



**ONTARIO HORTICULTURAL ASSOCIATION
ANNUAL MEETING
July 19, 2025 & November 22, 2025, at 9:00 am
via WebEx**

SATURDAY, JULY 19, 2025

QUORUM: Kelly Taylor, OHA Secretary, reported that we have 160 Society/Club voting delegates in total registered to attend the AGM today, 105 different Societies/Clubs represented, and we have 385 votes on the floor.

LAND ACKNOWLEDGEMENT: Sharlene Desjardins, OHA President read aloud the OHA Land Acknowledgement Statement.

PRESIDENT'S WELCOME: Sharlene brought greetings from the OHA and welcomed everyone to the virtual AGM at 9:00 am.

QUESTION & ANSWER PROCESS AND VOTING PROCESS: Kelly Taylor shared that all participants should place a "Q" in the chat function in WebEx and our Moderator, Sharlene Desjardins, will read them aloud. Questions will be accepted from those on the phone as well. The voting delegates have all been sent links for each Resolution and Motion for today's AGM. When directed, the link for the voting form will be livened and voting delegates will be asked to place their vote either via the link or over the phone.

OHA ANNUAL GENERAL MEETING (AGM) OPENING: Sharlene Desjardins, OHA President opened the OHA AGM.

ROLL CALL: Kelly Taylor recognized the OHA Officers, District Directors, Districts and Past Presidents at today's AGM.

Darlene Blair, District 2 noted that District 2 was denied their right to have their District Director hold a vote and participate on the board and noted that this is in non-compliance of provincial legislation and asked how the OHA will remedy this. Charles Freeman noted that District 2 is Not In Good Standing as per a decision of the OHA Board of Directors. Charles noted that District 2 was found to be Not In Good Standing by the OHA Board of Directors and read aloud the Policy and Procedure which notes what rights have been removed. Darlene noted Section 21 of ONCA outlines the responsibilities of Directors in managing or supervising the activities and affairs of a not-for-profit corporation. Darlene noted that the OHA Bylaws may not override ONCA. Charles noted that there are a number of sections that note that By-laws of organizations may override ONCA. Darlene noted that this was a contravention of ONCA.

Jennifer Shaw, District 4 noted the following from ONCA in the chat box:

Removal of Directors:

122 (1) Subject to clause 120 (f), the shareholders of a corporation may by ordinary resolution at an annual or special meeting remove any director or directors from office. R.S.O. 1990, c. B.16, s. 122 (1).
(2) Where the holders of any class or series of shares of a corporation have an exclusive right to elect one or more directors, a director so elected may only be removed by an ordinary resolution at a meeting of the shareholders of that class or series. R.S.O. 1990, c. B.16, s. 122 (2).
(3) Subject to clauses 120 (a) to (d), a vacancy created by the removal of a director may be filled at the meeting of the shareholders at which the director is removed or, if not so filled, may be filled under section 124. R.S.O. 1990, c. B.16, s. 122 (3).

Jennifer suggested that we seek legal advice on an opinion on removal of a Director.

Bob Heil, District 6 noted that the District is a committee of the OHA and that this is out of line. Districts are not their own organization and are part of the Association. Societies and Clubs are their own entities. It was noted that the OHA is following By-Law 13 and if they wish they could remove the District.

Greg Laws, District 2 noted that this is about voting rights and that the Director is newly elected. The Director does not appear to have a vote at this meeting. The second issue is how the OHA has approached this and that this

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has dragged on since January and that a list of guidance was not provided. Greg noted that the OHA needs to do better.

Charles noted that guidance was provided in January and February to the District and the issues that the OHA Board of Directors voted on and used to determine that the OHA District 2 is Not In Good Standing have not been rectified. We have been dealing with this since November 8th, and it could take a significant amount of time to discuss this today. The organization is the OHA and not the District.

IN MEMORIAM: OHA Past Presidents, Kees Stryland and Shirley Daniels were remembered. A Passing of a Past Presidents' Tree Dedication will be held on October 5th at 3 pm at the OHA Oak Grove in the Guelph Arboretum. A Guelph Arboretum map is available on the GardenOntario.org website should you wish to join us. Kelly Taylor read three poems for those that we have lost since the last convention. The names were highlighted on the screen by District. The In Memoriam presentation will be added to the GardenOntario.org website.

PRESIDENT'S REPORT: Sharlene Desjardins presented her President's Report for 2024 with highlights from the past year. Sharlene thanked everyone for the countless volunteer hours made by the members of the Societies/Clubs and the Districts.

Sharlene noted that the first ever OHA Family Scholarship will be determined at the end of July and announced in August.

The OHA had a booth at the CNE and the Royal Agricultural Winter Fair in 2024 with great success connecting individuals to local Societies/Clubs and bringing forward excellent garden information. The OHA held an Earth Day event on April 25th with all Societies/Clubs and the general membership invited. Emily Posteraro from the Invasive Species Centre and Kathy Smyth, OHA Past President presented and brought forward excellent information and tips and tricks.

A new Technical Award and Accessibility Garden Grant were introduced this past year. Please check these new grants out as well as all our other grants and awards in the OHA Awards Book on the gardenontario.org website.

