

ONTARIO HORTICULTURAL ASSOCIATION

CONSTITUTION

Article I NAME

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

Article II MISSION

The mission of the Association shall be to provide leadership and assist in the promotion of education and interest in all areas of horticulture and related environmental issues in Ontario, through an expanding network of horticultural societies dedicated to the 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 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 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 AFFILIATION

Affiliation in the Association shall be open to horticultural societies duly incorporated under the Act, and related organizations that support the mission of the Association. The classes of affiliation and their terms of reference shall be as provided in the By-Laws of the Association. (19-4)

Article VI ADMINISTRATION

The Societies in the Association shall be organized into geographical regional districts. The boundaries of a district and the allocation of societies in each shall be as provided in the By-Laws of the Association. A Board of Directors shall be elected by the delegates of the Affiliated Societies/Clubs which are in good standing in accordance with the Act. The terms of reference for election/appointment and the duties to be performed by Directors and Officers shall be as provided in the By-Laws of the Association. There shall be a Past Presidents' Council consisting of former Presidents of the Association. (19-5)

Article VII AMENDMENTS

The Constitution may be amended or revoked 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 or revocation must be submitted to the Association Secretary at least 60 days in advance of the meeting so that all societies may be notified within a period of 50 to 40 days prior to the meeting. Any member in good standing of an Affiliated Society/Club may submit such a notice of motion. (19-6)

The Constitution may be amended or revoked 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 or revocation must be submitted to the Association Secretary at least 60 days in advance of the meeting so that all societies may be notified within a period of 50 to 40 days prior to the meeting. Any member of a society may submit such a notice of motion. (18-4)

Amended July 19-21, 2019 - on the occasion of the Association's convention held in Windsor.

A signed and sealed copy resides in the permanent records of the Association.

July 21/2019
Date

Katharine Smyth

Katharine Smyth, President,
Ontario Horticultural Association

ONTARIO HORTICULTURAL ASSOCIATION

BY-LAWS

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. "Affiliated Society/Club" shall be any organization that has paid their current affiliation fees as set from time to time by the delegates at an Annual General Meeting and has fulfilled the duties which may be determined from time to time by the Board of Directors of the Association. (19-7)
11. "member"- an individual who pays the annual fee to an Affiliated Society/Club according to the Act (19-9)

By-Law 2 HEAD OFFICE

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

By-Law 3 CORPORATE SEAL

The seal, an impression of which is stamped in the margin hereto, shall be the corporate seal of the Association.

By-Law 4 MEMBERSHIP

Affiliation in the Association shall consist of the following classes: Affiliated Society/Club, Associate, and Partner. The Board of Directors may establish other categories, provided that the category is subsequently ratified by the delegates at an Annual General Meeting of the Association. (19-10)

- 4.1 The class known as Affiliated Society/Club shall be open to any horticultural society incorporated under the Agricultural and Horticultural Organizations Act, hereinafter called the Act. An annual fee shall be assessed each Affiliated Society/Club on a per capita basis. The Board of Directors shall recommend the fee for ratification at the Annual General Meeting or Special Meeting of the Association. The Secretary shall notify societies of any proposed change in fees between 50 and 40 days prior to the Annual General Meeting. (19-11)
- 4.2 Associate: The class known as Associate shall be open to organizations that meet the requirements of the following:
 - a) Article 36 of the Act.
 - b) The Board of Directors must approve each Associate affiliation. Associates shall have such privileges as the Board shall determine. Associates may receive communications and attend District and Annual General Meetings, but have no vote.

The Board of Directors shall recommend the annual fee for Associates for ratification at an Annual General Meeting or Special Meeting of the Association. (19-12)

- 4.3 Partners: The class known as Partners shall be open to allied horticultural organizations. Partners may receive communications and attend District and Annual General Meetings, but do not have voting rights. The Board of Directors must approve partners. The Board of Directors shall recommend the annual fee for Partners, for ratification at an Annual General Meeting or Special Meeting of the Association. (19-13)

