

DRAFT

CONSTITUTION of Ripley and District Horticultural Society

Article I **NAME**

The name of the organization shall be the Ripley and District Horticultural Society, hereinafter referred to as the "Society". It is the parent group of FOY (For Our Youth).

Article II **AUTHORITY**

The Agricultural and Horticultural Organizations Act (hereinafter called the Act R.S.O. 1990, chapter A.9.) is the legislation that provides legal status and direction for the Agricultural Society, Horticultural Society and Agricultural Associations in the Province of Ontario and all articles of this Constitution shall be interpreted to conform to the Act and its Regulations.

Article III **MISSION**

The mission of the Society is to provide leadership and assist in the promotion of education, communication and interest in all areas of horticulture and related environmental issues.

The Society follows the Objects as outlined in the Act R.S.O. 1990, Chapter A.9. as follows:

The objectives 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 balcony and community gardening and outdoor beautification;
- (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;
- (g) By promoting the circulation of horticultural information through any media;
- (h) By promoting the benefits of therapeutic horticulture; and
- (i) By stimulating an interest in the study of horticulture. R.S.O. 1990, c. A.9, s. 36

Article IV **MEMBERSHIP**

Membership in the Society shall be open to persons and organizations interested in supporting the Society's mission. Any person is eligible to become a member of the Society by paying the annual membership fee.

Article V **ORGANIZATION**

The Society shall function as a non-profit organization dedicated to carrying out its mission without purposes of gain, and any profits or other accretions shall be used in promoting its mission.

Article VI **ADMINISTRATION**

The Society shall manage its affairs with the assistance of elected Officers and other Executive Members. The Terms of Reference for election and the duties to be performed are provided in the By-Laws. The head office of the Society shall be located at the home of the President of the Society, as appointed at the Annual General Meeting (AGM). The Society shall maintain a postal box for correspondence. The Society shall be affiliated with, and pay annual fees to the Ontario Horticultural Association to be in good standing.

Article VII **AMENDMENTS TO CONSTITUTION**

The Constitution may be adopted, amended or revoked by 50% plus one majority of votes cast by the members present at an AGM or Special Meeting of the members, provided that:

- (1) a notice of motion or ordinary resolution in writing of such proposed amendment or revocation has been given at the previous annual meeting;
- (2) the Secretary is notified in writing of the proposed amendments at least 30 days before the next AGM or Special Meeting

All Regulations set forth pursuant to the Act, R.S.O 1990 c A 9, as it may be revised from time to time, shall be incorporated into this Constitution.

BY-LAWS OF THE SOCIETY

By-Law 1 - **INTERPRETATION**

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

"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;

Annual General Meeting “AGM” (AGM) also means Annual Meeting as is found in the Agricultural and Horticultural Organizations Act RSO 1990 c.A.9.

“Affiliated Society” shall be any organization that has paid their current affiliation fees as set from time to time by the delegates at an AGM and has fulfilled the duties which may be determined from time to time by the Board of Directors of the Association."Association" means the Ontario Horticultural Association;

“ Audit” means an examination of books and records by a qualified Auditor;

“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.

"Board" means the Board of Directors of the Society;

“ District” means District Eight defined as societies and clubs of Bruce, Grey and Huron Counties of the Ontario Horticultural Society

“Financial Reviewers" are independent, objective and knowledgeable persons whose purpose is to review the Society financials at least once a year, in accordance with generally accepted accounting principles. To meet the requirements of the Act, and the Ontario Not for Profit Corporations Act (ONCA), a financial review is considered a sufficient audit for Society and Districts.

"Horticultural Society" or "Society" means Horticultural Society, Garden Club or Garden Club and Horticultural Society incorporated under the Act as a Not For Profit Organization.

“Lobbying” is communicating, with public office holders, for payment with regard to:

The making, developing or amending of federal or provincial or municipal legislative proposals, bills or resolutions, regulations, policies or programs;

By awarding of federal or provincial or municipal grants, contributions or other financial benefits; and

By awarding of a federal or provincial or municipal government contract (for consultant lobbyists only).

In the case of consultant lobbyists, the Lobbying Act also defines lobbying as arranging a meeting between a public office holder and any other person.

Reference: Adapted from the Lobbying Act: subsections 5(1) and 7(1)

The following activities are exempt from the Lobbying Act and are therefore **not** considered lobbying:

Oral or written submissions to parliamentary, legislative or municipal committees;

Oral or written communications to a public office holder concerning the enforcement, interpretation or the application of any Act of Parliament, Act of the Legislature, Municipality By-Law or regulation;

Oral or written communications made to a public office holder that are restricted to requests for information;

Reference: Adapted from the Lobbying Act: subsection 4(2)

“Member”-an individual who pays the annual fee to an Affiliated Society according to the Act.

“Meeting” means any meeting that may be held at an in-person venue or may be held via telephone, electronic or other communication facilities or combination as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

“Ontario Horticultural Association” is known as “OHA”.

“Ontario Ministry of Agriculture Food and Agribusiness” is known as “OMAFRA”.

By-Law 2 **MEMBERSHIP**

The Society is incorporated under the Act, and reports annually to OMAFA. Any member in good standing (whose membership fees are up-to-date), who is above the age of eighteen, is eligible to vote at a meeting of the Society.

Except as otherwise provided in the by-laws of the Society, a business, corporation, or an association directed toward horticultural interests, may become a member of the Society upon payment of the annual membership fee, and shall designate one person to exercise the privilege of membership in the Society.

There shall be four classes of membership, as follows:

General member;

Youth membership;

Affiliate membership; (any business, corporation, or association directed toward horticultural interests) ;

Honorary life member, (a member who is nominated for his or her exemplary service to the Society).