The OHA has worked hard on new fundraisers including the 2025 OHA Bulb fundraiser, Sipology Tea and Accessories fundraiser and the GardenOntario Vegetable Garden Journal. The Conservation and Environment Committee and the Climate Action Legacy Committee worked together to develop Trivia Cards as well as Grow Me Instead Cards for use by Societies/Clubs.

Sharlene noted that all Societies/Clubs should take time to review their Constitution and By-Laws to ensure they are up to date and to consider implementing a Society/Club Code of Conduct.

Sharlene reminded everyone that the OHA has an agreement with Dubois Agrinovation whereby all Societies/Clubs will receive 2% back, the OHA will receive 2% back and the members purchasing the product will receive a 10% discount.

The OHA continues to work on our strategic plan utilizing the SWOT analysis principles. Should any Society/Club have any ideas, they can bring them forward to their District Director or an OHA Officer for consideration and review.

The OHA supported a proposal by Films reflector to develop a documentary on Gardens in Ontario. This is a long-term project that will run into 2025 and beyond.

Districts 7 and 8 hosted the 2024 Convention and AGM held in Guelph on July 12 to 14, 2024. This was a very successful convention, and thanks go out to the organizers as well as all the volunteers involved.

The OHA provided an updated Insurance FAQ and a detailed Insurance Plan document to all Societies/Clubs and had them posted on the login section of the GardenOntario.org website.

Sharlene noted that the OHA has made great strides in balancing our budget in 2024. The OHA has moved our in-person conventions to every second year. In the convention years, the OHA will hold in-person board meetings twice per year. In non-convention years we will only hold 1 in-person board meeting. The remaining board meeting

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will take place via virtual means. With these changes as well as prudent cost cutting and fundraising, we ended the year 2024 with a net positive balance.

The OHA Convention and AGM will be held July 24-26, 2026, in Oshawa. Further details will be shared by the Convention Hosts, District 4 and 17 later today and this information will be added to the Gardenontario.org website.

Sharlene noted that she continues to work through ideas and suggestions put forward by members at the 2024 Convention.

Sharlene provided thanks to all the wonderful committees of the Association, the Board of Directors, and our amazing contractors and employees for their commitment to their roles and support of the Association. Sharlene also thanked all members of the Association for their roles in Keeping Ontario Beautiful®.

MOTION 25-73: That the 2024 President's Report be approved, as presented. M/S: Sharlene Desjardins, District 2/Bob Heil, District 6. 339 For, 1 Opposed, 1 Abstention. Carried.

SECRETARY'S YEAR 2024 ACTIVITY REPORT

Volunteer Hours: For 2024, Societies/Clubs reported 445,387 volunteer hours, plus OHA Officers reported 12,738 hours, District Directors and District Executives reported 20,510 for a total of 478,635 volunteer hours.

Membership Numbers: The OHA membership numbers reported for 2024 are 263 Societies/Clubs with 25,965 members. The membership number has decreased by 275 members from 2023. This is a 1.05% decrease from the previous year.

Kelly Taylor noted her participation in key projects including the Vegetable Garden Journal Fundraiser, the Education Night for Earth Day and presentation videos, the OHA Corporate Report, Finalization of the QuickStart Manuals and Grow Me Instead Cards, Updating of the Annual Information Reporting and new Video, 50/50 Raffle fundraising posters, participation in OHA Meetings, TCONS, and recording of minutes in person and virtually as well as preparation of annual information reporting, stats, voting eligibility and proxy vote allocations.

The recipients of Awards and Grants for 2024 were reviewed on the screen. These Awards and Grants were presented at the 2024 OHA Awards Ceremony at the Convention and AGM.

Kelly noted that she had the immense pleasure of attending the District 12 AGM on May 3rd in Englehart. The day was filled with meeting new people and friends alike. At that AGM, I sat with a Past OHA Secretary, Past District Director, Current District Director and a Past President with ~45+ years of OHA experience in the room that day. I also attended the District 13 AGM on Manitoulin Island on May 31st. We had a wonderful day together and enjoyed a wonderful speaker on giant vegetables. This year marks my attendance in every District in the province, either attending a convention or District AGM. It is truly an honour to support the Association, Districts, Societies/Clubs, and our members. Together we are Keeping Ontario Beautiful®.

MOTION 25-74: That the 2024 Secretary's Report be approved, as presented. M/S: Kelly Taylor, District 10/Kathy Smyth, District 11. 348 For, 0 Opposed, 0 Abstentions. Carried.

MINUTES OF THE 2024 AGM/CONVENTION: The minutes of the 2024 OHA AGM/Convention were made available on the GardenOntario.org website for review by each Society/Club. A change was submitted in advance of the meeting on page 11 by Darlene Blair, District 2. Roger Harbord, District 2 questioned Motion 24-70 as the original resolution was for \$.25 cent increase. It was clarified that this motion was put forward by Lianne Krane, District 6 Director, increasing the amount to \$.50/member which was passed by the membership.

MOTION 25-75: That we call the question. M/S: Bob Heil, District 6/Don Matthews, District 7. Motion Withdrawn.

MOTION 25-76: That the OHA AGM and Convention Minutes of July 12-14, 2024, be approved as presented. M/S: Kelly Taylor, District 10/Rose Odell, District 19. 320 For, 3 Opposed, 19 Abstentions, Carried.

