

Pakenham Horticultural Society

Constitution

Article I - NAME

The name of the corporation shall be Pakenham Horticultural Society henceforth referred to as the "Society".

Article II – AUTHORITY

The Society is incorporated by/under the Ontario Ministry of Agriculture, Food and Rural Affairs (OMAFRA) under the authority of the *Agricultural and Horticultural Organizations Act* R.S.O 1990, Chapter A9 of the Province of Ontario and all By-Laws shall read to conform to said Act.

Article III – PURPOSE

The purpose of the Society is to encourage interest and improvement in horticulture through actions and activities and enumerated in the By-Laws.

Article IV – MISSION

The Society invests in the community through its horticultural programming, with the goal of building a strong social network which provides the membership and the public with opportunities to learn and actively engage in horticultural education, activities and fellowship.

Article V – ADMINISTRATION

The Society is located within the town of Pakenham, with the civic address of a current Officer. The mailing address is PO Box 234, Pakenham, ON K0A 2X0.

Membership is open to any individual eighteen years of age and over, subject to the conditions outlined in the By-Laws.

A Board shall be elected by voting members of the Society at the Annual Meeting.

The Society files an Annual Return to OMAFRA, with all required supporting documentation to remain a corporation in good standing.

Article VI – AMENDMENTS

The Constitution and By-Laws may be amended or revoked by the Board provided the changes are approved by a two-thirds (2/3) majority of the votes cast by members present at an Annual Meeting or Special Meeting called for that purpose. A notice of motion for such change must be distributed to all members within 30 days prior to the meeting.

By-Laws

By-Law 1 – INTERPRETATION

In these by-laws, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario), henceforth referred to as ONCA.
- b. “Corporation” means the corporation, Pakenham Horticultural Society henceforth referred to as the “Society”, that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.
- c. “Board” means the Board of Directors of the Society, comprised of Directors and Officers.
- d. “Chair” means the Chair of the Board which shall be filled by the Society President.
- e. “Officer(s)” of the Society includes a President/Chair, Vice President, Secretary and Treasurer. The Officers may be referred to as Officers of the Board.
- f. “Director” means an individual elected to the position of Director by the members.
- g. “Member” means a member in good standing of the Society.
- h. “Member in good standing” means a member whose membership is current and annual dues paid.
- i. “Members” means the collective membership of the Society.
- j. “Members Meetings” is a meeting of the members of the Society.
- k. “Annual Meeting” is a meeting of the members of the Society held annually.
- l. “Special Meeting” is a meeting of the members, called by the Board to discuss a specific issue of concern or called by the Board at the request of 10% of the members and approved by the Board.

By-Law 2 – OBJECTIVES

The objectives of the Society are to encourage interest and improvement in horticulture by:

- a. Holding informative meetings respecting the theory and practice of horticulture.
- b. Encouraging the planting of trees, shrubs and flowers on public and private grounds.
- c. Promoting balcony and community gardening and outdoor beautification.
- d. Arranging field trips, contests, competitions and to hold exhibitions and shows using the rules, instructions and definitions as printed in the Society Flower Show Schedules and awarding prizes for the production of vegetables, plants, fruits, trees and shrubs and products of the same as defined in the Society’s Flower Show Schedules.
- e. Distributing seeds, plants, bulbs, flowers, trees and shrubs.
- f. Promoting the protection of the environment.
- g. Promoting the circulation of horticultural information through all available media.
- h. Encouraging youth in horticulture by the formation of a Junior section for those under eighteen years. To further the study of horticulture by youth and others by the holding of meetings (either in-person, virtual or hybrid), field trips, contests and competitions and by such other means as the Society considers proper.
- i. Promoting the benefits of therapeutic horticulture.
- j. Stimulating an interest in the study of horticulture
- k. Developing a strong social network by program activities, open to the public and/or collaborating with or contributing to other community organizations that are relevant to member’s or the Society’s interests.

By-Laws 3 – MEMBERSHIP

- a. Membership shall be open to any individual eighteen (18) years of age and over or any partnership, company or association that wishes to contribute to the program of the Society, but in each case the partnership, company or association shall delegate one person to exercise the privilege of membership.
- b. Junior membership shall be open to all those five to seventeen years.
- c. Junior members who show an interest in participating in the Senior program may do so by paying a Senior membership fee with no voting right until age 18.
- d. The annual membership fee shall be proposed by the executive and accepted by a two-thirds vote at any regular meeting provided the fee has been announced previously.
- e. Paid membership is a prerequisite for participation in Society competitions as well as acting as a Director or a Committee Chair.
- f. A family membership is defined as two (2) individuals each residing at the same residential address. Any additional individual(s) at the same residential address will be charged an additional amount per person extra under the family membership.
- g. The membership year shall be defined as October 1st until September 30th of the following year.

