



# Thunder Bay Horticultural Society

## Constitution

### **Revisions**

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### **Definitions**

"**ACT**" mean s Agricultural and Horticultural Organization Act R.5.O 1990, Chapter A.9.

"**AGM**" mean s Annual General Meeting.

"**AHOA**" mean s Agricultural and Horticultural Organization Act R.5.O. 1990, Chapter A.9 also ref erred to as the Act.

"**Association**" means the Ontario Horticultural Association.

"**Audit**" means an examination of the books and records by a qualified auditor.

"**Auditor**" is an individual who is engaged in public accounting, and is therefore qualified to conduct an audit of the books and records of the Society in accordance with Canadian generally accepted accounting principles.

"**Board**" means all the elected members that conduct the day-t o-day business of t he Society also known as the Board of Directors.

"**Director**" means an elected member to the Board by whatever name they are called.

"**Ex-officio**" meaning the position some one automatically gains because of another job or position they already hold.

**"Fiduciary"** means trust, and a person with a fiduciary duty has a legal obligation to maintain that trust and to act solely in the best interest of the Society.

**"Member In Good Standing"** means a member who has paid their yearly membership dues.

**"Officer" means** an elected member of the Board who has a designated position i.e. President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer.

**"OHA"** means Ontario Horticultural Association.

**"OMAFRA"** means Ontario Ministry of Agricultural Food and Rural Affairs.

**"ONCA"** means Ontario Not-for-Profit Corporations Act, 2010, 5.0. 2010, c. 15.

**"Reviewer"** means a person engaged in accounting services such as a bookkeeper.

#### **Article I - Name**

The name of the organization shall be the "Thunder Bay Horticultural Society" also known as "the Horticultural Society" and/or "the Society".

#### **Article II - Authority**

The Society is incorporated under the Agricultural and Horticultural Organizations Act of the Province of Ontario. All articles of this constitution shall be read to conform to the Agricultural and Horticultural Organizations Act (AHOA) and the Ontario Not -for-Profit Corporations Act (ONCA).

The Society shall function as a non-profit organization dedicated to carrying out its purpose and any profits or other accretions shall be used in promoting its objects.

#### **Article III - Head Office**

The head office of the Society shall be located within the City of Thunder Bay and surrounding areas in the Province of Ontario and at such a place therein as determined from time to time by the Board of Directors of the Society.

#### **Article IV - Purpose**

The mission of the Horticultural Society is to encourage interest and improvement in horticulture by,

- a. holding meetings respecting the theory and practice of horticulture;
- b. encouraging the planting of trees, shrubs, and flowers on public and private grounds;
- c. promoting outdoor art, public beautification, balcony, and plot gardening;
- d. by arranging field trips, contests, competitions, and exhibitions related to horticulture and awarding prizes;
- e. distributing seeds, plants, bulbs, flowers, trees, and shrubs;
- f. promoting the protection of the environment;
- g. promoting the circulation of horticultural information through any media;
- h. promoting the benefits of therapeutic horticulture and by
- i. stimulating an interest in the study of horticulture.

#### **Article V - Expenditures Restricted**

The society shall not expend more than one-half of its total annual receipts, excluding grants or donations made for specific purposes, upon any one of the objects enumerated in Article IV Purpose, except for the purposes of planting trees, shrubs and plants on public grounds and the promotion of outdoor art and public beautification.

## **Article VI - Affiliation**

The Society is a member of the Ontario Horticultural Association (OHA) and is classed as an affiliated Society.

## **Article VII - Membership**

Every person six years and older may join the Society by paying the annual fee set out by the Society, but no person under the age of eighteen years is eligible to vote at any of the Society's meetings. The by-laws set out the classes and directives for membership.

## **Article VIII - Board of Directors**

1. The Board of Directors shall be comprised of the elected and appointed Officers and Directors of the Society.
2. Administers the day-to-day affairs of the Society and has the power to act for and on behalf of the Society in all matters, subject to the AHOA, the ONCA and the Society's constitution, by-laws, policies and procedures.
3. There shall be a minimum of five (5) Directors, each serving a two-year term. The election of Directors shall be staggered so that approximately half are elected each year by the membership at the Society's AGM.
4. A Director shall be eligible for re-election at the end of the two-year term for up to two consecutive terms but may be re-elected should no other candidates come forward.  
The President, First Vice President and Second Vice President and Directors shall be elected by the members at the AGM.
6. The Board shall appoint a qualified Treasurer, Secretary or a Secretary-Treasurer as defined in the by-laws.  
In the event of a vacancy occurring on the Board by death, resignation, or removal a quorum of the remaining Directors may appoint a qualified member to fill such a vacancy until the next Society 's AGM at which time the vacancy will be filled by election. The vacancy is not required to be filled if it results in an increase in the minimum number of Directors or failure to elect the minimum number of directors.  
In the event the number of Directors falls below the minimum number required a meeting shall be called to elect enough directors to meet the minimum requirements.
9. May have the power to enter into contracts in the name of the Society in accordance with policies and practices approved by the general membership.
10. May establish various committees from time to time in order to conduct it s business effectively. Each committee is established by a motion that sets out its "Terms of Reference" as set out in the by-laws.  
Ensure s that an auditor or reviewer has been appoint ed at the AGM to carry out the audit or review of the financial records for the ensuing year.  
Directors elected or appointed shall consent in writing to hold office as a director upon election.
13. The By-law s set out the duties of the Board.

## **Article IX - Officers of the Board**

1. The President, First Vice President, Second Vice President, Secretary, and Treasurer are known as the Officers of the Board.
2. The By-laws set out the duties of the Officers.

## **Article X - Voting**

Voting is set out in the By-laws.

#### **Article XI - Meetings of the Society**

1. All meetings may be held either at an in-person venue or via electronic means provided such means allows all in attendance the ability to hear and also the opportunity to have a voice and to vote.  
The Annual General Meeting of the Society shall be held not more than fifteen months after the holding of the last preceding AGM as determined by the board of directors.
3. The By-laws set out all other rules and procedures of the Society's meetings.

#### **Article XII - Finance**

The Society will maintain its accounts at a chartered bank, or credit union, which is incorporated in the Province of Ontario, is a member of the Canada Deposit Insurance Corporation, and has a branch in the City of Thunder Bay.

#### **Article XIII- Rules of Order**

The latest issue of Robert's Rules of Order shall govern the Society on all matters not covered by this Constitution or by-laws.

#### **Article XIV - Amendments to the Constitution**

- 1 The Constitution may be amended 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. A notice of motion in writing of such proposed amendment(s) must be submitted to the Society's e-mail [tbayhort@gmail.com](mailto:tbayhort@gmail.com) or submitted to the Secretary at a general meeting where the submission will be acknowledged in writing by both the secretary and President, at least sixty (60) days in advance of the meeting so that all members may be notified within a period of thirty-one (31) days prior to the meeting. Any member in good standing and eligible to vote may submit such a notice of motion.

#### **Article XV - Dissolution**

The Society shall comply with any directions received from OMAFRA with reference to disbursements of any kind. The remaining assets shall be distributed within its own community to a charitable group(s) or organization(s) having aims similar to the Society or some other charitable purpose(s).

The Constitution has been approved by the General Membership as of November 16, 2023

Susan Prince, Member

S Prince  
Signature

Sept 19/23  
Date (D/M/Y)

Shirley Robson, Director

Shirley Robson  
Signature

Sept 19/2023  
Date (D/M/Y)

Vickie Bureau, President

V Bureau  
Signature

Sept. 19/2023  
Date (D/M/Y)