Every member in good standing shall be entitled to participate in the activities of the Society, as defined by the Board of Directors each year, including voting and holding office in the Society. In addition, persons who were members in good standing of the Society during the previous year, are entitled to vote at the Annual General Meeting.

The Executive Committee shall recommend the Society fees. Any change to the membership fee must be approved by a majority of members voting at the Society AGM. The Society Secretary shall notify the members of any proposed change at least 30 days prior to the next AGM.

By-Law 3

OFFICERS, EXECUTIVE COMMITTEE AND BOARD

1. The OFFICERS of the Society shall be the President, Past President, First Vice President, Second Vice President, Secretary and Treasurer.
2. The President, First Vice President, Second Vice President, Secretary, Treasurer and Six Directors are elected at the AGM. Three Directors finish their term and three new Directors are appointed annually.
3. The Officers, Directors and Youth Convenor shall be known as the **Board of the Society**.
4. The EXECUTIVE COMMITTEE shall include the officers of the Society. The Social Media/Communications Director shall be appointed by the Executive Committee and is non-voting member of the Executive Committee.
5. Financial Reviewers shall be elected annually.
6. Vacancies occurring in the Executive Committee during the year may be filled by appointment of the Executive Committee. Any persons so appointed shall serve until the next AGM. When three or more vacancies occur at the same time on the Board, a special General Meeting of the Society shall be called and new directors elected to fill the vacancies.
7. All Executive Members and the Society representatives have a vote.
8. The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the Constitution, by-laws and regulations of the Society.
9. All Officers, Board members and members are committed to following the **Code Of Conduct**, acting honestly, respectfully, truthfully and with integrity in all our transactions and dealings for the Society and being responsible, transparent and accountable for all of their actions. The Society shall be operated and maintained without discrimination against any person or group of persons. See **Schedule I Code of Conduct, Oath of Office & Confidentiality Agreement** to be signed by all members, Board members and appointed positions to the Society Board.
10. The Board shall appoint the President to attend the meetings of the OHA District Eight Board Meetings and to advise the Society of the OHA District Eight activities.

11. In the absence of the President, the First Vice President shall be vested with all the powers and perform all the duties of the President. The First Vice President shall be prepared to step up at the end of the current term to the office of President.
12. The Secretary, or his/her designate, shall attend all meetings of the Society, record all proceedings, conduct all correspondence, and perform such other duties as the Board of Directors may require of him/her. The Secretary shall be responsible for the safe keeping of the Minutes, Constitution and By-Laws, and amendments thereto, and shall keep a record of all current members of the Society.
13. The Treasurer shall have the care and custody of all funds and securities of the Society. They shall pay out and dispose of same under the direction of the Board. They shall keep records of the accounts and present a financial accounting to the Board of Directors as directed.
14. At the Annual Meeting, there shall be two Financial Reviewers elected to be engaged until the next annual meeting. These reviewers shall financially review the books of the Society at each year end and report to the Society.

By-Law 4 **INDEMNIFICATION OF SOCIETY DIRECTORS AND OFFICERS**

Every President 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 found saved harmless out of the funds of the Society only from and against:

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

By-Law 5 **Annual General Meeting (AGM)**

1. The AGM shall be held, either in-person or virtually, or a combination thereof at such time and place as the Executive Committee may decide for the purpose of presenting and reviewing the work of the year, activities and accomplishments, preparing policy, and such other business deemed necessary. The Officers and Directors shall be elected. The AGM of the Society shall be held in **December** of each year, at such time and place as the Board of Directors determines. Notice of

the Annual General Meeting shall be given to every member in good standing of the Society, by the Secretary or their representative.

2. The Secretary shall provide a notice of the meeting to members at least 30 days in advance of the meeting. This notice shall provide details of any Constitution or By-Law amendments.
3. Each Society member in good standing, attending the meeting, is entitled to cast a vote. The Treasurer supplies a list of eligible members. Votes cast will be recorded as in favour, opposed and abstained.
4. The Executive Committee shall have the power to call special meetings of the Society whenever it deems advisable. Notice of all special meetings, with a statement of the subjects to be discussed, shall be sent to all Society members at least 10 days prior to said meeting.
5. The Society President, in conjunction with the Executive Committee, shall prepare an agenda and order of business prior to calling the AGM and a copy of such agenda shall be sent to each Society member together with notice of such meeting.
6. a) The Treasurer shall present an audited or financial review report to the members at the AGM. Copies of the financial statement and the Financial Reviewers' report and certificate shall be distributed to each Society member before the meeting. At the AGM of the Society, the membership shall appoint an auditor or shall elect two individuals, not currently members of the Society Executive and who are not related to or living with, any member of the Society Executive to review the books of the Society for the next fiscal year.
7. The Fiscal Year of the Society shall be November 1st to October 31st.
8. Proxy voting is allowed. Either hard copy, telephonic, virtual or electronic proxy forms are permitted. All proxy votes should be sent to the Secretary of the Society prior to the scheduled meeting and will not be accepted after the meeting has taken place. Proxy forms may be requested from the Secretary of the Society and be signed by the member. The Secretary will hold and record for the minutes the number of proxy votes documented by Society.
9. Between general meetings of the Society, the Executive Committee shall manage its affairs.

