

Kemptville Horticultural Society

CONSTITUTION

NAME

This organization shall be known as the Kemptville Horticultural Society and is hereinafter referred to as "the Society".

NON-PROFIT

The Society shall be carried on without purpose of gain for its members, and any profits or other gains to the Society shall be used in promoting its purposes.

OBJECT

The Objects of the Society shall be:

- a) To encourage interest in horticulture by holding meetings, shows, and competitions; to distribute seeds, plants, books and magazines; and to plant shrubs, trees and flowers in order to improve home and public grounds by the activities of the Junior and Adult members of the Society.
- b) To receive donations and fees for these purposes.

OFFICE

The office of the Society shall be situated in the Town of Kemptville, County of Leeds and Grenville, in the Province of Ontario.

MEMBERSHIP

- a) Membership in the Society shall consist of all persons who have paid their membership dues, plus Life Members.
- b) Membership in the Society shall be in effect from October 1st to September 30st each year.

EXECUTIVE

- a) The Executive Officers of the Society shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Immediate Past President.
- b) The President, Vice-President and Secretary shall be elected at the Annual General Meeting (AGM) in November and will enter into their duties immediately.
- c) The Treasurer and two auditors shall be appointed at the AGM and enter into their duties immediately.
- d) The Immediate Past President shall be an ex-officio member of the Executive.

DUTIES OF THE OFFICERS

- a) The President shall preside at all monthly general meetings of the Society as well as Executive meetings, and shall be an ex-officio member on all committees.
- b) The President will only vote in the event of a tied vote.
- c) The Vice-President, in the absence of the President, shall preside at all meetings of the Society and the Executive.
- d) The Secretary shall perform the secretarial duties for the Society and shall keep proper records of the general membership meetings, board of director meetings, and the AGM.
- e) The Treasurer shall account for all funds received and expended on behalf of the Society, shall submit financial reports as required to meetings of the Society and Executive, and shall present the audited financial statements to the AGM for the Society fiscal year end of September 30th.
- f) The Treasurer shall submit audited financial statements by the required date including the completed annual forms to the Ontario Ministry of Agriculture, Food and Rural Affairs (OMAFRA) to maintain the Society's legal status and request the annual grant and shall submit financial statements to the Canada Revenue Agency for the taxation year.
- g) The Treasurer shall be bonded by the Ontario Horticultural Association (OHA) with fees paid for by the Society.
- h) The Immediate Past President is an ex-officio member of the Board of Directors and the Executive and is available for consultation within the Society and has voting privileges.

BOARD OF DIRECTORS

- a) The Board of Directors shall consist of the elected Officers, the appointed Treasurer, and four elected Directors.
- b) The Board of Directors shall assume their duties at the AGM and oversee the operation of the Society, including establishing committees.
- c) The Board of Directors shall insure that the Society has an annual yearbook, a monthly newsletter, a current web site, and hospitality at the monthly meetings.

COMMITTEES

- a) Committees can include, but are not limited to:
 - a. Program
 - b. Publicity
 - c. Junior Gardeners
 - d. Public Planting
 - e. Membership
 - f. Flower Shows
- b) A committee shall consist of a minimum of three members.

DUTIES OF THE COMMITTEES

- a) Program - to provide interesting and informative programs for the general monthly meetings.
- b) Publicity - to provide information through the media and other means that will stimulate interest in and promotion of the objects of the Society.
- c) Junior Gardeners - to encourage participation and assistance to the junior members of the Society in Projects sponsored by the Society.
- d) Public Planting - to plan, organize, and follow through to completion projects as may be interesting and beneficial to the public.
- e) Membership - to set up programs that will be of assistance to Society members and the public at large through resources provided by the Society. Also, to encourage persons interested in horticulture and gardening in general to become members of the Society.
- f) Flower Shows - to set dates, arrange accommodation, procure judges, provide and record prizes and clean up after all shows sponsored by the Society; also to annually edit, revise, print and distribute to all members a prize list and show calendar in the name of the Society.

MEETINGS

- a) A Society AGM shall be held in November each year at a time and place determined by the Board.
- b) A schedule of the monthly meetings and the programs shall be published in the yearbook.
- c) A minimum of one Board meeting will be held every year as determined by the Board.
- d) Executive meetings shall be called by the President or any member of the Executive with a minimum of seven days' notice.
- e) At a general meeting, a quorum shall consist of 50% + 1 of the membership.
- f) All meetings may be held at an in-person venue or may be held via electronic means provided such means allows all in attendance the ability to hear and also the opportunity and ability to have voice and to vote as provided by the by-laws.

MEMBERSHIP FEES

- a) There will be an annual membership fee.
- b) Any changes in fees will be proposed by the Board and approved by two thirds of the membership present at the AGM.

FINANCIAL COMMITMENTS

- a) The Society shall pay any fees levied by the OHA and District 1 of the OHA.
- b) Expenditures incurred by the Society shall be paid without undue delay.

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:

- a) all costs, charges and expenses whatsoever such Director or Officer sustains or incurs

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 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.

DISSOLUTION

- a) The Society shall be dissolved only with the approval of a two thirds majority of the members of the Society attending a special meeting duly called for the purpose of dissolving the Society.
- b) In the event of the dissolution of The Society, all remaining assets after payment of debts will be distributed to another Charity registered under, or another qualified donee described in, the *Income Tax Act (Canada)* within the Ontario Horticultural Association.
- c) The Society will abide by all regulations as set forth in the *Agricultural and Horticultural Organisations Act*, the Ontario Horticultural Association Constitution and the District 1 Constitution.

Revised 23 June 2022

Name (please print) ARLINE RUTTER President. Signature A. B. Rutter

Name (please print) Vicki Foerster Secretary. Signature V. Foerster

Name (please print) Gail Bourque Director. Signature Gail Bourque