TREASURER'S 2024 FINANCIAL REPORT: Joy Cosmas Osiagwu, OHA Treasurer, presented the audited financial statements to the delegates, reviewed the Statement of Operations and Fund Balances. Joy noted that the detailed, audited financial statements are available on the GardenOntario website. The OHA saw a 4% increase in revenue and reduced our expenses by 15% which reflects careful stewardship of our resources. In 2024 we saw a surplus of \$4,564 recovering from a deficit in 2023. Total revenue increased by \$12,349 (4%) in 2024 driven primarily by higher investment interest and significant growth in fundraising income.

Fundraising revenue rose by 1560% due to enhanced efforts and engagement while investment interest more than doubled, reflecting improved returns. While some income streams like raffle lottery and convention revenue declined, the overall growth offset these decreases, resulting in a stronger financial position.

The total expenses decreased by \$57,165 (15%) in 2024, largely due to lower spending on the annual convention and meetings, which dropped by 34% and 41%, respectively. The cost control in major event-related categories helped offset targeted increases in operational and strategic areas contributing to a more balanced expense profile for the year.

Total assets decreased slightly by \$6,180 (-2%) in 2024. Cash and investments saw a modest growth reflecting steady liquidity and continued investment stability. Other asset categories remained relatively consistent, with minor adjustments across inventory, equipment, and receivables.

Total liabilities and equity decreased by \$6,180 (-2%) aligning with the modest reduction in overall assets. Payables decreased significantly by 57% as less payments were required at year end of 2024 compared to 2023. Equity grew slightly by \$4,564 reflecting the surplus recorded for the year and continued financial stability.

Looking ahead, the organization remains focused on maintaining financial stability while supporting strategic priorities. Efforts will center on cost efficiency, revenue growth and strengthening long-term sustainability.

GARDENONTARIO 50/50 DRAW: The current 50/50 draw is now closed and the draw for the winner, originally scheduled for today has been postponed. The Alcohol and Gaming Commission of Ontario (AGCO) is currently reviewing the updated Rafflebox platform, and all draws have been temporarily paused until their approval is complete. As soon as we receive permission from AGCO, the draw will take place immediately, and the winning ticket number will be announced on our Facebook page and Rafflebox draw page. Our upcoming draws are on Oct 4, 2025, Dec 13, 2025, and March 28, 2026, however there may be a change to these dates based on the AGCO outcome. Charles commented that the 50/50 raffle funds are not used for operational purposes and the Association can only use these funds for items such as grants, education, and speakers.

Christine Pierroz, District 5 questioned the trademark fees in 2024. The OHA does not pay yearly fees on the trademark however it must pay upfront legal costs to have something trademarked as well as a renewal fee every ten years. In 2024 the trademark expense relates to trademark fees and legal fees that were associated with the trademark.

Darlene Blair, District 2 questioned if the fundraising seen in 2024 will continue in 2025 and onwards. Joy noted that we plan to continue fundraising efforts in 2025 and plan to see fundraising continue in future years as well. In 2025 we have signed a contract with Tradewinds for a bulb fundraiser for the OHA. Sharlene shared that our fundraising committee is working hard to produce new products and new ideas to continue to raise funds for the Association.

Susan McMillian, District 6 noted that the 50/50 raffle links are shared with family and friends and that this is appreciated by all who do so.

The District and Officer expenses was questioned as to what is captured in this category. Joy noted that these expenses are related to Directors visiting Societies/Clubs, Officers and Directors attendance at District AGMs, Board Meeting expenses including meeting costs and travel. The Treasurer categorizes expenses submitted by the Board of Directors to the appropriate budget line.

Paula Warwick, District 6 asked how much of the Society/Club fees go to membership and how much goes to insurance. Joy noted that each Society/Club receives an invoice with each line item showing if it is insurance or membership fees. Affiliation fees go towards the administration of the Association and insurance fees are a straight financial recovery.

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Ruth Anderson, District 2 asked why the meals expense exceeds the revenue for the last convention. Joy noted that the cost of meals, breakfasts, breaks and the cost of meals that are complimentary for the board and the award winners are shown as expenses; however, the revenue does not match these as some of these items are included in your convention registration fee or paid by the Association.

Dennis Miluck, District 4 noted that we are always looking for ways to raise funds for the Association.

Maria Simoneau, District 1 inquired about what the liability insurance covers. Joy noted that claims made by a Society/Club member would be covered, based on our policy, and noted that this information was shared to all Societies/Clubs and is on the Gardenontario.org website.

Joy noted that the Treasurer's Report will be made available on the Gardenontario.org website after the meeting.

It was noted that fundraising requires the support of all members.

MOTION 25-77: That the 2024 Treasurer's Report be approved, as presented. M/S: Joy Cosmas Osiagwu, District 2/Vicky Culbert, District 8. 340 For, 0 Opposed, 0 Abstentions. Carried.

The Treasurer's Report presentation will be added to the GardenOntario.org website. As the audited financials were included in the Treasurer's Report there will not be a separate motion required.

Joy noted that the Association would like to have Durward Jones Barkwell & Company LLP conduct the audit for the year 2025.

MOTION 25-78: That Durward Jones Barkwell & Company LLP be retained as the Auditors for 2025. M/S: Joy Cosmas Osiagwu, District 2/Marian Heil, District 6. 332 For, 0 Opposed, 0 Abstentions. Carried.