By-Law 6

ELECTION OF OFFICERS AND FINANCIAL REVIEWERS

1. The Offices of the Society, President, First Vice President, Second Vice President plus at least three Directors, Secretary, Treasurer and two Financial Reviewers shall be filled by election at the AGM of the Society.
2. The Society President term is two years plus one additional year in extreme circumstances and First Vice President, Second Vice President, Treasurer and Secretary are for a two year term. The Financial Reviewers are for a one year term.
3. The Executive shall appoint a Nominating Committee. Current Executive members may not serve on the Nominating Committee. Members may provide nominations that shall be sent to the Nominating Committee; the Nominating Committee must report all nominations received. Nominations will also be received from the floor, provided the nomination(s) comply with Schedule II.
4. Should the need for a vote arise, the candidate receiving a simple majority vote in a secret ballot shall be declared the winner. The election shall be carried out according to the Society By-Laws
5. Director's Consent to Act:
 - A. It is required that all persons elected or appointed to a position submit their written consent to hold their office/position within ten (10) days of the AGM.
 - B. Later consent: if an individual elected or appointed consents in writing after the (10) days, the election or appointment is valid.
 - C. Exception (A, B) does not apply to a director or officer who is re-elected or re-appointed where there is no break in his or her term of office.
6. The new slate of officers shall take office immediately following the AGM.
7. In the event that a full slate of officers is not elected, the Society may still operate and conduct business.
8. OMAFA and the District Eight OHA Director must be notified of the Society contact by the Society President or delegate.

By-Law 7

DUTIES OF OFFICERS

1. The Society President, or appointed delegate shall preside at all meetings of the Executive, General Meetings and AGM, shall decide all questions of order, shall advance the interests of the Society and shall be a member of all committees. It is the duty of the Society President to serve on the Board of District Eight OHA and to comply with all requests of the OHA and OMAFA. Refer to **Schedule III** for Terms of Reference/Role Responsibility of the Society President.

2. The First and Second Vice Presidents serve on the Society Board in training for the position of President. They assist the President as requested. The Vice Presidents should attend District Eight OHA Board meetings whenever possible. Refer to **Schedule IV Terms of Reference/Role Responsibility of the Vice President**.
3. The Secretary, or appointed delegate, shall assist the President with correspondence, attend all Executive and General Meetings and keep the minutes. The duties are outlined in **Schedule V**.
4. The Treasurer shall keep an accurate record of all monies received and dispensed and shall maintain an account in a chartered bank, trust company or credit union approved by the Executive Committee. The Treasurer shall prepare an annual budget and financial report, duly examined, for presentation at the AGM. Refer to the duties in **Schedule VI**
5. The Signing Officers for the Society will be the President, First Vice President, Secretary and Treasurer of the Society. Any two of four officers are required to sign. In the event of a relationship between signing officers or a conflict of interest, a Director may be designated as a Signing Officer.
6. All funds, be they cash, cheque, E-transfer or otherwise, collected through Society dues, fund raising, grants, donations, subsidies or sponsorships shall be deposited into the Society's accounts.
7. The Directors support the President. Refer to Terms of Reference/Role & Responsibilities: Director **Schedule VII** , and together with the Society President, constitute an Awards Committee for the Society.
8. The Board may establish committees and subcommittees from time to time in order to conduct business more effectively. All committees are accountable to the Board of Directors. Terms of Reference must be developed for all committees established and approved by the Board.

By-Law 8 OTHER DIRECTORS NON VOTING

The Society has the following other position on the Board that is appointed for **one** year term. The following Director does have a voice but no vote;

1. Society Social Media/Communications Director refer to **Schedule VIII** Terms of Reference/Role & Responsibilities.

By-Law 9 QUORUMS AND VOTING

1. A quorum for meetings of the Officers shall be 50% plus one of the Officers. At all meetings of the Officers, every question shall be decided by a majority of votes cast. In case of a tie, the Chair shall cast the deciding vote.

2. A quorum for meetings of the Board of Directors shall be 50% plus one voting member of the Board. At all meetings of the Board, every question shall be decided by a majority vote cast. In case of a tie, the Chair of the meeting shall cast the deciding vote.
3. At the AGM or any Special Meeting of the Society, 20 voting members shall constitute a quorum.
4. All meetings may be held at an in-person venue or may be held via electronic or telephonic means provided such means allows all in attendance the ability to hear and also the opportunity and the ability to have a voice and to cast votes as provided by the by-laws.

By-Law 10 **SOCIETY**

1. Incorporated by OMAFA each Society shall establish its own membership, manage its own business, finances, meetings, officers, publications, and election, and shall develop its own constitution and by-laws, provided that they do not conflict with those of OMAFA, District 8 OHA, or the OHA.
2. The Society is encouraged to nominate candidates for awards, as described in the OHA Awards Booklet, by submitting nominations along with appropriate documentation about the potential recipient.

By-Law 11 **RULES OF ORDER**

The latest edition of Robert's Rules of Order shall govern the Society on all matters not covered by this Constitution and By-Laws. If the Rules of Order are in conflict with the By-Laws, the latter shall prevail.

By-Law 12 **MEETINGS**

1. Meetings and or Special Meetings may be called by the Society President or designate and conducted in person, by telephone or electronic virtual or a combination thereof as determined by the President of the Society or their designate.
2. Attendance at meetings may be virtual or in person.
3. Any special meeting requires motions to be known as a special resolution.
4. Voting at meetings may be by a show of hands or by ballot. In the event of a request for ballot voting after the initial vote by show of hands, then a ballot vote will prevail with appointed scrutineers.
5. On the petition of fifteen (15) members of the Society, the Secretary, and in the Secretary's absence, the President or Vice President shall call a Special General Meeting for the transaction of the business mentioned in the petition. Notice of the meeting shall be circulated to the members at least 10 days before the meeting.

6. Society name changes require a Special Meeting of the Society and a special resolution.

By-Law 13 ELECTRONIC SIGNATURE

Documents can be signed virtually with the same force as hard copy. The recipient of the document must keep a record of who has electronically signed the document. All records signed shall be held by the Society Secretary.