By-Law 5 ADMINISTRATION

- 5.1 The BOARD OF DIRECTORS shall consist of the Officers of the Association and the District Directors. (19-14)
- 5.2 The OFFICERS of the Association shall be the President, Immediate Past President or the designate of the Past Presidents' Council appointed under By-Law 6, 6.9, Vice President, 2nd Vice President, Secretary, Treasurer and two Directors one from each identified region of the province. (19-15)
- 5.3 The Officers of the Association shall transact the business of the Association between meetings of the Board.
- 5.4 Past Presidents of the Association shall form the PAST PRESIDENTS' COUNCIL. The Past Presidents' Council will be represented by the Immediate Past President or the person identified in By-Law 6, 6.9 on the board. (19-16)
- 5.5 All Officers except the Secretary and the Treasurer shall serve for a one-year term, unless re-elected. The Immediate Past President or the person identified in By-Law 6, 6.9 shall remain so long as a new President is not elected. (19-16)
- 5.6 Elected by the Districts, or appointed by the Officers under By-Law 5, 5.3, District Directors are members of the Association's Board of Directors. District Directors take office in the Association as of the date of election by their District or appointment by the Officers. District Directors who are elected annually may be re-elected for a maximum of five years; however, an additional one year of service is acceptable under extreme circumstances. District Directors are formally introduced as members of the Association's Board of Directors at the Association's Annual General Meeting. (19-17)
- 5.7 The Board of Directors may empower the Officers to act with the full authority of the Board.

5.8 The Board of Directors shall meet at least three times each year.

5.9 The Officers shall meet at the call of the President, or at the call of any three Officers. (19-18)

5.10 The OHA Board of Directors may establish and approve Policy and Procedure for implementation by the OHA and the Districts. (18-8)

By-Law 6 ELECTION/APPOINTMENT OF OFFICERS AND AUDITOR

6.1 The Board shall hire the Secretary and the Treasurer. The Board shall appoint from within itself two regional representatives from different identified regions of the province to serve as Officers. The President, Vice President and 2nd Vice President are elected annually by the general membership. The two Regional representatives shall be elected during the Post-Convention Board meeting held in conjunction with the Convention and AGM. The term of the regional representatives shall start at the time of election and terminate at the Post Convention Board meeting held at the Convention and AGM the following year. (18-13, 18-16)

6.2 An Auditor(s) shall be recommended by the Board, and elected by the voting members at the Annual General Meeting, to carry out the audit of the ensuing year.

6.3 A Nominating Committee, chaired by the Immediate Past President or the person identified in By-Law 6, 6.9, shall be appointed by the Board to ensure that candidates are available for each Office. All nominations must be forwarded to the Association Secretary, who shall forward them to the Committee Chair. A Report of the Nominating Committee shall be submitted to Affiliated Societies /Clubs 50 to 40 days prior to the Annual General Meeting. The Chair of the Nominating Committee shall call for any further nominations from the floor at the Annual General Meeting, and complete the nomination process. (19-19)

6.4 Nominees for Office should be a past or present director, having served on the Board for at least two years, or a past or present holder of an executive position on the Board.

6.5 A nomination must include the following information:

1. Name of the Office and the nominee
2. A signed statement of the nominee's acceptance
3. A brief outline of the experience and qualifications of the nominee
4. A nomination must be proposed and seconded by current executive of an Affiliated Society/Club. (19-19)

6.6 Should the need for a vote arise, the candidate receiving a simple majority vote in a secret ballot shall be declared the winner. The election shall be carried out according to the Association's By-Laws. (15/5)

6.7 A serving Director, other than the two Directors identified in By-Law 5, 5.2, who is elected to provincial office of the OHA shall resign the directorship, and the District affected shall rely upon the process set out in By-Law 13, 13.5.1. (18-14)

6.8 For an Officer of OHA, except for the Secretary and the Treasurer and the Immediate Past President or the person identified in By-Law 6, 6.9, 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 from among themselves, subject to succession by the next ranking Officer. (19-16)

6.9 If the Immediate Past President is unwilling or unable to carry out the responsibility of the office, the Board will approach the Chair of the Past Presidents' Council for guidance to fill the position for the remainder of the term. The Board must review and by vote approve any person identified by the Past Presidents' Council to fill the position under this process. (17-8)

By-Law 7. DUTIES OF OFFICERS AND DIRECTORS

7.1 President. The President, as Chief Executive Officer, shall be responsible for the general management and direction of the business and affairs of the Association, and perform duties incident to the office and those prescribed from time to time by the Officers and the Board of Directors. The President shall be a member of all Committees . The President or designate shall preside at all meetings of the Officers, Board of Directors and meetings of members. (19-38)

7.2 Past President. The immediate Past President or the person identified in By-Law 6, 6.9 shall advise and assist the President where needed. (19-17)

7.3 Vice President and 2nd Vice President. It shall be the duty of the Vice President and 2nd Vice President to assist the President where needed. (18-16)

7.4 Secretary. The Secretary shall attend all meetings of the Association and keep correct minutes, conduct the correspondence of the Association, and perform such other duties as may from time to time be prescribed by the Board. The Secretary has a voice but no vote.