Sharlene handed the Chair over to Resolutions Chair, Charles Freeman.

CONSTITUTION, BY-LAWS, AND RESOLUTIONS – CHARLES FREEMAN:

MOTION 25-79: That the time allotted to each resolution brought before the membership for debate and consideration be limited to ten minutes. M/S: Dennis Miluck, District 4/Debi Foster, District 17. 309 For, 6 Opposed, 2 Abstentions. Carried.

RESOLUTION 25-01: **Be it resolved that:**

Current By-Law 6 be repealed and that the following be added:
By-Law 6 - ELECTION/APPOINTMENT OF OFFICERS AND AUDITOR

6.1 The Board shall hire the Secretary and the Treasurer.

6.2 The President, Vice President and 2nd Vice President are elected annually by the voting delegates and those persons holding proxy vote(s) at the AGM.

6.3 Nominees for Office shall have been 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.

6.4 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 the current executive of an Affiliated Society/Club.
5. A nomination from the floor at the Annual Meeting shall comply with By-Law 6.3 and By-Law 6.4.1 and By Law 6.4.2 to be considered to be complete.

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6.5 Should the need for a vote arise, the candidate receiving a simple majority of votes cast by the voting delegates and including all proxy votes in a secret ballot shall be declared the winner. The election shall be carried out according to the Association's By-Laws.

6.6 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.

6.7 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 as noted in By-Law 6, 6.2. All nominations must be forwarded to the Association Secretary, who shall forward them to the Committee Chair. All nominations shall be received no later than 60 days prior to the Annual Meeting. 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.

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 their term, a replacement from among themselves, subject to succession by the next ranking Officer.

6.9 Should the Immediate Past President or the person identified in By-Law 6, 6.9 be 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 Chair of the Past Presidents' Council to fill the position under this process.

6.10 The Board shall elect from within itself two Regional Representatives, one from each of the two identified regions of the province; to serve as Officers. The provisions in By-Law 6, 6.3, By-Law 6, 6.4 shall not apply for this process.

The two Regional Representatives shall be elected during the Pre-AGM Board Meeting. The term of the Regional Representatives shall start the day following the OHA AGM. The Regional Representatives' term ends the day following the subsequent OHA AGM.

6.11 Should there be no proper nomination for any Officer position, the OHA Board shall appoint, for the term, an individual to hold the position.

6.12 An Auditor(s) shall be recommended by the Board and elected by the voting delegates at the Annual Meeting, to carry out the audit of the ensuing year. **M/S: Charles Freeman, District 1/Debi Foster, District 17. 336 For, 4 Opposed, 3 Abstentions. Carried.**

Anne Trudell Inglis, District 4 questioned why what is shown in 6.1 is different from what is on the screen. Charles noted that we are repealing Bylaw 6 with a new Bylaw 6.

RESOLUTION 25-02:

Be it resolved that: By-Law 13, 13.3, 13.3.2 be amended as follows:

Current wording:

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.

Proposed amendment:

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 **in sequence, should the need arise** to fill the position until such time as a person can be elected by the delegates of the Affiliated Societies/Clubs of the District. **M/S: Charles Freeman, District 1/Lisa DeYoung, District 9. 326 For, 10 Opposed, 3 Abstentions. Carried.**

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Darlene Blair, District 2 noted that the District has a right to elect a Director. Darlene noted that Section 28., Subsection 4, of ONCA notes that only that group has the right to appoint. Darlene noted that based on that only the District has a right to appoint to the District. Charles indicated that Subsection 5 of Section 28 of ONCA indicates that the By-Laws may provide the process to fill positions. We are dealing with a situation where no one is elected in the proposed change. Darlene suggested that it would still be precluded. Charles indicated that Subsection 1 of Section 17 of ONCA again indicates that the Articles and By-Laws give that ability to do as is indicated in the proposed amendment. The OHA has the authority under ONCA, and it has done so.

Bob Heil, District 6 noted that ONCA applies to the OHA which is made up of 19 District Directors and the Executive. One District Director is appointed or elected to take care of the District. The District is responsible to the By-Laws and not to ONCA and it is the decision of the Board of Directors. ONCA applies to the OHA and not the Districts.

Patricia Debly, District 6 noted the current proposed amendment differed from what was sent out to Societies/Clubs. Charles noted that we are dealing with the motion on the screen.

Darlene Blair asked if the Districts are considered part of the Association. Charles noted that it is not up to the OHA to agree or disagree with this statement.

RESOLUTION 25-03:

Be it resolved that:

By-Law 7, 7.9 be created as follows:

7.9 In the event that either the Code of Conduct or the Oath of Office and Confidentiality Agreement or both are properly amended, those persons identified in By-Law 7, 7.8 must sign the amended document(s) as soon as is practically possible and notwithstanding, must sign within 2 weeks of the amended documents having been properly amended. **M/S: Charles Freeman, District 1/Ursula Eley, District 5. 339 For, 0 Opposed, 2 Abstentions. Carried.**

RESOLUTION 25-04:

Be it resolved that:

By-Law 1 be amended as follows:

Create a new definition which shall be definition 11.

11. "Immediate Past" means, when referencing an identified position held by an individual, the person who most recently held and was the last person to hold the position of President, or "Immediate Past District Director" shall mean the person who most recently held or was the last person to hold the position of District Director.