By-Law 14 NO LOBBYING

The Society and its members will not conduct activities that are aimed at influencing public officials or members of a legislative body on legislation.

By-Law 15 TERMINATION OF MEMBERSHIP

1. A Society may terminate their membership in the OHA by following the process for terminating membership.
2. A Notice of Intent to terminate Society Membership must be sent to the OHA 60 days in advance of termination. No refund of membership fees will be processed. Dues for the current year are payable to OHA.
3. If a Society closes or is closed by OMAFA, then OMAFA determines the disbursements of funds and property.

By-Law 16 AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended, or revoked by a majority of votes cast by members present at any AGM or special meeting of the members provided that:

- a) A notice of motion in writing of such proposed amendment, or revocation, has been given at the previous AGM, or
- b) The Secretary is notified in writing of the proposed changes in time to notify electronically all Society at least 30 days before the next AGM or special meeting.

By-Law 17 FINANCIAL ADMINISTRATION POLICIES

The Executive Committee as established in By-law 3 is hereby authorized to prepare finance policies in respect of the following:

1. Choice of financial institution and contract administration;
2. Investments in only Canadian Financial Institutions;

3. Expenses of executive Committee members including kilometrage, conference support, direct expenses;
4. Approval of expenses including standards and permission for issuing cheques or E-transfers;
5. Budget preparation and approval and guide in respect of revenue and expenses;
6. Financial examination;
7. Policies in respect of possible Society grants or assistance to affiliated Society;
8. A Society should keep a minimum reserve of two years of expenses. Any additional funds must be identified as a special project(s) with a specific target date(s) to be disbursed;
9. Other matters deemed necessary by the Executive Committee to administer the financial affairs of the Society properly and appropriately;
10. No Officer, President or member of the Society shall receive any remuneration for carrying out their duties. Travelling and/or living expenses may be allowed while engaged in approved duties on behalf of the Society, and the Board may fix such remuneration and travelling and living expense, which shall be payable out of funds of the Society upon the receipt of an expenditure list with **original** receipts attached;
11. All financial records shall be retained by the Society for a period of at least seven years.

The policies of the Society as hereby authorized are to be circulated and available to all members for their review.

By-Law 18 GENDER NEUTRAL

It is understood that to reflect gender neutrality in the Constitution and By-Laws, the use of “they” and its other grammatical forms “them,” “themselves” and “their” will be used to refer to singular indefinite nouns.

By-Law 19 AGE

No person under the age of 18 years shall take any action nor hold any position as described in the Constitution and By-Laws of the Society.

All previous Constitutions of the Society are hereby revoked.

Amended and adopted on December 16, 2024 on the occasion of a Special Meeting.

Signed on this 16th day of December 2024

Society President _____

Society Secretary _____

Society Treasurer _____

SCHEDULES

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Schedule I

Society Code of Conduct & Oath of Office and Confidentiality Agreement

Oath of Office and Confidentiality Agreement

I _____, a Member of the Ripley and District Horticultural Society, hereinafter referred to as Society, declare that, in carrying out my duties as a Member I will:

Exercise the powers of my office and fulfill my responsibilities in good faith, to the best of my abilities and in the best interests of the Society.

Carry out these responsibilities exercising all reasonable care.

Respect and support the Constitution and By-Laws, Policies and Procedures, Code of Conduct of the Society and the decisions of the Board and the membership of the Society.

Review all related meeting information prepared in advance, attend and participate in discussions of the Board and various standing committees or Society Meetings, at all times keeping in mind the best interests of the Society as a whole.

Conduct myself in a spirit of collegiality and respect for the collective decisions of the Board and set aside my personal interests to the best interests of the Society.

Immediately declare any personal conflict of interest that may come to my attention.

Respect the confidentiality of discussions at all meetings of the Society Meetings including Board Meetings, Committee Meetings, Teleconferences , etc., by rule or request.

Immediately report any potential breach of this Code of Conduct to the President in writing. I understand that an investigation of actual or perceived violations of the Code of Conduct may be conducted and may require me to step aside until such time as a review has been completed. If upon a full review and decision by the Code of Conduct Committee and following any subsequent appeal to the Officers, if any, I am found in breach of the Code of Conduct, resign my position effective immediately.

If an issue of breach has been raised by either the Board or any member of the Society against me, I understand that I may be required to step aside until such time as a review has been completed. If upon a full review and decision by the Code of Conduct Committee and following any subsequent appeal to the Officers, if any, I am found in breach of the Code of Conduct, I will comply with the decision of the Board and/or appeal body.

Cooperate fully and honestly if I am interviewed or asked to provide information regarding an actual or perceived breach. I may not interfere with individuals who may be witnesses to a matter under investigation, nor conceal or destroy any information pertinent to an investigation.

Cooperate with government authorities in their proper performance of inquiries or investigations including requests for information, notice of an investigation, or the service of a subpoena. Any inquiry from a government official or entity should be referred to the Society President, unless you have been specifically authorized to respond to such inquiries.

Code of Conduct

Board members and members of the Society will at all times conduct themselves in a manner that:

Supports the objectives of the Society.

Serves the overall best interests of the Society.

Brings credibility and good will to the Society.

Respects the principles of due process and fair play.

Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances.

Respects and gives fair consideration to diverse and opposing viewpoints.

Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the Society.

Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the Society.

Ensures that the financial affairs of the Society are conducted in a responsible and transparent manner with due regard for all fiduciary responsibilities and public trustees.

Avoids actual and perceived conflicts of interest.

Conforms with the Society Constitution and By-Laws and the Society Policies and Procedures approved by the Board.

Publicly demonstrates acceptance, respect and support for decisions legitimately taken in transaction of the Society's business.

