



DISTRICT 4 ONTARIO HORTICULTURAL ASSOCIATION BY-LAWS



Article 1: NAME

The name of the organization shall be the Ontario Horticultural Association, District 4, hereinafter referred to as the *District*.

Article 2: MISSION

The mission of the District is to be the link between the Ontario Horticultural Association and the Societies of the District and the individual members of each Society. The District is dedicated to the promotion of education to encourage interest and improvement in horticulture and related environmental issues, and to the beautification of communities, as outlined in Article 36 of the *Agricultural and Horticultural Organizations Act*, R.S.O. 1990, Chapter A.9, hereinafter called the *Act*.

Article 3: ORGANIZATION

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

Article 4: AUTHORITY

The District, through the Association, is incorporated and its legal status and direction is governed by the Act, and any revisions thereof as promulgated in the Statutes of Ontario.

Article 5: MEMBERSHIP

Membership in the District is open to all Societies, in good standing, that are incorporated under the Act, within the province of Ontario in the designated area of Haliburton, Northumberland, Peterborough and the City of Kawartha Lakes. Any classes of membership and their terms of reference shall be provided in the by-laws of the District.

Article 6: ADMINISTRATION

Members, in accordance with the Act, shall elect a Board of Directors and Executive Officers. The terms of reference for election/appointment and duties to be performed by Directors and Officers shall be provided in the By-Laws of the District.

Article 7: AMENDMENTS

The Constitution may be amended or revoked provided that the changes are approved by a vote cast at an annual general meeting or special meeting called for that purpose. A notice of motion in writing of such proposed amendment or revocation must be submitted to the secretary at least 30 days in advance of the meeting so that all members may be notified within a period of 10 days prior to the meeting. Any member of a Society in good standing may submit such a notice of motion.

Approved on October 28, 2017 at the District 4's Fall Seminar held in Dunsford, Ontario

A signed and sealed copy resides in the permanent records of the District

District 4 Director

Date



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By-Law 1: INTERPRETATION

In the By-Laws and in the Constitution of the District, 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 “Audit” means an examination of books and records by a qualified Auditor or Financial Reviewers.

1.4 “Financial Reviewers” are two (2) independent, objective and knowledgeable persons in accordance with generally accepted accounting principles. They are not executive officers or board members of the District or related to one another or the treasurer.

1.5 “Auditor” is an individual who is a qualified Chartered Accountant, and who are therefore qualified to conduct an audit of the books and records of the District in accordance with Canadian generally accepted accounting principles.

1.6 “Board” means the Board of Directors of the District.

1.7 “District” refers to a group of Societies designated by the Association as a geographic entity within the Province.

1.8 “Horticultural Society” or “Society” means Horticultural Society, Garden Club or Garden and Horticultural Society incorporated under the Act.

1.9 “Member” shall be any Society that has paid its current membership fee as set from Time to time by the membership at an annual meeting.

By-Law 2: Geographic Entity

District 4 is known as an entity within the province of Ontario in the designated area of Haliburton, Northumberland, Peterborough and the City of Kawartha Lakes.

By-Law 3: MISSION

3.1 The District shall be the link between the Ontario Horticultural Association and the Societies of the District and the individual members of the Societies.



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3.2 The District shall:

- a) Provide leadership and fellowship
- b) Provide a framework for the exchange of information between Societies and with the District;
- c) Encourage interest and improvement in horticulture within the District;
- d) Promote the protection of the environment;
- e) Support the member Societies with their activities;
- f) Stimulate an interest in the study of horticulture;
- g) Encourage participation of the youth in horticulture.

By-Law 4: MEMBERSHIP

4.1 Membership in the District shall be open to Societies that are incorporated under the Act and are in good standing.

4.2 Rights: All member Societies shall have equal rights and privileges according the membership numbers. Each Society shall be entitled to send two voting delegates to any District meeting. Any Society having membership exceeding 100 shall be entitled to one additional voting delegate for each 50 members or fraction thereof up to a maximum of 20 voting delegates. Society membership count shall be based upon reports filed for the previous year with the Ontario Ministry of Agriculture, Food and Rural Affairs.

4.3 District dues shall be as determined by a vote of the membership present at any regularly scheduled meeting. Any change in fee structure shall take effect the fiscal year after the change has been approved.

By-Law 5: ADMINISTRATION

5.1 The District shall elect a Director of the District, and at least one Assistant Director, at a duly called Annual General Meeting. Notice of such meeting shall be given to the member Societies at least thirty days in advance.

5.2 The immediate Past District Director is an honorary position with voting privileges.

5.3 For a Director who has resigned, or is unwilling or unable to carry out the responsibilities of office, the District Executive shall appoint a replacement for the balance of the term.

5.4 The District Director may, if invited, facilitate the resolution of disputes within a Society's leadership.

5.5 All nominations shall be forwarded to the District Secretary. Nominations shall be submitted to member Societies 7 days prior to the Annual Meeting. The appointed OHA Representative shall call for any further nominations from the floor at the Annual General Meeting, and complete the nomination process.



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5.6 All members of the Board shall serve a one-year term and be re-elected or re-appointed each year. The position of Director shall have a maximum term of five years, which may be extended due to special circumstances.