And

By-Law 1, 1 11. Shall be renumbered to read 1 12.

And

By-Law 1, 12. Shall be renumbered to read 1 13. **M/S: Charles Freeman, District 1/Sandra Hartill, District 18.**

Charles noted that there is no noted definition of the term "Immediate Past" in the OHA Constitution and By-Laws nor in Robert's Rules of Order. Recent matters have come to the attention of the OHA Board regarding this topic and a need for clarification of the definition is required.

Darlene Blair, District 2 noted that there is an error to the resolution and everything after "president" should be removed.

A subsidiary motion was made to amend Resolution 25-04.

MOTION 25-80: That Resolution 25-04 regarding the definition of "Immediate Past" By-Law 1 be amended as follows:

Create a new definition which shall be definition 11.

11. "Immediate Past" means, when referencing an identified position held by an individual, the person who most recently held and was the last person to hold the position.

And

By-Law 1, 1 11. Shall be renumbered to read 1 12.

And

By-Law 1, 12. Shall be renumbered to read 1 13. **M/S: Darlene Blair, District 2/Ursula Eley, District 5. 307 For, 3 Opposed, 19 Abstentions. Carried.**

Ruth Anderson, District 2 asked how this change affects the term "rescinded". It was noted that since there are various rescind definitions it is hard to respond.

It was asked if it is necessary to have the definition of "Immediate Past" in the By-Laws as it is self-evident. It was noted that this was put forward by the discussion forum of National Association of Parliamentarians (NAP) and a situation that arose that has necessitated it.

A point of order was called. Charles clarified that we must address the subsidiary motion on the floor, and we will continue to go through the other motions.

Sharlene Desjardins, District 2 asked to extend the time allotted to discuss this motion as the time had expired.

Greg Laws, District 2 asked if the agenda of the day is going to be pushed down to address these items. Charles indicated we would be following the agenda.

A second subsidiary motion was made to amend Resolution 25-04.

MOTION 25-81: That Resolution 25-04 regarding the definition of "Immediate Past" By-Law 1 be amended as follows:

Create a new definition which shall be definition 11.

11. "Immediate Past" means, when referencing an identified position held by an individual, the person who most recently held and was the last person to hold the position except in situations where the position is appointed and the position is ultimately rescinded.

And

By-Law 1, 1 11. Shall be renumbered to read 1 12.

And

By-Law 1, 12. Shall be renumbered to read 1 13. **M/S: Roger Harbord, District 2/Ruth Anderson, District 2. 31 For, 248 Opposed, 37 Abstentions. Motion Falls.**

Sharlene Desjardins, District 2 noted that the complete definition of rescind is to cancel a contract, putting the parties back to the position as if the contract had not existed. Both parties rescind a contract by mutual agreement since a unilateral cancellation of a contract is a "breach" of the contract and could result in a lawsuit by the non-cancelling party. Serious ramifications may occur if someone is rescinded including issues such as expenses reimbursed, chaired meetings, motions challenged, reimbursements made. It was asked how the inclusion of rescind would be managed by an auditor. There could be serious ramifications if this resolution were passed.

Darlene Blair, District 2 noted that rescind will be discussed in Resolution 25-13 and if the definition went forward the person is to have never been deemed to have held the position anyways and adding something here is not necessary. Darlene noted that she was against the second amendment put forward. Sandra Mazur noted that you cannot rescind a position as it has been a position, and you cannot ignore that it happened. It would put us in a difficult financial position if we paid out to someone and how would we account for this.

Bob Heil, District 6 noted that you cannot retroactively delete someone. If a position is approved by the person in it, it is still Immediate Past. It has already been stated that you cannot undo what has been done related to financials, minutes, decisions, and Bob recommended that this not be voted in favour.

Ursula Eley, District 5 noted that the revision should not be accepted.

Angela Fedele, District 15 asked if a deadline could be put on the rescindment and by including a date of rescindment it may alleviate the concern.

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Joyce Schlegel, District 10 noted that historically you cannot remove someone from a position retrospectively.

It was asked if this extended time was for members for District 2. It was clarified that this time was for 2 questions from Darlene Blair and Sharlene Desjardins who could not ask their question.

Roger Harbord, District 2 noted that an appointment is a temporary position, and it should end at the end of the year. This is one of the reasons we are Not In Good Standing in District 2. If this amendment is not passed it would mean that people on boards could be forced to work with a person. Roger indicated that the District was navigating a difficult circumstance, and the decision to rescind the individual's appointment was made after effective working relationships could not be established. Roger suggested that the reason for District 2 being Not In Good Standing should be explained. Charles clarified that the discussion right now is related to the motion on the floor. It was questioned how a rescinded person could be the Immediate Past if they never existed.

MOTION 25-82: That we reconsider Motion 25-79 limiting time for discussion of resolutions. M/S: Sharlene Desjardins, District 2/Dennis Miluck, District 4. 228 For, 67 Opposed, 10 Abstentions. Carried.

A subsidiary motion was made to extend the time. It was questioned what time was being extended. The vote was called.

MOTION 25-83: That we extend the time for discussion on this resolution. M/S: Bob Heil, District 6/Susan MacMillan, District 6. 259 For, 46 No, 10 Abstain. Carried.