Adheres to the Agricultural and the Horticultural Organizations Act R.S.O. 1990 c. A.9

Encourages a positive environment in which individual contributions are encouraged and valued.

Employs established communication channels when questions or concerns arise.

Rejects any offered payment or financial benefit when dealing with other organizations or persons through Society involvement, other than the reimbursement of out of pocket expenses pursuant to the Society Financial Policy and Procedure and/or generally acceptable financial practices and/or through the normal business practices of the board.

Contributes from personal, professional and life experiences to enhance the decision making process of the Board.

Refrains from trying to influence other Board Members outside of Board Meetings that might have the effect of creating factions and limit free and open discussion.

Discloses any involvement with other organizations, businesses or individuals where such a relationship might be viewed as a Conflict of Interest.

Acts in a manner which cannot be perceived as or that is not actual harassment or abuse as defined here in.

Conflict of Interest Guidelines

A Conflict of Interest refers to a situation in which personal, occupational or financial considerations may affect or appear to affect an Executive Committee/Board Member/Employee or Contractor's objectivity, judgment or ability to act in the best interests of the Society. A Conflict of Interest may be actual, potential or perceived in nature.

Examples may include but are not limited to:

Personal interests which conflict with the interests of the Society or are otherwise averse to the interests of the Society.

Accept payment or benefit financially through Society involvement, other than reimbursement of out of pocket expenses pursuant to the Society Financial Policy and Procedures and/or generally acceptable financial practices and/or through the normal business practices of the Board.

Complaint Process

The Board shall, at the Board Meeting held after the AGM form a Code of Conduct Committee composed of a minimum of five members who shall be appointed. This is allowed under OHA By-Law 8, 8.4. The general membership of the Society shall be advised of the Committee Chair.

Any member of the Society, who is In Good Standing, may file a complaint regarding an alleged breach of the Code of Conduct by any Board Member of the Society.

The complainant shall deliver a written complaint by registered mail to the President of the Society. Should the President be the subject of the complaint, the complainant shall deliver a written copy of the complaint by registered mail to the Secretary of the Society.

The person receiving the complaint shall deliver a copy of the complaint, by registered mail, to the Chair of the Code of Conduct Committee.

The Chair of the Code of Conduct Committee shall advise two members of the Code of Conduct Committee and cause an investigation to be made regarding the complaint. A third member may be advised and act as a silent member.

The Chair of the Code of Conduct Committee shall advise the person who is the subject of the complaint, in writing by registered mail, that an investigation has been commenced. The investigation shall be completed as expeditiously as is practical considering all of the circumstances.

The Chair of the Code of Conduct Committee shall advise the person who is the subject of the complaint and the Board of its findings and its decision(s). The decision(s) of the Code of Conduct Committee shall be in writing, sent by registered mail and is final, subject to any appeal process.

The Code of Conduct Committee, based on the nature of the complaint, may require the Board Member to step aside until such time as a review has been completed. Complaints containing allegations of financial improprieties, harassment, sexual harassment, or abuse will require the Board Member to step aside until such time as a review has been completed.

Any person found by the Code of Conduct Committee to be in violation of the Code of Conduct and subject to the subsequent ramifications, may, within 15 days of receiving notification in writing by registered mail of the decision of the Code of Conduct Committee, appeal the decision of the Code of Conduct Committee to the Officers of the Society. The appeal shall be in writing by registered mail and set out the reasons for the appeal.

The decision of the Officers of the Society regarding an appeal of the decision of the Code of Conduct Committee shall be final and there is no further appeal process available within the structure of the Society.

Definitions

Harassment:

Harassment consists of offensive, abusive, belittling or threatening behaviour directed at a person or people, because of a particular characteristic of that person or people, including the person or peoples' level of empowerment relative to the harasser. The behaviour must be unwelcome and the sort of behaviour a reasonable person would recognize as unwelcome and likely to cause the person to feel offended, humiliated, or intimidated.

Sexual Harassment:

A person is deemed to have sexually harassed another person (the person harassed) if the person makes an unwelcome sexual advance, or an unwelcome request for sexual favours, to the person harassed, or the person engages in unwelcome conduct of a sexual nature in relation to the person harassed, in circumstances in which a reasonable person, having regard to all the circumstances, would have anticipated that the person harassed would be offended, humiliated, or intimidated. "Conduct of a sexual nature" includes making a statement of a sexual nature to a person, or in the presence of a person.

Behaviour Constituting Harassment:

Can take many different forms and may be explicit or implicit, physical, verbal, or non-verbal.

Examples include, but are not limited to:

jokes or comments directed at a person's body, looks, age, race, religion, sexual orientation, or disability;

abusive behaviour aimed at humiliating or intimidating someone in a less powerful position;

unwelcome remarks including teasing, name-calling, or insults;

innuendo or taunting; sexual insults, taunts, or name-calling;

homophobic comments and/or behaviours;

uninvited touching, kissing, embracing or messaging;

unwelcome staring, leering or ogling;

unwelcome smutty jokes and comments;

unwelcome persistent or intrusive questions about a person's private life;

repeated invitations to go out, especially after prior refusal;

unwelcome sexual propositions;

the use of promise or threat to coerce someone into sexual activity;

Abuse:

Abuse can be defined as, but not limited to any act or threat involving molestation, harassment, corporal punishment or any form of physical, sexual or mental abuse; the misuse of power or authority; treatment of an individual or persons in a harmful, injurious, and or offensive manner; speaking insultingly, harshly and /or unjustly to or about another person(s); or committing an act of sexual assault.

Once read, the lower right corner of each page should be initialed by the member to indicate that each page has been read.

Signed this _____ day of _____, 20_____.