7.5 Treasurer. The Treasurer shall receive and account annually, or as often as may be required by the Board and applicable government authorities, for all monies, bonds and other securities belonging to the Association, which shall be invested in accordance with the direction of the Finance Committee. All books and records of the Association shall be audited at the end of the fiscal year. The Treasurer shall submit all invoices for payment to the Secretary and the President or Vice President or 2nd Vice President who shall approve for payment. The Treasurer chairs the Finance Committee and on a regular basis reports all financial matters to this committee. The Treasurer has a voice but no vote. (18-16)

7.6 District Directors. District Directors are expected to attend all Board meetings, serve on committees, and may be appointed to represent the Association on other Boards' meetings. District Directors have a voice and vote. If a District Director is unable to attend an Association Board meeting or other Boards' meetings, they are expected to send a competent individual from their District Executive to the meeting, when possible. At Association Board meetings, this individual has a voice and no vote. (19-20)

By-Law 8 COMMITTEES

In addition to the Nominating Committee (By-Law 6.3) other standing committees shall be named as follows:

8.1 Finance. The Finance Committee, chaired by the Treasurer, and consisting of the Officers of the Association, shall be responsible for the preparation of the annual budget and for the monitoring of its performance. The association's annual budget is to be presented and approved by the Board of Directors at the fall meeting. The Finance Committee is also responsible for reviewing investments, insurance plans, fundraising, expense reimbursements policies, financial controls and other matters related to the financial well-being of the Association. The Committee shall make recommendations on these matters and provide advice to the Board of Directors as needed.

- 8.2 Awards. The Awards Committee, chaired by the Awards Coordinator, and consisting of the President, the Vice President, 2nd Vice President, the Immediate Past President or the person identified in By-Law 6, 6.9, the Secretary, the Chair of the Past Presidents' Council, and the two Directors as identified in By-Law 5, 5.2, shall select award winners in recognition of their outstanding work in the pursuance of the objectives of the Association and the budget approved by the Board. The Awards Coordinator shall attend all Awards Committee Meetings. Regulations for the presentation of awards are presented in a separate Awards document. (19-16)
- 8.3 Standing Committees. Such other Standing Committees as identified by the Board of Directors shall be named. All Standing Committees are accountable to the Board, which shall define the membership, budget and responsibilities of each committee.
- 8.4 Ad Hoc Committees. The Board may establish Ad Hoc committees from time to time in order to conduct its business more effectively. All Ad Hoc Committees are accountable to the Board, which shall define the membership, budget and responsibilities of each committee.

By-Law 9 FISCAL YEAR AND AFFILIATION YEAR (19-21)

- 9.1 The fiscal year of the Association shall be from January 1st to December 31st.
- 9.2 Affiliation with the Association shall be from January 1st to December 31st. (19-22)

By-Law 10 QUORUMS AND VOTING

- 10.1 A quorum for meetings of the Officers shall be 50% plus one of the Officers. At all meetings of the Officers, every question shall be decided by a majority vote. In case of a tie, the Chair shall cast the deciding vote. (19-23)
- 10.2 A quorum for meetings of the Board of Directors shall be twelve voting members of the Board. At all meetings of the Board, every question shall be decided by a majority vote. In case of a tie, the Chair of the meeting shall cast the deciding vote. (19-24)
- 10.3 At the Annual General Meeting or any Special Meeting of the Association, 100 voting delegates representing at least 50 Affiliated Societies/Clubs in good standing shall constitute a quorum. (19-19)

By-Law 11 ANNUAL GENERAL MEETING

- 11.1 The Annual General Meeting shall be held at such time and place as the Board of Directors may decide for the purpose of allowing delegates to review the work of the year, prepare policy, approve the audited financial report, elect officers and auditor, and conduct such other business deemed necessary. All Affiliated Societies/Clubs shall be notified by February 15th of the Annual General Meeting and invited to send delegates. (19-25)
- 11.2 Each society shall be entitled to two voting delegates; any society having membership exceeding one hundred, shall be entitled to an additional delegate for each fifty members or fraction thereof up to a maximum of 20 delegates.
- 11.3 In the event that a Society does not have a full number of delegates attending the Annual General Meeting, then the proxy voting rights of the non-attending delegates may be assigned to any other voting delegate or to the Association Secretary.
- 11.4.1 Any Director, all Past Presidents and any Officer except the Secretary and the Treasurer shall have voting rights at Annual General Meetings or any Special Meeting of the Association. (17-20)