5.7 All Board members shall have a voice and one vote at any Board meeting.

5.8 A nomination must include name of the office and nominee.

5.9 If there is more than one candidate for a position the candidate receiving a simple majority vote in a secret ballot shall be declared the winner. The election shall be carried out according to District regulations. Scrutineers will be selected by and from the delegates before the vote.

5.10 For an Officer of the District Board who is unwilling or unable to carry out the responsibilities of office, the Board shall appoint, for the balance of his/her term, a replacement.

5.11 Meetings

- a. District meetings: The Annual General Meeting shall be held in April of each calendar year and a Fall Seminar is scheduled each October or early November.
- b. Meeting locations shall be determined within the District boundaries or by means of a virtual platform such as ZOOM or Webex; if it is inadvisable to hold an in-person meeting for any reason.
- c. Voice: All those members attending shall have a voice.
- d. Vote: Voting delegates of the District shall have a vote in general matters.
- e. Other Meetings: Other meetings of the membership and meetings of the Board shall be as determined from time to time by the Board. Any regular business brought forward by a member may be considered at any meeting.
- f. Board Meetings: A meeting of the Board shall be called by the Secretary upon the direction of the Director or of any three members of the Board by sending notice thereof to all the members of the Board at least seven days before the time fixed for the meeting.

By-Law 6: APPOINTMENTS

6.1 The Board shall appoint a Treasurer and Secretary or Secretary/Treasurer. All other positions are elected annually by the general membership.

6.2 An Auditor or two Financial Reviewers shall be recommended by the Board, and approved by the voting delegates at the Annual General Meeting, to carry out the audit of the ensuing year.

Note: If there is a change in auditors or financial reviewers, it must be voted on by the membership and the name sent to OMAFRA.



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By-Law 7: DUTIES OF OFFICERS AND DIRECTORS

7.1 Duties: General duties of the Board, Officers, Financial Reviewers/Auditors, Committees and Members shall be as determined by the Board or Membership from time to time. These shall be known as Operating Policies and shall be in effect until amended or rescinded.

7.2 Authority: The legal authority for the District shall be vested in the Board. Between meetings of the membership, the Board shall have the authority to act for the membership.

By-Law 8: FISCAL YEAR AND MEMBERSHIP YEAR

8.1 The fiscal year of the District shall be from January 1 to December 31.

By-Law 9: QUORUMS AND VOTING

9.1 General Meeting or Annual Meeting Quorum: 50% plus ONE (1) of the voting delegates present. Every question shall be decided by a majority vote. In case of a tie, the Director shall cast the deciding vote.

9.2 Executive Meeting Quorum: 50% plus ONE (1) of the voting members of the Board of Directors. Every question shall be decided by a majority vote. In case of a tie, the Director shall cast the deciding vote.

9.3 General Meeting or Annual Meeting Vote: 50% plus ONE (1) of the voting delegates, shall qualify for a vote, any time a vote is taken at a membership meeting.

9.4 Executive Meeting Vote: 50% plus ONE (1) of the Assistant Directors, Treasurer, Secretary and Past President shall qualify for a vote at any time a vote is taken at a Board meeting. In the case of a tie, the Director shall cast the deciding vote.

By-Law 10: ANNUAL GENERAL MEETING

10.1 Annual Meeting: The Annual Meeting shall be held in April at various locations within the District boundaries.

10.2 At this meeting, a report of the activities of the District during the previous year shall be presented as well as the audited financial statement for the previous year. Elections shall be held and any other business which may be brought forward by a member shall be considered.

10.3 Voice: All those members attending should have a voice.



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10.4 Vote: All voting delegates of the District should have a vote in general matters.

By-Law 11: EXECUTION OF DOCUMENTS

11.1 Any two of the designated members of the Executive should sign all cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange.

11.2 The Director or one of the Assistant Directors together with the Secretary or Treasurer should sign contracts, documents or any instructions in writing requiring the signature of the District. The Executive 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.

By-Law 12: FINANCES

12.1 Financial Reports: Regular financial reports shall be presented to the membership and to the Board. A reviewed financial report shall be presented to the District membership at the Annual Meeting.

12.2 Expenditures: Budgeted expenditures may be disbursed by the Treasurer when approved by the Board. Unbudgeted expenditures over the amount of one hundred dollars (\$100) must be approved by the Board prior to expenditure.

12.3 Security: The OHA's insurance coverage shall provide for Security of the Treasurer to cover any loss of the funds of the District.

12.4 Mileage: District 4 shall pay mileage for directors and officers at the same rate as the O.H.A. The O.H.A. complies with the CRA mileage rate.

By-Law 13: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and Officer of the District 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 District 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 District; 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 District. The OHA provides insurance to cover this liability of the District.



**DISTRICT 4
ONTARIO HORTICULTURAL ASSOCIATION
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By-Law 14: RULES OF ORDER

The latest edition of Robert's Rules of Order shall govern proceedings at all meetings of the District. If the rules of order are in conflict with the By-Laws, the latter shall prevail.

By-Law 15: AMENDMENTS

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

- a) A notice of motion in writing of the proposed amendment, or revocation, has been submitted to the Secretary 30 days before the meeting.

- b) Any Society, which is in good standing, may submit such notice of motion in addition to the Officers and Directors of the District.

- c) The Secretary shall notify all Societies of proposed amendments 10 days prior to the meeting.

Approved on April 1, 2023 at the District 4's Annual General Meeting held in Norwood..

A signed and sealed copy resides in the permanent records of the District