(Signature)

(Print Name)

Schedule II

Society Nominating Committee Guidelines

According to Society Constitution By-Law 6, ELECTION OF OFFICERS AND FINANCIAL REVIEWERS, the Offices of Society President, plus at least three Society Directors, and two Financial Reviewers shall be filled by election at the AGM. The Executive shall appoint a Nominating Committee. Current Executive members may not serve on the Nominating Committee. Society may provide nominations that should be sent to the Nominating Committee; the Nominating Committee must report all nominations received. Nominations will also be received from the floor, provided the proposed nominees have agreed for their name to stand.

Once a member of the Society is appointed to be Nominating Chair, the duties are:

1. The Society President will give the chair the current Society Executives' contact information and the job descriptions for the Society President, First Vice President, Second Vice President, Secretary, Treasurer positions and the Financial Reviewers.
2. At the beginning of October or during a Society's Fall Meeting, whichever falls first, the appointed Nominating Chair will ask current Society Executive and Financial Reviewers or Auditors individually if they wish to allow their name to stand for another term. This can be done in person, by phone or email. This is excepting the Society President who serves a two year term of office. This term of office cannot be extended unless the Society is hosting an upcoming District 8 Board Meeting, then the Society President has the option of remaining on for one more term.
3. A follow up email should be sent out to the existing Executive for their confirmation of intentions to serve or to resign for the next term of office for your records.
4. Should positions need to be filled on the Society Executive, ask for input from the Society President who has previously discussing suggestions with the Society Directors. The Nominating Chair should contact the potential candidates to see if they wish to serve on the executive and ensure that their consent has been given. A nomination must include the following information:
 1. Name of the Office and the nominee
 2. A signed statement of the nominee's acceptance
 3. A brief outline of the experience and qualifications of the nominee
 4. A nomination must be proposed and seconded by current members of the Society
5. About one to two months before the Society AGM, the Nominating Chair will email the proposed slate of officers to the Society Secretary. The Society Secretary will forward the email to all Society Members. The Nominating Chair's email will ask for any further

names to be added to the slate of officers. Ensure the members' consent has been given and state a deadline to respond so enough time is allowed to make phone calls.

6. Once all positions have been filled, a final slate of officers will be created and emailed to the Society President ready for inclusion in the AGM's business portion of the agenda.
7. During the Society AGM, the Nominating Chair will be called upon to present the Nominating Report for the year by reading off the names for each position that have been confirmed.
8. The District 8 Representative will then conduct the elections and carry out the inductions.
9. The Society Executive is currently composed of:

1 Society President

1 First Vice President

1 Second Vice President

3 to 6 Directors

1 Society Advisor – normally Past Society President

1 Secretary

1 Treasurer

Schedule III

Terms of Reference/Role & Responsibility: Society President

Reports to Society Board of Directors

Term of Office: Two Year President

The President is a key figure within the Society. The President provides leadership by coordinating and delegating tasks and making sure these tasks are completed.

Responsibility to the Society:

- Chairs general, executive and board meetings of the Society.
- Prepares an agenda in consultation with the Secretary.
- Is conversant with the Society's Constitution/By-Laws,
- Prepares for succession planning by involving members in various duties.
- Ensures that everyone who has a role at meetings is aware of their duties.

- Ensures that all relevant correspondence is shared with the membership.
- Ensures that required forms and reports are completed and submitted before the deadline.
- Tracks and reports volunteer hours in the role of Society President
- Presents a review of the year's work at the Society's annual meeting.
- Attends and encourages others to attend OHA District Meetings and Provincial Conventions.
- Secures an OHA password for access to OHA administrator pages.
- Ensures that all Society information on the OHA website is current and complete.
- Ensures volunteer hours of all members are recorded as the year progresses.
- Encourages Society in maintaining a current webpage/Facebook site
- Encourages Society to apply for grants and give awards (check deadlines)
- Makes sure a succession plan is in place
- At the invitation of a Society may facilitate the resolution of disputes
- The President, or his/her delegate, shall preside at all meetings of the Society, decide all questions of order, advance the interests of the Society and be a member of all committees. He/she shall have such other powers and duties as may be assigned to him/her by the Board of Directors from time to time.
- Encourages year-round activities and educational opportunities
- Provides leadership for the Society Board including strategic and planning sessions for the Society
- Ensures a yearly Critical Calendar is prepared outlining events and dates for members.
- Oversees the planning of all Society meetings, especially the AGM
- Ensures the Society Webmaster keeps an up to date Society Communications Site
- Ensures each Director has a portfolio/committee to provide leadership and accomplish goals
- Submits expenses to the Society Treasurer in a timely manner (monthly is ideal).
- Refer to the link for further details and specific guidelines given for this role by the OHA.<https://gardenontario.org/wp-content/uploads/OHA-Meeting-Guidelines.pdf>

OMAF and OHA Responsibility

- Promotes the OMAFA objects and the OHA Mission, Vision and Programs.
- Reporting:
 - Reports are due annually both to OMAFA and the OHA by the deadline stipulated.

- OMAFA: Your Society Contact will be advised by e-mail from OMAFA of the society access code, due date, online completion instructions and the OMAFA contact for assistance. You will need:
 - Audited financial statement.
 - Contact details (names, addresses of Executive and Directors).
 - Volunteer hours.