- 11.4.2 In the event that any Director, the Immediate Past President, any person holding a position under By-Law 6, 6.9, any person holding a position under By-Law 13, 13.5.1 or any Officer is unable to cast a vote, the proxy voting rights of such person(s) shall only be assigned to the Association Secretary. (17-21)
- 11.4.3 In the event that any Past President not holding a position under By-Law 6, 6.9 is unable to cast a vote, the proxy voting rights of such person(s) shall be assigned to a member of the Past Presidents' Council. (17-22)
- 11.5 The Board of Directors may call Special Meetings of the Association whenever it deems advisable. Notice of all Special Meetings, with a statement of the subjects to be discussed, shall be sent to Affiliated Society/Clubs between 50 and 40 days prior to said meeting. (19-26)
- 11.6 The President and Association Secretary shall prepare an agenda and order of business prior to calling the Annual General Meeting, and a copy of such agenda shall be sent to each society together with notice of such meeting.
- 11.7 The Treasurer shall present to the general membership, at the Annual General Meeting, audited financial statements of assets and liabilities as well as income and expenditures for the prior fiscal year, with copies available for distribution to each Society.
- 11.8 The Board of Directors shall provide leadership and assist in the promotion of education and interest in all areas of horticulture and related environmental issues in Ontario, through an expanding network of Association horticultural societies dedicated to the beautification of their communities between general meetings, and report its activities at the Annual General Meeting.
- 11.9 The Secretary shall make available to all Affiliated Societies/Clubs the Minutes of the Annual General Meeting and/or Special Meeting no later than 60 days after the Annual General Meeting or Special Meeting. (19-27)

By-Law 12 EXECUTION OF DOCUMENTS

- 12.1 The President or the Vice President together with the Secretary or the Treasurer shall sign all cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange.
- 12.2 The President or the Vice President together with the Secretary or Treasurer may sign contracts, documents or any instructions in writing requiring the signature of the Association. The Officers have power from time to time by motion and approval by the Board to appoint any Officer or Officers to sign contracts, documents or instruments in writing relating to special projects. (13-1)

By-Law 13 DISTRICT ORGANIZATION

- 13.1 The Province shall be divided into Districts as follows (18-17):
1. Dundas, Glengarry, Prescott, Russell, Stormont, the eastern portion of the city of Ottawa composed of the former municipalities of Gloucester and Cumberland and the municipality of North Grenville.
 2. Lanark, Renfrew and the portion of the city of Ottawa excluding the former municipalities of Gloucester and Cumberland.

3. Frontenac, Hastings, Leeds and Grenville except the municipality of North Grenville, Lennox and Addington, Prince Edward
 4. Haliburton, Kawartha Lakes, Northumberland, Peterborough,
 5. Toronto East of Yonge Street, and York East of York Road No. 1 except Georgina East of Park Road
 6. Brant, Halton, Hamilton, Norfolk and that portion of Haldimand known as Ward 1, Ward 2, Ward 3 and Ward 4. (19-36)
 7. Dufferin, Wellington
 8. Bruce, Grey, Huron
 9. Haldimand except Wards #1 & #2 & #3 & #4, Niagara (19-37)
 10. Elgin, Middlesex, Oxford, Perth and that portion of Lambton that is Lambton Shores
 11. Chatham-Kent, Essex, Lambton, except for Lambton Shores
 12. Territorial District of Cochrane, Territorial District of Timiskaming
 13. Territorial District of Algoma, Territorial District of Manitoulin, Territorial District of Sudbury
 14. Territorial District of Kenora, Territorial District of Rainy River, Territorial District of Thunder Bay
 15. Peel, York west of Road No.1, Toronto west of Yonge Street (19-39)
 16. Simcoe
 17. Durham and the portion of York that includes Georgina east of Park Road (19-40)
 18. Territorial District of Parry Sound, Territorial District of Muskoka, Territorial District of Nipissing
 19. Waterloo
- 13.2 The Board of Directors may recommend a revision of District boundaries to add new districts or adjust existing boundaries to accommodate population, county and regional changes, subject to consultation with the affected Districts and Societies.
- 13.3.1 Each District shall elect a Director of the Association, and at least one Assistant Director, at a duly called Annual General Meeting. Notice of such meeting shall be given to the District's Affiliated Societies/Clubs at least thirty days in advance. (19-28)
- 13.3.2 In the event that no person is elected as a Director, the Officers of the Association shall rely upon By-Law 5, 5.3 and appoint a person or persons to fill the position until such time as a person can be elected by the delegates of the Affiliated Societies/Clubs of the District. (19-29)