By-Laws 4 – MEETINGS

- a. The chair of the Board or their designate shall chair all meetings.
- b. All Society meetings may be held at an in-person venue, by video conference, telephone or a hybrid of these; however, Members must be able to hear, participate in and vote by their chosen method of attendance.
- c. The Annual Meeting of the Society shall be held in October of each year, at such time and place as the Board determines and as communicated on the Society's website.

The following business shall be transacted at the Annual General meeting:

- i) presentation of an audited treasurer's report
 - ii) election of officers as specified in By-Law 6 hereof
 - iii) election of three directors for a two-year term of office, to replace the three directors whose terms are ending in the current year, thus ensuring a slate of six directors
 - iv) appointment of two auditors, who are not members of the Board of Directors
 - v) amendments to this constitution and/or the by-laws, if any; and
 - vi) any other business which may be brought before the meeting.
- d. Dates of Members meetings shall be decided by the Board of Directors at the beginning of each year.
 - e. One-third of the Society personally present at any such meeting will constitute a quorum. More than half of the votes constitutes a majority.
 - f. Meetings of the Board shall be called by the President/Chair, or by any three members of the Board upon written notice of five (5) business days to the President/Chair.
 - g. A minimum of two Board meetings will be held each year, the date and time to be determined by the Board.
 - h. Meetings of the Officers of the Board may be called by the President/Chair to address issues of an emergency or sensitive nature, when the Board is not in session. Any decision made at such a meeting must be ratified as soon as possible by the Board.
 - i. Special Meetings may be called by the Board at any time or may be called at the request of the members if approved by the Board (By-Law 2).

By-Laws 5 – Voting

- a. All motions shall be passed by a simple majority plus one (50 + 1%) vote at all meetings with the following exceptions in By-Laws 5 b.
- b. Governance issues including but not limited to Constitution amendments, By-Law and Article changes must be presented at a Special or Annual Meeting, require two-thirds (2/3) majority of the members present votes to pass.
- c. There is no proxy voting for any meeting of the Society.

By-Law 6 – BOARD OF DIRECTORS

The Society members shall elect or re-elect, at the Annual Meeting, a Board of Directors.

Composition

- a. The Board shall be composed of the President, the Past President, the 1st Vice-President, six Directors and the Committee Chairs.
- b. The Chair shall be the Society President.
- c. The Officers of the Board shall be comprised of a President, Past President, 1st Vice President, Secretary and Treasurer.
- d. The Board, represented by the Nominating Committee shall appoint a secretary and a treasurer or a secretary-treasurer.
- e. Two or more Officer positions may be held by the same person.
- f. Committee Chairs shall have voting rights at Directors' meetings.
- g. Quorum for the Board will be two thirds (2/3) of the total number of elected Directors.

Terms of Office

- h. Directors shall be elected for a two (2) year term. Directors may be re-elected for two additional two-year terms, and then must retire from the Board for at least 1 year before seeking re-election.
- i. Removal of a Director shall be carried out by the President/Chair and the Board.
- j. Circumstances for removal may include but are not limited to contravention of the Society By-Laws and protocols.
- k. An individual who is elected or appointed to hold office as a director is not a director and is deemed not to have been elected to hold office as a director, unless the individual consent in writing to hold office as a director before or within 10 days after the election or appointment.

Powers and Duties

- l. Authority for the pursuit of the objective of By-Law 2 shall be vested in the Board of Directors of the Society who shall:
 - i) Take the initiative in preparing policies and action 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 the policies and practices approved by the membership.
 - iv) Be responsible for the management of the affairs of the Society.
 - v) 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.
 - vi) In the event of a vacancy occurring on the Board of Directors by the death or resignation of any Officer or Director during the year, other remaining members of the Board shall have the power to fill such vacancy for the remaining length of the term.