- OHA: You will be advised by the OHA when their system is ready to receive reports. You will need your password to access the system which can be secured from webmaster@gardenontario.org. in early December. Your District Director will be able to assist you if you have questions or issues regarding the report. You will need:
 - Contact details for your Board of Directors.
 - Volunteer hours in specified categories.
 - A summary of the past year's activities and planned activities of the current year.
 - Forward promptly the highlights from each District 8 Board Meetings to the Societies' members and all information as requested by Officers of District 8.
 - Complete reports for the Assistant Director of District 8 in preparation for District 8 Spring and Fall Board and the District 8 AGM
 - Encourage activities, inspiration and member participation
 - Attends the District 8 Board meetings and AGM
 - Provide support and guidance when needed
 - Assist Society by completing Annual Information Reports for OHA and OMAFA
 - Be alert and respond quickly to problems within the Society. Consult the District 8 President or a District 8 Assistant Director and when necessary an OHA Officer sooner rather than later in resolving the situation
 - Ensure that there is a succession plan in place
 - Complete Society Returns, records, and forms on time
 - Abide by and respect the decisions made by the Board of Directors
 - Respect the confidentiality of discussions at all Board Meeting
 - Check e-mails daily and answer promptly and keep updated, accurate filing system.
 - Refer for further details to https://gardenontario.org/wp-content/uploads/OHA-President-Quick-Start_March-20-2022.pdf

Schedule IV

Terms of Reference/Role & Responsibility: Vice President

Reports to: Society President

Term of Office: Two Years

Roles and Responsibility:

The Vice-President's position is a training period for the position of President.

1. In the absence of the President performs his/her duties.
2. Assists in other duties as requested by the President i.e. chairing committees.
3. Reviews the OHA Society Meeting Guidelines and the <https://gardenontario.org/wp-content/uploads/OHA-Meeting-Guidelines.pdf>

Schedule V

Terms of Reference/Role & Responsibility: Society Secretary

Reports to: President Society

Term of Office: Two years

- The Society Secretary is an elected position
- Attends all Society general meetings, executive meetings and the AGM.
- Is an elected position at the AGM.
- Attends the annual OHA convention and District 8 Board meetings if possible.
- Writes meeting agendas if requested by the Society President.
- Records the minutes of all annual, general, and board meetings and keeps these as permanent, complete records of the Society.
- If not able to be present at a meeting, arranges for a temporary replacement to take minutes at the meeting. The Society Secretary will still be responsible for editing and dispersing those minutes.

- Sends draft meeting minutes to Society President for corrections within one week of the meeting. Once corrected and in the final version, approved by the Society President, disperses minutes to the Society members.
- Keeps back records of all minutes and is prepared to find issues in past minutes when requested by the Society President.
- Keeps a record of all officers, executives committee members, board members, Society awards and OHA awards handed out to the Society.
- Compiles an annual Society "In Memoriam" list, and submits an annual society "In Memoriam" list to the District Eight Secretary, in March for inclusion in the District Eight AGM. The District Eight President then forwards the District Eight "In Memoriam" to the OHA Secretary following the District Eight AGM, for inclusion in the OHA Annual Meeting held in July of the same year.
- Forwards any Society Documents to members requesting the same i.e. the proxy vote form. Keeps these forms handy on their computer.
- Keeps a record of Society Anniversary dates and keeps the Society President informed of special occasions arising in the year.
- Keeps a list an updated Society Events including: the dates of each, and the attendance at each.
- Obtains documents form the District 8 or the OHA on how to host any Society event upon request.
- Keeps a record of volunteer hours as the Society Secretary.
- Assists the Society President in any way when requested both at and between Society meetings.
- Sends out notices and information to all Society members on important issues that will arise at upcoming business meeting **30 days** before that meeting. I.e. amendments to the Constitution or By-laws, notice of special meetings.
- Sends all current minutes and announcements to members prior to the meeting.
- Writes drafts of corrected or updated Society By-Laws and Constitution on a regular basis as deemed necessary by the Society President.
- Send newsworthy and archival items to the District 8 Archivist.
- Keeps official correspondence and records for seven years. Files documents over 7 years old with the OHA records retention archivist.

- The duties of the Secretary may be divided between two people: a Recording Secretary and a Corresponding Secretary.
- Keeps the board informed of all correspondence, notifies the President, Committee Chairmen or members as appropriate individuals of relevant correspondence without delay, and acts upon these as directed.
- Keeps a list of current Officers, Board Members, and Committees in the Society.
- Keeps an up to date list of members (if this duty is not assigned to another Board Member).
- Notifies Directors and Officers of board and executive meetings.
- Keeps official correspondence and records for 7 years.
- Maintains and passes on to the next Secretary all Society files including copies of:
 - The Agricultural and Horticultural Organizations Act,
 - Society, District and OHA Constitution and By-Laws,
 - OHA Awards Booklet,
 - **Certificate of Insurance,**
- Receives and compiles committee reports for presentation at the Annual Society and District Meetings.
- Other duties as assigned.

Schedule VI

- **Terms of Reference/Role Responsibility: Society Treasurer**
- **Reports to: Society President**
- **Term: three years**
- The Society Treasurer is an elected position at the AGM.

The Society Treasurer is responsible for the following tasks:

- Maintains accurate financial records. Keeps the books of Society in a timely fashion in an end of month process.

