



Constitution of District 9 of the Ontario Horticultural Association

ARTICLE I Name

The name of this organization shall be Niagara District 9, (hereinafter called the *District*), one of the districts of Ontario Horticultural Association (hereinafter called the *Association*).

ARTICLE II Mission

The Mission of the District shall be to provide leadership and assist in the promotion of education to encourage interest and improvement in horticulture, and related environmental issues in Niagara Region and in Ontario, through an expanding network of horticultural societies dedicated to beautification of their 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 III Organization

The District through the Association 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

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

ARTICLE V Membership

Membership in the District shall be open to horticultural societies duly incorporated under the *Act*, and related organizations that support the mission of the District and the Association. The classes of membership and their terms of reference shall be as provided in the By-Laws of the Association.

ARTICLE VI Administration

The Societies in the District shall be assigned within the geographical location as deemed by the Association's By-Laws. The members in accordance with the *Act* shall elect a board of Directors. The terms of reference for election/appointment and the duties to be performed by Directors and Officers shall be provided in the By-Laws of the District.

Article VII Amendments

The Constitution may be amended or revoked provided that the changes are approved by 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 or revocation must be submitted to the District Secretary at least 90 days in advance of the meeting, and all societies notified within 60 days. Any member of a society may submit such a notice of motion.



By-Laws of District 9 of the Ontario Horticultural Association

By-Law 1 INTERPRETATION

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

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;
2. "*Association*" means the Ontario Horticultural Association;
3. "*Audit*" means an examination of books and records by a qualified Auditor;
4. "*Auditor*" is an individual or individuals who are qualified Chartered Accountants, and who are therefore qualified to conduct an audit of the books and records of the Association in accordance with Canadian generally accepted accounting principles.
5. "*Board*" means the Board of Directors of the Association;
6. "*District*" refers to a group of societies designated by the Association as a geographic entity within the Province;
7. "*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.
8. "*Horticultural Society*" or "*Society*" means Horticultural Society, Garden Club or Garden and Horticultural Society incorporated under the Act.

9. "Member" shall be any organization that has paid their current membership fee as set from time to time by the membership at an annual meeting;

By-Law 2 HEAD OFFICE

The head office of the District shall be located in the Niagara Region of the Province of Ontario at such place therein as the Board of Directors may from time to time determine.

By-Law 3 MISSION

The Mission of the District shall be to provide leadership and assist in the promotion of education to encourage interest and improvement in horticulture, and related environmental issues in Niagara Region and in Ontario by,

- 3.1 holding meetings respecting the theory and practice of horticulture;
- 3.2 encouraging the planting of trees, shrubs and flowers on public and private grounds;
- 3.3 promoting balcony and community gardening and outdoor beautification;
- 3.4 arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
- 3.5 distributing seeds, plants, bulbs, flowers, trees and shrubs;
- 3.6 promoting the protection of the environment;
- 3.7 promoting the circulation of horticultural information through any media;
- 3.8 promoting the benefits of therapeutic horticulture; and
- 3.9 stimulating an interest in the study of horticulture.

By-Law 4 Membership

- 4.1 Eligibility
Any organization devoted to horticulture (hereinafter called Society/Societies) which complies with the provisions of Bill 66, An Act Respecting Agricultural and Horticultural Societies, of the Ontario Legislature, and which pays the annual membership fee, is entitled to be a member of the District.

- 4.2 Fees
Membership fees shall be as determined from time to time by two-thirds (2/3) vote of members present both at an Advisory Board meeting and at the next annual meeting of the District. Any change in fee structure shall take effect in the fiscal year the change is ratified.

AMENDMENT:

AS PER THE VOTE TAKEN AT THE ADVISORY BOARD MEETING ON APRIL 6TH, THAT THERE BE A DISTRICT 9 SOCIETY FEE INCREASE FROM .50 PER PERSON FOR EACH SOCIETY TO \$1.00 PER PERSON. THIS IS BASED UPON THE ANNUAL REPORT SUBMITTED FOR 2023. ALL WERE IN FAVOUR. NO ABSTENSIIONS. PROPOSED: ON APRIL 27TH, THAT ATTENDEES VOTE ON THIS FEE INCREASE FROM .50 PER PERSON TO ONE DOLLAR PER PERSON. ALL PERSONS IN ATTENDANCE ARE ELIGIBLE TO VOTE AS LONG AS THEY ARE MEMBERS IN GOOD STANDING OF A DISTRICT 9 SOCIETY/GARDEN CLUB. THIS WILL TAKE EFFECT IN THE FISCAL YEAR OF 2024.

4.3 Rights

The rights of individual Societies (or members of these Societies), which are members of the District, shall be as determined hereinafter in the Constitution and/or in By-Laws and Operating Policies and Procedures.

By-Law 5 Administration

5.1 General

There shall be elected officers, ex-officio advisors, an Executive Board, and an Advisory Board.

5.2 Executive Officers

The elected officers shall include a Director, Three Assistant Directors, have an elected or appointed a Secretary and an appointed Treasurer.

5.3 Ex-officio Advisors

The ex-officio advisors shall include the presidents of member Societies, former Directors of the District and the local Rural Organization specialists of OMAF.

5.4 Executive Board

The Executive Board shall consist of the elected officers, an appointed Treasurer, the immediate Past Director and one President or Past President of a Society not otherwise represented.

