

Pakenham Horticultural Society CONSTITUTION

Article 1 – NAME

The name of the organization shall be the Pakenham Horticultural Society, henceforth referred to as "The Society"

Article 2 – AUTHORITY

The Society is organized under the authority of Article 36 of the Agricultural and Horticultural Association Act and all articles of this constitution shall be read to conform with said Act.

Article 3 – PURPOSES

[1] The purpose of the Society is to encourage interest and improvement in horticulture

- a] by holding meetings (either in-person, electronic or virtual) for education and discussion on subjects connected with the theory and practice of horticulture;
- b] by encouraging the improvement of private and public grounds, including highways and streets, by the planting of trees, shrubs and flowers, and by otherwise promoting outdoor art, public beautification, balcony gardening, therapeutic use of horticulture, community gardens and plot gardening;
- c] by interesting youth in the study of 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, electronic or virtual), field trips, contests and competitions and by such other means as the Society considers proper;
- d] by holding exhibitions and/or 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] by distribution of seeds, plants, bulbs, flowers, trees and shrubs in ways calculated to create an interest in horticulture;
- f] by promoting the protection of the environment with appropriate horticultural projects;
- g] by promoting the circulation of horticultural information through all available media and provision of books for libraries.

[2] The Society shall not expend more than one-half of its total annual receipts, other than grants for donations made for specific purposes, upon any one of the projects

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enumerated in subsection 1 except for the purposes of planting trees, shrubs and plants on public grounds the promotion of outdoor art and public beautification.

Article 4 - MEMBERSHIP

- a] Adult membership shall be open to all persons of the full age of eighteen years or over.
- 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.

Article 5 – MEETINGS (EITHER IN-PERSON, ELECTRONIC OR VIRTUAL)

a] **The Annual General Meeting**

The Annual General Meeting of the Society shall be held in October of each year, either in person, electronic or virtual, at such time and place as the Board determines and as communicated on 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 Article 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.
 - vii] One-third of the Society personally present at any such meeting will constitute a quorum. More than half of the votes constitutes a majority
- b] Dates of meetings (either in-person, electronic or virtual) of the Society shall be decided by the Board of Directors at the beginning of each fiscal year
 - c] **Special Meetings**
Special meetings (either in-person, electronic or virtual) of the Society may be called whenever deemed necessary by the President or by the Board of Directors,

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or upon requisition to the President signed by percent of the members of the Society. Notice of such meetings shall be given as for annual meetings, together with a statement of the purpose for which the meeting is being called.

- d] One-third of the Society personally present at any such meeting will constitute a quorum.

Article 6 – BOARD OF DIRECTORS

- a] The Board of Directors shall be composed of the Past President, the current President, the 1st Vice-President, six Directors and the Committee Chairs. The President & 1st Vice-President shall hold office until the next annual meeting but not more than two consecutive years. Of the six directors, three shall hold office until the next annual meeting and three shall hold office until the next following annual meeting.
- b] The Board, represented by the Nominating Committee shall appoint a secretary and a treasurer or a secretary-treasurer.
- c] The President and his/her delegate shall be a member of every committee that is created by the Board.
- d] The Nominating Committee shall be composed of Past President, President, 1st Vice-President and Chair of the Membership Committee. Chairmanship shall fall in that order.
- e] Committee Chairs shall have voting rights at Directors' meetings (either in-person, electronic or virtual).
- f] A minimum of two Board meetings (either in-person, electronic or virtual) will be held each year, the date and time to be determined by the Board
- g] The operating year of the Society shall be from Annual General Meeting to Annual General Meeting. The Treasurer shall close the Society's books on September 30th each year in order to prepare the financial statement for that operating year.
- h] When a vacancy occurs on the Board by reason of the death or resignation of any officer or director or otherwise, the remaining members of the Board may appoint any members of the Society to fill the vacancy for the duration of that term.
- i] Two-thirds of members of the Board will constitute a quorum. More than half of the votes constitutes a majority

Article 7 – RESPONSIBILITIES OF OFFICERS

- a] The President shall preside at all meetings (either in-person, electronic or virtual) of the Society, and decide all questions of order and advance the interest of the Society and be a member of all committees. He/she shall also have other such powers and duties as may from time to time be assigned to him/her from the

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Board. He/she shall be the representative of the District Advisory Committee. Additional representation will be decided by the Board.

b] Past President and 1st Vice-President

- shall be vested, in the order named, with all powers, and perform all duties of the President in his/her absence.

The 1st Vice-President

- shall be prepared to move up to the presidency when the President's term expires.

c] The Secretary

- shall attend all meetings (either in-person, electronic or virtual) of the Society, record all proceedings, conduct all correspondence, and perform other duties as the Board may require.
- shall be responsible for the safe keeping of the constitution and by-laws and amendments thereto.
- shall be responsible to send the statement of the officers and a copy of the financial statement in the form prescribed by the Ontario Minister of Food and Agriculture, certified by the President, Secretary-Treasurer or Secretary and Treasurer, and Auditors to be true copies, within ninety days of the holding of the Annual meeting to the Minister and to the Ontario Horticultural Association.
- shall accede to any request for information from the District Advisory Council.

d] The Treasurer

- shall have the care and custody of all funds and securities of the Society.
- shall pay out and dispose of same under the direction of the Board.
- shall keep records of account and present these to the Board of the Society as directed.
- shall be bonded as is considered necessary to ensure the faithful performance of his/her duties and proper administration of all funds.
- shall prepare monetary prizes from Shows and keeps a record of prize winners for annual awards.
- shall close the accounts for the year on September 30th, and submit the financial statements and all books of account to the auditors immediately following. These financial statements shall be audited as soon as possible in order that the certified statements may be presented at the Annual General meeting of the Society.
- shall likewise complete the financial statements as required by the Minister and certified by the auditors. These statements shall then be submitted to the Secretary of the Society.

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Article 8 – RESPONSIBILITIES OF STANDING COMMITTEE CHAIRS

Guidelines will be kept of duties of Chairpersons of standing committees. Changes will be reviewed by the Board if requested prior to Board meeting for inclusion on the Agenda.

Article 9 – AMENDMENTS

An amendment to this constitution, consistent with the provisions of the Horticultural Societies Act, Ontario, may be made by the Annual meeting or at any general meeting (either in-person, electronic or virtual), provided notice of such amendment has been forwarded in writing to the Secretary at least thirty days before such meeting, and provided also that it is approved by a vote of not less than two-thirds of the members present at such a meeting.

Article 10 – DISSOLUTION

Should dissolution of the Society occur, all procedures as outlined in the Horticultural Act shall be followed.

Article 11 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and Officer of the Pakenham Horticultural 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 Pakenham Horticultural 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 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. The Pakenham Horticultural Society may provide insurance to cover this liability of the Pakenham Horticultural Society.