

# **Gloucester Horticultural Society Constitution**

(Approved at the Annual General Meeting, November 19, 2007)

## **Article I — Name**

The name of the organization shall be the Gloucester Horticultural Society, henceforth, referred to as ‘the Society’.

## **Article II — Goal**

The -goal of the Society shall be to promote education and interest in all areas of horticulture and related environmental issues in Gloucester, fulfilling the objectives of a Horticultural Society, as outlined in Article 36 of the Agricultural and Horticultural Organizations Act, R.S.O. 1990, Chapter A.9, hereinafter called the Act.

## **Article III — Organization**

The Society shall be a charitable, non-profit organization incorporated pursuant to the laws of the Province of Ontario, without share capital, dedicated to carrying out its mission.

## **Article IV — 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 to said Act,

## **Article V — Membership**

Membership shall be open to all persons, partnerships, corporations or associations as outlined in Article 38 of the Act and limited by the By-Laws of the Society..

## **Article VI — Administration**

A Board of Directors shall be elected by the members in accordance with Article 11 of the Act. The terms of reference for election/appointment and the duties to be performed by Directors and Officers shall be as provided in the By-Laws of the Society.

## **Article VII — Amendments to Constitution**

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds majority of the votes cast at an annual general meeting or special meeting called for that purpose for which at least one week’s notice shall be given. Any member of the Society may submit such a notice of motion.

# Gloucester Horticultural Society Bylaws

## 1. INTERPRETATION

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

- 1.1. "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;
- 1.2. "Association" means the Ontario Horticultural Association;
- 1.3. "Auditor" is an individual or individuals who are independent, objective and knowledgeable persons able to conduct a financial review of the books and records of the Society in accordance with Canadian generally accepted accounting principles.
- 1.4. "Board" means the Board of Directors and the Officers of the Society;
- 1.5. "District" refers to a group of societies designated by the Association as a geographic entity within the Province;
- 1.6. "Financial Reviews" are conducted by independent, objective and knowledgeable persons at least once a year, in accordance with generally accepted accounting principles. To meet the requirements of the Act, a financial review is considered a sufficient audit for societies and districts.
- 1.7. "Society" means the *Gloucester Horticultural Society*.
- 1.8. "Member" shall be any person, partnership, corporation or association that has paid their current membership fee as set from time to time by the membership at an annual meeting;

## 2. MEMBERSHIP

Membership in the Society shall consist of the following classes: single, family, and group. The Board may establish other membership categories, provided that the membership category is subsequently ratified by the general membership

- 2.1. Class of Membership
  - 2.1.1. Single/Family: Membership shall be open to any person upon payment of the annual membership fee
  - 2.1.2. Associate: Associate membership shall be open to organizations that meet the requirements of Article 38 of the Act.
- 2.2. Duration of Membership:
  - 2.2.1. Membership is valid for the membership year.
- 2.3. Payment of dues.
  - 2.3.1. Dues are due and payable on January 1st of each year.
- 2.4. Arrears:
  - 2.4.1. A member in arrears shall forfeit all privileges of membership but may be reinstated upon payment of the current year's membership dues.
  - 2.4.2. Only members in good standing shall be permitted to vote at any meeting of the Society or shall be eligible to hold office.
- 2.5. Termination of Membership:
  - 2.5.1. A member may terminate membership in the Society by sending written notice to the GHS. No refund of dues for the remainder of the membership year shall be made.
  - 2.5.2. A member, upon a two-thirds vote of the Board, may have their membership rescinded for any cause the Society may deem reasonable
  - 2.5.3. Rescission may be appealed within 60 days of receipt of the notice to a three person panel comprised of one nominee of the Board, one nominee of the affected member, and one nominee agreed upon by these two nominees. All nominees must be members of the Society in good standing

Fees shall be assessed to each member annually. The Board shall recommend the fee, for ratification at a general meeting of the membership. The Secretary shall notify members of any proposed change in fees at least 60 days prior to a general meeting.

## 3. ADMINISTRATION

- 3.1. The Board shall consist of the Officers of the Society, together with the ten Directors.
- 3.2. The Officers of the Society shall be the President, Immediate Past President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer.
- 3.3. The Officers of the Society shall transact the business of the Society between meetings of the Board.
- 3.4. All Officers shall serve for a two-year term, unless re-elected or re-appointed with a maximum of two consecutive terms of service.
- 3.5. The ten Directors shall be elected at the Annual General Meeting and shall hold office for a term of two years, with one-half of the number of Directors retiring each year and others elected in their places.
- 3.6. The Board shall meet at least four times each year.