- 13.4 Each District at its Annual General Meeting shall create a District Executive consisting of the Director, Assistant Director(s) and shall elect or appoint a Secretary and a Treasurer, or a Secretary-Treasurer, and two financial reviewers or an auditor. This may be expanded to include other executive members. In the event that no District Director is elected, the District Executive, without a Director shall be created until the provisions of By-Law 13, 13.3.2 can be acted upon. (17-13)
- 13.5.1 For a Director who has resigned, or is unwilling or unable to carry out the responsibilities of the office, the District Executive shall appoint a replacement for the balance of his/her term. (15-6)
- 13.5.2 For an Assistant Director who has resigned, or is unwilling or unable to carry out the responsibilities of the office, the District Executive shall appoint a replacement to serve until the next (District) AGM. (15-7)
- 13.6 The Director or the person appointed under By-Law 13, 13.3.2 and District Secretary shall prepare an agenda and order of business for all district meetings. A copy of the agenda shall be distributed to all district societies prior to the meeting. The Secretary shall maintain the minutes of such meetings, and the other written records of the district. The minutes of the Annual General Meeting shall be made available to all members within two months of the meeting. (17-14)
- 13.7 The District Treasurer shall present to the Affiliated Societies/Clubs of the District at the AGM the reviewed financial statements of assets and liabilities as well as income and expenditures for the prior fiscal year, with copies for each society. The District Treasurer, having made copies, shall transmit the original documents, statements, bills and receipts, along with the reviewers' comments, to the Association Treasurer no later than 2 weeks after their AGM but no later than May 31st each year. The District financial year shall be from the 1st of January to the 31st of December. (19-19)
- 13.8 The District Director or the person appointed under By-Law 13, 13.3.2 may, if invited, facilitate the resolution of disputes within a society's leadership. (17-15)
- 13.9 A District Advisory Council may be formed representative of all Affiliated Societies/Clubs in the District. (19-30)
- 13.10 Each Affiliated Society/Club shall be entitled to send two voting delegates to a District meeting. Any Affiliated Society/Club having a membership count 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. Affiliated Society/Club membership counts shall be based upon the annual information reports filed for the previous year with the Ontario Horticultural Association. (19-31)
- 13.11 Each District shall be entitled, by a majority vote of the delegates present at its Annual General Meeting to set a per capita annual fee. The limit of membership for any Affiliated Society/Club for assessment purposes shall be 1,000 members. Fees must be sent to the District Treasurer or Secretary-Treasurer. Fees retained by the District must be accounted for in a financial statement that has been reviewed by two financial reviewers or an auditor. The financial statement is to be presented at the District meeting, and a copy provided to each Affiliated Society/Club within the District, and to the District Secretary. (19-32)

By-Law 14 INDEMNIFICATION OF DISTRICT DIRECTORS AND OFFICERS (19-33)

Every District Director or the person/persons appointed under By-Law 13, 13.3.2 and the Officers of the Association and their 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 Association only from and against: (19-34)

- a) all costs, charges and expenses whatsoever such Director or person appointed under By-Law 13, 13.3.2 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; (17-18)
- b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Association; 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 Association. The Association may provide insurance to cover this liability of the Association.

By-Law 15 RULES OF ORDER

RULES OF ORDER: The latest Edition of Robert's Rules of Order shall govern proceedings at all meetings of the Association. If the rules of order are in conflict with the By-Laws, the latter shall prevail. (17-23)

By-Law 16 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 Meeting or Special Meeting called for that purpose.

The following provisions apply:

1. A notice of motion in writing of the proposed amendment, or revocation, has been submitted to the Secretary 60 days before the meeting.
2. Any member of an Affiliated Society/Club which is in good standing may submit such notice of motion in addition to the Officers and District Directors. (19-35)
3. The Secretary shall cause all Affiliated Societies/Clubs to be notified of proposed amendments 50 to 40 days prior to the meeting. (19-19)

By-Law 17 - GENDER NEUTRAL

It is understood that where the masculine gender is used in the Constitution and By-Laws, that the feminine gender shall equally apply.

By-Law 18 - AGE

No person under the age of 18 years shall take any action nor hold any position as described in the Constitution and By-Laws of the Ontario Horticultural Association. (18-11)

Amended July 19-21, 2019 - on the occasion of the Association's Annual General Meeting held in Windsor.

A signed and sealed copy resides in the permanent records of the Association.

July 21 / 2019

Date

Katharine Smyth

Katharine Smyth, President,
Ontario Horticultural Association