secretary of The Society will:
 - a) attend all meetings of The Society and keep true minutes. These minutes must be sent out to each member of the Board within ten (10) days following the meeting.
 - b) keep a record of:
 - i. all resolutions passed by The Society;
 - ii. all amendments to the By-Laws;
 - iii. the annual statement of The Society;
 - iv. the correspondence of The Society
2. The Treasurer of The Society will:
 - a) keep a record of:
 - i. all entries of receipts and disbursements of The Society;
 - ii. all annual statements and financial and auditor's reports;
 - iii. all monies paid to The Society and deposit them to the credit of The Society in such chartered bank or trust company as the Executive decides;
 - iv. the annual financial statement of The Society;
 - v. the reports showing the financial position of The Society at each Board meeting.
 - vi. prepare an annual budget for approval by the Board for the following year.

BY-LAW 4 - FINANCIAL PROCEDURES

1. The fiscal year of The Society will be the calendar year; January 1st to December 31st.
2. All expenditures will require approval by a motion passed at a meeting of the Board.
3. Cheques to disburse the funds of The Society will bear the signature of any two of the following Officers: Past-President, President, and the Treasurer.
4. The financial records of The Society will be audited by at least two qualified individuals, neither of whom is a member of the Board, elected at the Annual Meeting.
5. No Board member or member of The Society will receive any remuneration for carrying out his/her duties as a Board member. However, an honorarium can be given to the Secretary and Treasurer at the discretion of the Board.
6. The financial accounts and other books of The Society will be made available for inspection by members upon a reasonable request.
7. The money transactions of The Society will be done in a financial institution chosen by the Board.

By-Law 4.A - Expenditure Restrictions

The Society will not spend more than one-half of its total annual receipts on any one of the projects in the section labeled in the Constitution under "Objectives" except for the planting of trees, shrubs, and plants on public grounds, and the promotion of outdoor beautification, excluding grants or donations made for specific purposes.

BY-LAW 5 - INDEMNIFICATION OF DIRECTORS AND OFFICERS

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 provide insurance to cover this liability of The Society.

BY-LAW 6 - MEETINGS

By-Law 6.A - Annual Meetings

1. An Annual General Meeting will be held in January of each year. At least 10 to 50 days notice of the Annual Meeting will be given by mail or email.
2. At the Annual General Meeting or any Special General Meeting of The Society, a quorum shall consist of a minimum of 12 members.
3. At the Annual General Meeting, the Board shall present:
 - a) a copy of the audited financial statement;
 - b) a statement of the number of current members;
 - c) a list of the Directors and Officers of the organization;
 - d) a copy of the Annual Report.
4. The Officers and Directors shall be elected.
5. The Auditors shall be elected at the Annual Meeting.
6. Only members in good standing may vote.

By-Law 6.B - Educational Meetings

1. Educational Meetings will be held the 3rd Monday of the month for February, March, April, June, September, October, and November, with a minimum of 4 Educational Meetings.
2. An Educational Meeting may decide on all matters brought to it by the Executive, if a quorum of 12 members is present.

By-Law 6.C - Board Meetings

1. Regular meetings will be held on the first Monday of the month, unless otherwise directed.
2. A quorum for meeting of the Directors shall be 50% plus one. In case of a tie, the Chair shall cast the deciding vote.
3. The Secretary will advise the Board members of the time and place one week in advance if possible.

By-Law 6.D - Minutes of Meetings

1. Minutes of the Executive and Educational Meetings, more than five years old, will be placed in the Kitchener Public Library Archives.
2. Out of courtesy, records kept by the Past-President and committee heads should be passed to the succeeding chairperson.

BY-LAW 7 - RULES OF ORDER

1. The latest Edition of *Roberts Rules of Order* shall govern proceedings at all meetings of The Society. If the Rules of Order are in conflict with the By-Laws, the latter shall prevail.

BY-LAW 8 - CHANGES IN CONSTITUTION AND BY-LAWS

1. The Constitution and By-Laws may be amended, revised, or revoked by a majority of the voting members present at an Annual General Meeting, provided that a notice of motion in writing has been received by the Secretary and distributed to each member in good standing 10 to 50 days prior to the Annual General Meeting.
2. All regulations set out in the Act or as it may be revised from time to time, shall become a part of this Constitution.

BY-LAW 9 - DISSOLUTION

1. The Society may be dissolved by (a) Dissolution for Cause or (b) Dissolution by Request, as set out by the Act.
2. In event of the dissolution of The Society, after payment of all debts and liabilities, the remaining assets shall be distributed:
 - to other organizations within the community, and
 - to other organizations at the recommendation of the Board and approved by the membership.

BY-LAW 10 - ADOPTION

The Constitution and By-Law Document of The Society shall become effective as dated and remain so until amendment or repeal.

Amended Date January 18, 2005

Amended Date January 25, 2010

Amended Date April 3, 2017

Amended Date January 15, 2024