With the changes accepted on the first subsidiary Motion 25-80, the follow resolution was put forward for voting.

AMENDED RESOLUTION 25-04:

Be it resolved that:

By-Law 1 be amended as follows:

Create a new definition which shall be definition 11.

11. "Immediate Past" means, when referencing an identified position held by an individual, the person who most recently held and was the last person to hold the position.

And

By-Law 1, 1 11. Shall be renumbered to read 1 12.

And

By-Law 1, 12. Shall be renumbered to read 1 13. **M/S: Charles Freeman, District 1/Sandra Hartill, District 18. 300 For, 4 Opposed, 15 Abstentions. Carried.**

A recess was taken until 3:00 p.m., at which time the meeting resumed.

RESOLUTION 25-05:

Be it resolved that:

By-Law 13, 13.12 be amended as follows:

Current wording:

13.12 Every District shall adopt a set of rules and policies or by-laws to govern the proceedings of the District; such rules, policies or by-laws shall not be in conflict with the rules, policies or by-laws of the OHA. The by-laws and any subsequent amendments shall be approved by a majority of the votes cast by the voting delegates at its Annual General Meeting.

Proposed amendment:

13.12 **i)** Every District shall adopt a set of rules and policies or by-laws to govern the proceedings of the District; such rules, policies, or by-laws shall not be in conflict with the rules, policies **Constitution** or by-laws of the OHA. The by-laws and any subsequent amendments shall be approved by a majority of the votes cast by the voting delegates at its Annual General Meeting.

And

A new by-Law be created as follows:

13.12.ii) Every District shall forward a copy of the most recent Constitution and By-Laws of the District to the OHA Secretary. Should any amendments to the documents be properly approved, the District Secretary shall within one (1) month of any amendments to the documents being approved forward a copy of the amended documents to the OHA Secretary. **M/S: Charles Freeman, District 1/Sharlene Desjardins, District 2. 301 For, 5 Opposed, 14 Abstentions. Carried.**

Jennifer Johnston, District 2 asked why Districts are required to have their own Constitution and By-Laws. It was also asked if the Districts should only have procedures and policies that do not conflict with the OHA Constitution and By-Laws. Charles noted By-Law 13,13.12 entitles the District to create their own Policies and By-Laws to govern their proceedings in the District as long as they do not conflict with the By-Laws and Policies of the OHA. Currently, Districts shall adopt a set of Rules, Policies or By-Laws. Charles noted that Jennifer could put forward a resolution to change this if she wishes to.

Bob Heil, District 6 noted that By-Law 3 establishes 19 Districts with a structured organization and allows an organization within the District. In the Law, each Society is its own entity. The OHA is there for support, advice, bonding, insurance, and grants. Each District is set up under By-Law 13. Each Board Member is part of the OHA and must follow ONCA. Districts are not required to not follow ONCA. The OHA is allowing the local Districts some autonomy to operate in their regional area as long as they do not offend the By-Laws and the Constitution of the Association. The OHA provides the opportunity for the District to have their own bank account. All the money in the District bank accounts belongs to the OHA. Legally, the Districts are not to have their own bank account, but By-Law 13 allows the District to have their own bank account and their own Treasurer and under the guise of the OHA. Every rule and regulation in the District must be confirmed by the OHA.

Paula Warwick, District 6 noted that this is parallel to what is done between the Societies and the District. When the District Directors receive documents from the Society/Club there is trust built into this. The person sending and the person receiving is dependent on the fact that the documents are properly approved. It was questioned how we can validate that things were done properly. Bob Heil, District 6 indicated that there are no checks and balances to this structure. Charles noted that a District would bring forward changes at an Annual Meeting, and the documentation would indicate when the last changes were made. The OHA has no true authority to demand that this be done; however, it is extremely helpful to receive the Society/Club Constitution and By-Laws.

The OHA proceeded to the Awards and Grants Presentation due to the late time of the day.

AWARDS PRESENTATION:

OHA 2nd Vice President, Sandra Mazur, announced the following awards to honour OHA members for their contributions to their Society/Club and the OHA.

Community Improvement Award – 1 awarded: presented to the Streets Alive

GreenOrillia Mariposa Pollinators, District 16. This award is a plaque provided by the Ontario Horticultural Association. It may be given to an individual, organization, or company that, in the estimation of the Awards Committee, has enhanced the beauty of the landscape and/or added to the quality of life of a community with a horticultural project.

Youth Leader Award – 1 awarded: presented to Carol Milroy, Fenelon Falls Horticultural Society, District 4. This is a plaque which may be presented to a person who has been a Youth Program Leader for a minimum of 5 years and is a member, In Good Standing, of an OHA Affiliated Society/Club, In Good Standing.

Environmental Award – 1 awarded: presented to Haldimand Horticultural Society, District 6. This award is a plaque provided by the Ontario Horticultural Association. It may be presented to an individual, organization, municipality, company, school, or other educational establishment that, in the estimation of the Awards Committee, has made a significant contribution to environmental preservation including habitat, restoration, and/or improvement.

Technical Award – 1 awarded: presented to David Biensch, Richmond Hill Garden & Horticultural Society, District 15. This award is a plaque which may be presented to a person who has been an asset as a technical advisor/coordinator/webmaster for a Society and/or a District and who has assisted with virtual meetings, coordinating virtual flower shows, assisting with TPON, etc.