By-Laws 7 – RESPONSIBILITIES OF OFFICERS

- a. The President/Chair shall preside at all meetings of the Society and decide all questions of order. He/she shall advance the interests of the Society and be an ex-officio member of all committees. They shall also have other such powers and duties as may from time to time be assigned to them from the Board. He/she shall be the representative of the District Advisory Committee. Additional representation will be decided by the Board.
- b. The Past President and 1st Vice President shall be vested in order named with all powers and shall perform all duties of the President in their absence and shall also have other such powers and duties as may from time to time be assigned to them from the Board.
- c. The 1st Vice President shall be prepared to move up to the presidency when the President's term expires.
- d. The Secretary or in their absence a designated Director shall record all proceedings. Conduct all correspondence and perform other duties as the Board may require of them at Board or Officer of the Board meetings. The Secretary shall be responsible for the safekeeping of the Constitution and By-Laws and amendments hereto and shall keep a record of all current members of the Society.
- e. The Treasurer shall have the care and custody of all funds and securities of the Society. They shall pay out and dispose of the same under the direction of the Board. They shall keep records of account and present these to the Board of the Society as directed. The Treasurer shall be bonded by the Society. They shall prepare monetary prizes from Shows and keeps a record of prize winners for annual awards.

By-Laws 8 – FINANCE

- a. The Fiscal year of the Society shall be October 1st to September 30th.
- b. All expenditures that will cause a deficit of more than five hundred dollars (\$500) for the current fiscal year (unless already included in the budget approved by the membership) shall require approval by a motion passed at a member meeting.
- c. Re-imburement: Society funds shall only be made available to defray part of all of the expenses incurred by a member in the performance of Society duties subject to approval by the Board or as subject to the Financial Policies of the Society.
- d. The Society shall not spend more than one-half (1/2) of its total annual receipts, excluding grants or donations made for specific purposed, upon any one of the projects enumerated in By-Law 4, except for the planting of trees, shrubs and plants on public grounds and the promotion of outdoor beautification.
- e. From time to time, when authorized by the Board by resolution, donations, sponsorships and/or bursaries may be made to other local community individual(s) and/or group(s).
- f. The financial records of the Society shall be reviewed for each fiscal year by two volunteer reviewers prior to the Annual Meeting, including the completion of the Financial Review Certificate with two signatures OR reviewed by a professional firm or individual with completion of the Audit Report.
- g. The reviewers or auditor will be appointed by the membership at every Annual Meeting. The reviewers must not currently be on the Executive or Board or related to each other OR related to the Treasurer.
- h. The review of audited financial statements must be submitted with all appropriate documentation, to the Ontario Ministry of Agriculture, Food and Rural Affairs (OMAFRA) to remain a corporation in good standing and as part of the Horticultural Society Annual Return in support of any grant application. The submission deadline is set by OMAFRA and is generally February 1st.

By-Laws 9 – NOMINATING COMMITTEE

- a. The Nominating Committee shall be composed of the Past President, President, 1st Vice-President and the Chair of the Nomination Committee. Chairmanship shall fall in that order.

By-Laws 10 – AMENDMENT OF THE BY-LAWS

- a. These by-laws may be amended or revoked by the Board provided that the changes are approved by a two-thirds (2/3) majority of votes cast at an Annual Meeting or Special Meeting called for that purpose, provided that the secretary has been notified of the proposed amendment thirty (30) days prior to the meeting.
- b. All regulations as set forth in the Agricultural and Horticultural Organizations Act R.S.O. 1990 Chapter A9, or as it may be revised from time to time, shall become a part of these By-Laws.
- c. Where these by-laws are silent, the *Ontario Not-for-Profit Corporations Act (ONCA)*, (Ontario 2010) takes precedence.

By-Laws 11 – RULES OF ORDER

- a. Roberts' Rules of Order, Revised, shall govern the Society in matters not covered by the By-Laws or policies of the Society.

By-Laws 12 – INDEMNIFICATION OF DIRECTORS AND OFFICERS

- a. Every Director and Officer of Pakenham Horticultural Society and their heirs, executors and administrators respectively shall from time to time, and at all times be indemnified and saved harmless out of the funds of Pakenham Horticultural Society only from and against:
 - i) All costs, charges and expenses whatsoever such Director 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 of any deed, act, matter or thing whatsoever made, done, or committed by them, in or about the execution of the duties of their office.
 - ii) All other costs, charges and expenses that a Member, Director or Officer sustains or incurs in or about or in relation to the affairs of The Pakenham Horticultural 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 Pakenham Horticultural Society.
- b. The Pakenham Horticultural Society may provide insurance to cover this liability of the Pakenham Horticultural Society.

Society President	_____	2024-10-16
	Darlene Bourne	yyyy-mm-dd
Society Secretary	_____	2024-10-16
	Ria Ralph	yyyy-mm-dd

Version 1-2024. Approved at the Pakenham Horticultural Society Annual Meeting on 2024-10-16