- Ensures the distribution of all funds as per the Society constitution/bylaws and budget
- The Society Treasurer submits the reviewed financial statement to OMAFA through the Transfer Payment Ontario (TPON) application, by the required date annually. Sends the Society OMAFA report electronically (TPON) to the government of Ontario.
- Deposits all monies received in the Society bank account. This account should have four designated signing officers, with two signatures necessary to sign a cheque, one of which should be the Treasurer, with either the President, First Vice President or the Secretary.
- Submits an up-to-date financial statement at each Society meeting. With one copy for inclusion in the Secretary's records.
- At the end of the fiscal year prepares books of account for auditing or review.
- Presents an audited or reviewed, financial statement for the previous fiscal year at the AGM
- Retains financial records for 7 years.
- Deposits cash, pays the approved bills of the Society; collects original receipts to support the payments.
- Acts as one of the two cheque signers options along with the Society President, First Vice President and Secretary.
- Manages bank correspondence.
- Arranges to have a financial review of the books at the end of the fiscal year by the two elected Financial Reviewers. All Financial records shall be surrendered to the Society elected Financial Reviewers as soon as possible after the October 31 or within 45 days of the Societies year-end but no later than December 31 of the next fiscal year for examination following guidelines as recommended by the Treasurer of the OHA, and for the required report of the Society Treasurer.
- The Society Treasurer shall present to the Financial Report of the Society at the Society AGM the reviewed financial statements of assets and liabilities as well as income and expenditures for the prior fiscal year, with copies for the Society. The Society's financial year shall be from November 1st to October 31st. Photocopies the main items that may fade for local reference throughout the next seven years in the records retention process.
- Prepares the Society budget by estimating expenses and revenues.

- Writes the budget document, current and projected to be presented to the members for approval at the AGM. Ensures the budget is made available to the members and executive as laid out in the Society Constitution and By-Laws.
- Gives financial reports at the Society meetings and the AGM.
- Sends out invoices where necessary and collects all Society Membership yearly dues. Follows-up on collection of said dues. Societal contact information will be supplied by the Society secretary.
- At the AGM, PRIOR to the Financial report being given, the Treasurer (or designate) advises that after the Financial report is given, there will be a Motion regarding the “reviewing” of the books the following year.
After the Financial report and before the motion to accept the Financial report, the following Motion is made:

“ I move that the books of Society be reviewed by two elected individuals not currently members of the Society Executive and who are not related to or living with any member of the Society Executive to review the books of Society for the next fiscal year that begin November 1st and end October 31st. Moved by:_____ - Seconded by_____: If this motion passes then the Society Treasurer or designate makes a motion to approve the Financial Report, **then** next makes a motion to elect the Financial Reviewers.”
- Works with the Society on budgets for the AGM and any Society events. The Society should directly pay the facility rental invoices for all Society events to provide the best audit trail to the OHA.
- Keeps a record of volunteer hours incurred as the treasurer.
- Attends Society Board meetings, executive meetings, the AGM and any special meetings called during the year.
- Attends the OHA convention if at all possible.
- Other duties as assigned.

Schedule VII

Terms of Reference/Role and Responsibilities: Director

Reports to: President Society

Term: Two years Rotating with three new Directors elected every year

The role of the Director is to support the Society President, in promoting the objects/goals of the OHA and OMAFA. The President may delegate duties to a Director(s) beyond the duties listed below.

Responsibilities of the Director:

Attends the Society Board and Executive meetings

In preparation for the Society Board meetings, collects information and prepares a report on the committee or event they are responsible for.

Records and submits volunteer hours in the role as Director and submits.

Have various responsibilities and aid in fulfilling the needs of the Society.

Directors can have specific functions which they perform throughout the year or ad-hoc duties.

Directors must foster cooperation throughout the board and aim to fulfill their duties to the best of their abilities.

Directors may have to provide a year-end report on their duties depending on what their role is.
Some examples of Directors:

- Membership Coordinator (signs up new members and maintains contact information for members)
- Program Coordinator (investigates potential speakers and programs for future meetings)
- Greeter (greet members at meetings and provides any key information people need to know)
- Social Director (helps coordinate volunteers for snacks, tea/coffee and sets it up)
- Flower Show Committee (assists with flower show organization for the Society)
- Youth (if applicable)
- Plant Sale (assists with plant sale organization for the Society)
- Other roles if determined by the Board

Other Duties as assigned.

Schedule VIII

Terms of Reference/Role and Responsibilities: Society Social Media/Communications Administrator

Reports to: Society President

Term: Two years

The Society Social Media/Communications Director is an appointed position.

1. Presents a year-end communications report at the Society AGM.
2. ~~Attends and participates in all Board and Executive Meetings and the AGM as a non-voting position but with a voice.~~
3. Knowledgeable about Social Media posting, written communications and ethical media practices.
4. Publications must be approved by the President of the Society.
5. Obtains consent for files and takes pictures for publication to media. Acts as a liaison with the OHA District Eight archivist for archival.
6. Records and submits Volunteer hours in the role as the Society Social Media/Communications President
7. Other duties as assigned.

Schedule IX

Terms of Reference/Role and Responsibilities: Financial Reviewers

Reports to: Society President

Term: One Year

The Financial Reviewer is an elected position.

Qualifications:

Must be independent and not related nor living with a member of the Society Executive, Treasurer, Secretary or Board.

Educational background to include bookkeeping and or accounting courses.

Experience preparing financial reports and book keeping.

Ability to understand financial statements, ask questions and investigate discrepancies.

Working knowledge and skills in accounting, able to prepare documentation of findings.

Background:

The review or audit of an association's financial report can ensure greater accountability to the members and provide an assurance that all funds received by the organization have been correctly accounted for. Financial Reviewers must be independent, objective and knowledgeable persons with knowledge of accepted accounting principles.

A financial review is a process of examining the Society's financial statements and records to obtain a better understanding of its financial position. The aim is to identify potential areas of improvement in terms of overall economic performance and accounting procedures.

Responsibilities:

Understands the Society's Financial policies and has access to a copy to complete their review.

Checks for the Financial Reviewers report from the previous year and tests for any improvements or recommendations cited.

Tests and samples expenses and revenues.

Checks the minutes to ensure that expenses outside of the budget have motions to support the expense.

Checks that the cheque signatures follow policy.

Checks banking records against the financial records for the period.

Validates any investments and accounts.

Prepares a report on findings and any recommendations for improvement.

Signs the Financial Reviewers Certificate with any notations for improvement appended.