Award of Merit – 3 awarded: presented to Elsie Eubank, Haldimand Horticultural Society, District 6, Julie Mills, Wheatley Horticultural Society, District 11 and Tracy Bosley, Parry Sound & District Horticultural Society, District 18. The award is a framed certificate given to an individual(s) for notable contributions to the programs of the Association, District or a Society with notable contributions in special beautification, outstanding work in the science or art of horticulture or supporting individuals or organizations in the area of communication or any other worthy efforts such as contribution towards advancement of sound horticultural practices, ecological and conservation practices.

Honour Roll – 2 awarded: presented to Mary Vallières de St. Réal, Manotick Horticultural Society, District 2 and Dorothy Caskenette, Brantford Horticultural Society, District 6. Each recipient will be given a framed certificate and pin to commemorate the occasion. Nomination(s) can be made by an individual or a Society/Club and should be forwarded to the Awards Coordinator. The Awards Committee will select a maximum of two candidates from those nominated. The criteria to be followed are a member of an Affiliated Horticultural Society/Club with at least five years of service to one or more Societies/Clubs, has made a contribution of horticultural service to the community, District or Association or in the development of horticultural practices and has given outstanding service at the Society/Club, District or Association level.

Trillium/Silver Fir Award – 2 awarded: presented to Linda Wallis, Brighton Garden Club, District 4 and Jane McDonald, Guelph Township Horticultural Society, District 7. This award as designated in 2009 is given to the two worthiest candidates who have given outstanding service to horticultural Societies/Clubs and to the Ontario Horticultural Association.

Silver Medal Award – 1 awarded: presented to Lise Bois, Prince Edward County Garden Club, District 3. The OHA Silver Medal is the highest award of the Association. The award is given for outstanding work in the advancement of horticulture in accordance with the Mission and Goals of the Association.

OHA Membership Challenge Trophy: The OHA Membership Trophy, originally donated by Fines Flowers of Ottawa, is a trophy to be awarded to a District with the highest percentage membership increase overall for the year. This year it was awarded to District 12 as they saw a 10.82% increase in membership for the District. Rene Roy, District 12 Director, will be provided with the OHA Membership Challenge Trophy on behalf of the District at the Fall Board Meeting of the Association.

OHA Tree Grants – 14 awarded: The following Societies/Clubs received tree grants, up to \$300, in 2025.

- Martintown & District – District 1
- Petawawa HS – District 2
- Bancroft HS – District 3
- Brighton HS – District 4
- Cramahe HS – District 4
- Mount Hamilton HS – District 6
- Oakville HS – District 6
- Thorold HS – District 9
- Ridgetown & District HS – District 11
- Ambassador HS LaSalle – District 11
- Greater Windsor HS – District 11
- Leamington HS – District 11
- French River HS – District 13
- Penetanguishene HS – District 16

Special Project/Environmental Grants – 4 awarded: To assist Societies/Clubs in meeting the objects of the OHA, the board will provide a special project/environmental grant to a maximum of \$1000 for each project.

- Cornwall & District HS – District 1
- Bancroft HS – District 3
- Waterford & District HS – District 6
- Elora & Salem HS – District 7

Community Garden Grants – 3 awarded: The Ontario Horticultural Association (OHA) encourages its member Societies/Clubs to create or contribute to community gardens whether urban or rural. The OHA will award a grant of up to \$500 to assist in the funding of a new community garden or the upgrading of an existing community garden.

- Lennox & Addington HS – District 3
- Ambassador HS LaSalle – District 11
- Ayr HS – District 19

Technical Advancement Grants – 6 awarded: To assist Societies/Clubs in meeting the objectives of the Ontario Horticultural Association, the Board will provide a Technical Advancement Grant to a maximum of \$250 to up to 6 Societies/Clubs.

- Seaway Valley & District HS– District 1
- Riverdale HS – District 5
- Thorold HS – District 9
- Brampton HS – District 15
- Beeton HS – District 16
- Pickering HS – District 17

Pollinator Project Grants – 5 awarded: The Ontario Horticultural Association (OHA) will provide up to 10 grants of up to \$200 each annually to eligible member societies to create habitat in the form of pollinator friendly gardens or nesting sites on public land.

- Petawawa HS – District 2
- Bancroft HS – District 3
- Waterford & District HS – District 6
- Ambassador HS Lasalle – D 11
- Orillia HS – D16

Seedy Saturday/Sunday Grant – 4 awarded: The Ontario Horticultural Association will provide a grant of up to \$250 annually to a member Society/Club to organize a Seedy Saturday/Sunday event in their community. It is hoped that such support will promote seed saving and the exchange of regionally adapted, bio-diverse seed in Ontario for the purposes of promoting seed saving and seed exchange in Ontario.

- Belleville Garden Club – District 3
- Ambassador HS Lasalle – District 11
- Ridgetown & District HS – District 11
- Georgina Brock GC & HS – District 17

Youth Help Grant – 5 awarded: This program was developed to provide financial support to Societies/Clubs who are working with youth. Any OHA Affiliated Society/Club, In Good Standing, which is working with youth may apply for the grant.