5.5 Advisory Board

The Advisory Board shall consist of the elected officers and the ex-officio advisors.

5.6 Term of Office

A Elected

The officers shall be elected each year at the District Annual Meeting. Their term of office shall begin at the end of each District Annual Meeting. Vacancies in office during the year shall be filled by the Executive Board. Directors are elected annually and may be re-elected for a maximum of five years. An additional one-year of service is acceptable in extreme circumstances.

B. Other

1. Society presidents shall have the same term of office as ex-officio advisors as they have in their Society as president.
2. Former Directors, shall be ex-officio advisors for life, or until they voluntarily resign, or at anytime after they absent themselves from District administrative decisions for three consecutive years.

By Law 6 Meetings

6.1 District

A. Annual

The District shall hold an Annual Meeting each spring, generally in April. It shall be held on the scheduled date and shall start no earlier than 8 a.m. at a designated place, which must be located within the District.

(a.) Procedure

At the Annual Meeting:

- (1) Reports of the officers, Advisory Board and of member Societies shall be presented and/or tabled;
- (2) 1 Certified Auditor or 2 Financial Consultants shall be appointed;
- (3) A District budget may be adopted;
- (4) Election shall be held; and
- (5) Any other business, which may be brought forward by a delegate, shall be considered.

(b) Voice All those attending shall have a voice.

(c) Vote All members of Societies shall have a vote in general matters. When a vote count is ordered or when there is a vote by secret ballot, those having a vote shall be:

- (1) Members of the Advisory Board who shall each have one vote.

B. Fall Forum

A horticultural information forum shall be held each fall on a Saturday, generally in September. A District Business meeting shall be a part of the forum. In the business meeting voice and vote for delegates shall be the same as for the Annual Meeting.

6.2 Advisory Board

At least one meeting of the Advisory Board may be held annually, generally in the fall. Others may be held. For each meeting an agenda with supporting material should be pre-circulated but any business brought forward shall be considered. Meetings of the Advisory Board held immediately before, after or during a District or Association event may be called without advance notice. Ex-officio and elected members shall have voice and one vote. Representatives of Society presidents shall have voice only. Other who may attend shall have voice only.

6.3 Executive Board

The Executive Board shall meet from time to time as called by the Director.

6.3 Polls

When advice from, or a decision by the Advisory or Executive Board is required, telephone, electronic, or mail polls may be used to make necessary decisions.

6.4 Quorums

A. District Meetings

Representatives from half of the Societies plus one shall constitute a quorum anytime a vote is taken at a District Meeting.

B. Advisory Board

Five (5) ex-officio memberships plus three (3) officers shall constitute a quorum anytime a vote is taken at a meeting of the Advisory Board.

C. Executive Board

Four (4) members of the Executive Board shall constitute a quorum when convening a meeting and at anytime a vote is taking at these meetings.

By- Law 7 Duties and Authority

7.1 Duties

General Duties of the membership of member Societies, officers, the Advisory Board, auditors and committees shall be as determined by the Advisory Board or Association from time to time. These shall be incorporated into the By Laws and/or Operating Policies and Procedures and shall be in effect until amended or rescinded.

7.2 Authority

The legal authority for the District shall be vested in the Advisory Board. Between meetings of the membership this Board shall have the authority to act for the membership. Between meetings of this Board, the Executive Board shall have this authority. At other times the authority to act for the District shall be as determined by the Advisory Board.

By Law 8 Finances

8.1 Fiscal year

The Fiscal year shall be the Calendar year.

8.2 Financial Reports

A reviewed financial report may be presented to the membership at the Annual meeting. Regular financial reports shall be presented to the Advisory and Executive Boards.

8.3 Budget

A budget for the succeeding year shall be approved by the Advisory Board at its fall meeting. This budget may be presented at the Annual Meeting for ratification or revision.

8.4 Expenditures

Expenditures may be disbursed by the Treasurer when authorized by the Director. Expenditures over the amount of fifty dollars (\$50) must be approved by the Executive Board prior to the expenditure.

8.5 Security

The District shall provide for security of the Treasurer to cover any loss of the funds of the District.

By Law 9 Constitution

9.1 Adoption

These separate articles and sub-articles of this Constitution shall be considered to be adopted when separately approved by a vote of eight (8) Society presidents, by three (3) District officers.

9.2 Ratification

This Constitution must be ratified by a majority vote at a District meeting after it has been adopted. Changes may be made by a two thirds (2/3) vote.

9.3 Amendments

9.3.1 Mandated

Any Change in this Constitution necessary to conform to the Constitution of the Association shall be authorized by the Executive Board and made by the Secretary.

9.4 Other

Amendments not contrary to the Constitution of the Association may be adopted at the meeting of the Advisory Board by a vote of two thirds (2/3) of those attending or by a poll of majority of the Board membership. Adopted amendments must be ratified by a majority vote at a subsequent District meeting. Changes may be made by a two thirds (2/3) vote.

9.5 Repeal

Any other Constitution for the District, which may exist, is hereby rescinded.

Amendment to Article 4.2 under Fees was adopted by vote on April 6, 2024 of the Advisory Committee (President's Meeting) by all. Voted upon and ratified by the membership at the District 9 Annual Meeting held at Niagara Falls on April 27, 2024. All in favour.