#### **4. ELECTION/APPOINTMENT OF OFFICERS AND AUDITORS**

- 4.1. The Board shall appoint the Secretary and Treasurer.
- 4.2. All other Officer positions are elected biennially by the general membership
- 4.3. Five Directors are elected annually by the general membership.
- 4.4. If a vacancy occurs within the Officers or on the Board, the Board can appoint a replacement until the next Annual General Meeting.
- 4.5. Two Auditor(s) shall be recommended by the Board, and elected by the voting members at the Annual General Meeting, to carry out the financial review of the ensuing year.
- 4.6. A Nominating Committee, chaired by the Immediate Past President, shall be appointed by the Board to ensure that candidates are available for each Office. All nominations must be forwarded to the Committee Chair. A Report of the Nominating Committee shall be submitted to members at the Annual Meeting. The Chair of the Nominating Committee shall call for any further nominations from the floor at the Annual General Meeting, and complete the nomination process.
- 4.7. A nomination must include the following information:
  - 4.7.1. Name of the Office and the nominee
  - 4.7.2. A brief outline of the experience and qualifications of the nominee.
- 4.8. The candidate receiving a simple majority vote in a secret ballot shall be declared the winner. The election shall be carried out according to Society regulations.

#### **5. DUTIES OF OFFICERS AND DIRECTORS**

- 5.1. President. The President, as Chief Executive Officer, shall be responsible for the general management and direction of the business and affairs of the Society, and perform duties incident to the office and those prescribed from time to time by the Board. The President shall be a member of all Committees, ex-officio. The President or designate shall preside at all meetings of the Board and meetings of members.
- 5.2. Past President. The immediate Past President shall advise and assist the President in the performance of his/her duties, as necessary
- 5.3. First and Second Vice-Presidents. It shall be the duty of the Vice Presidents to assist the President where needed. The Vice Presidents shall be vested, in the order named, with all powers and duties, of the President in his absence, and shall also have other such powers and duties as may be from time to time assigned by the Board.
- 5.4. Secretary. The Secretary shall attend all meetings of the Society and keep correct minutes, conduct the correspondence of the Society, and perform such other duties as may from time to time be prescribed by the Board. The Secretary has a voice but no vote. The Secretary shall be responsible for the safe keeping of the Constitution and By-laws and amendments thereto, and shall keep a record of all current members of the Society.
- 5.5. Treasurer. The Treasurer shall receive and account annually, or as often as may be required by the Board and applicable government authorities, for all monies, bonds and other securities belonging to the Society, which shall be invested in accordance with the direction of the Board. All books and records of the Society shall be subject to a financial review at the end of the fiscal year. The Treasurer has a voice but no vote.
- 5.6. Directors. Directors are expected to attend all Board meetings, serve on committees and may be appointed to represent the Society on other Boards.

#### **6. COMMITTEES**

- 6.1. In addition to the Nominating Committee [By-Law 4.6] such other Standing Committees as identified by the Board shall be named.
- 6.2. Ad Hoc Committees. The Board may establish Ad Hoc committees from time to time in order to conduct its business more effectively.
- 6.3. All Committees are accountable to the Board, which shall define the membership, budget and responsibilities of each committee.

#### **7. FISCAL YEAR AND MEMBERSHIP YEAR**

- 7.1. The fiscal year of the Society shall be from January 1st to December 31st.
- 7.2. The membership year shall be from January 1st to December 31st.

#### **8. QUORUMS AND VOTING**

- 8.1. A quorum for meetings of the Board shall be one third ( $\frac{1}{3}$ ) of the voting members.
- 8.2. A quorum at the Annual General Meeting or any special general meeting of the Society shall be fifteen percent (15%) of the general membership. No proxy votes will be allowed.
- 8.3. At all meetings every question shall be decided by a 50% +1 majority of the votes cast. In case of a tie, the Chair shall cast the deciding vote.
- 8.4. Constitutional amendments require a two thirds ( $\frac{2}{3}$ ) majority of votes cast at an annual general meeting or special meeting called for the purpose. (as per Constitution Article VII)

## **9. MEETINGS**

- 9.1. The Annual General Meeting of the Society shall be held in November of each year.
- 9.2. The Annual General Meeting shall be held at such time and place as the Board may decide for the purpose of allowing delegates to review the work of the year, prepare policy, approve the audited financial report, elect officers and auditor, and conduct such other business deemed necessary. All members shall be notified in accordance with Article 10 of the Act.
- 9.3. Regular meetings shall be held monthly at a time and place determined by the Board.
- 9.4. Special meetings to vote on proposed Constitutional amendments require at least one week's advanced notice. (as per Constitution Article VII)

## **10. EXECUTION OF DOCUMENTS**

- 10.1. Any two of the President, Treasurer and another member designated by the Board shall sign all cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange.
- 10.2. The President or one of the Vice-Presidents together with the Secretary or Treasurer may sign contracts, documents or any instructions in writing requiring the signature of the Society. The Board has power from time to time by resolution to appoint any Officer or Officers to sign contracts, documents or instruments in writing relating to special projects.

## **11. 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

- 11.1. 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;
- 11.2. 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.

## **12. RULES OF ORDER**

Robert's 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.

## **13. AMENDMENTS TO THE BY-LAWS**

- 13.1. A notice of motion in writing of the proposed amendment, or revocation must be submitted to the Secretary 30 days before the meeting
- 13.2. Any member in good standing may submit such notice of motion in addition to the Board.

Signed This November 19, 2007 at Ottawa, ON

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Jocelyn Laframboise  
President GHS

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Beryl Strang  
Secretary GHS