- Petawawa HS – District 2
- Glen Morris HS – District 6
- Ripley & District HS – District 8
- Pickering HS – District 17
- Wilmot HS – District 19

Youth Project Grant – 5 awarded: The OHA developed this grant to assist Youth Programs for their work on a public beautification/native/pollinator project. OHA outdoor signage and a grant of up to \$150 may be awarded annually to up to three (3) Youth Programs/Clubs.

- Tweed & District HS – District 3
- Glen Morris HS – District 6
- Niagara on the Lake HS – District 9
- Ambassador HS LaSalle – District 11
- Wilmot HS – District 19

It was questioned if we are still able to meet quorum. Charles noted that Section 52 of ONCA covers the topic of quorum, and we are fine. The members present may proceed with the meeting unless the bylaws state otherwise.

NOMINATIONS: Sharlene Desjardins introduced Past President and Nominating Committee Chair, Charles Freeman who presented the report of the Nominating Committee and introduced the candidates. Charles read Section 6, 6.4 and 6.5 of the Nomination Section of the Bylaws.

President – Vicky Culbert, Vice President – Sandra Mazur, 2nd Vice President – Catherine McGill. Sharlene Desjardins has agreed to stay on as Immediate Past President.

Charles called for nominations from the floor three times for President. No nominations came forward.
Charles called for nominations from the floor three times for Vice President. No nominations came forward.
Charles called for nominations from the floor three times for 2nd Vice President. No nominations came forward.

PRESENTATION OF ASSOCIATION OFFICERS:

Charles Freeman presented the slate of Officers:

Vicky Culbert was declared, by acclamation, the President for 2025-2026.

Sandra Mazur was declared, by acclamation, the Vice President for 2025-2026.

Catherine McGill was declared, by acclamation, the 2nd Vice President for 2025-2026.

The Nomination Report presentation will be added to the GardenOntario.org website.

Charles passed the Chair to Vicky Culbert, Incoming OHA President.

INVITATION TO 2026 OHA CONVENTION: On behalf of Districts 4 and 17, Debi Foster, District 17 Director, presented highlights and invited everyone to the next Convention. In 2026, the OHA Convention and AGM will be held at Durham College, Oshawa Campus in Oshawa from July 24-26, 2026. Details will be made available on the GardenOntario.org website as they become available.

2027 OHA VIRTUAL COMPETITIONS: Ursula Eley, Competitions Chair for the OHA noted that an email will be going out to all Societies/Clubs regarding interest in participating in virtual competitions in 2027. At the 2027 AGM,

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there will not be any in-person competition opportunities. Ursula noted that we would like to hold youth, flower show, photography and creative writing competitions which will be held virtually. We are going to try some new classes to increase engagement. We will be sending a voting link to gauge your interest in participating in these virtual competitions in 2027.

RESOLUTION 25-06:

Be it resolved that:

Throughout the Constitution and the By-Laws and any Policies and Procedures of the OHA, the references to Annual General Meeting will be amended to read Annual Meeting. Charles moved and Sharlene seconded this resolution. **M/S: Charles Freeman, District 1/Sharlene Desjardins, District 2. 270 For, 1 Opposed, 2 Abstentions. Carried.**

It was asked if Societies/Clubs should change the term from Annual General Meeting to Annual Meeting. Charles noted that Societies/Clubs should change their terminology as per their By-Laws.

RESOLUTION 25-07:

Be it resolved that:

By-Law 1, 1 2. be repealed.

And

All sections of By-Law 1 be renumbered to continue numerical uniformity. **M/S: Charles Freeman, District 1/Sharlene Desjardins, District 2. 270 For, 2 Opposed, 2 Abstentions. Carried.**

RESOLUTION 25-08:

Be it resolved that:

By-Law 13, 13.1 13. be amended as follows:

Current wording:

Territorial District of Algoma, Territorial District of Manitoulin, Territorial District of Sudbury

Proposed amendment:

Territorial District of Algoma, Territorial District of Manitoulin, Territorial District of Sudbury **except the former Municipality of French River**

AND

By-Law 13, 13.1 18. be amended as follows:

Current wording:

Territorial District of Parry Sound, Territorial District of Muskoka, Territorial District of Nipissing

Proposed amendment:

Territorial District of Parry Sound, Territorial District of Muskoka, Territorial District of Nipissing **and the former Municipality of French River. M/S: Christine Tworo, District 13/Sandra Hartill, District 18. 262 For, 2 Opposed, 15 Abstentions. Carried.**

Vicky noted that a Special Meeting will be called to conduct Resolutions 25-09 to 25-14 due to the late time.

MOTION 25-84: That we adjourn to a further date to dispose of the unfinished business with a date to be established by the OHA Officers. M/S: Vicky Culbert, District 8/Dennis Miluck, District 4. 254 For, 0 Against, 0 Abstain. Carried.

Robin Burns noted that the Special Meeting will be regarding resolutions and voting.

A subsidiary motion was made to amend the motion to adjourn the meeting.

MOTION 25-85: That we adjourn to a future date to dispose of the unfinished business with a date to be established by the OHA Officers. M/S: Vicky Culbert, District 8/Bob Heil, District 6. 254 For, 0 Against, 2 Abstain. Carried.

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Sharlene Desjardins suggested a change but withdrew her request.

Vicky thanked Sharlene and Charles for their work today. Vicky thanked Sharlene for her excellent work and commitment to her role as OHA President.

PRESIDENT'S OUTGOING REMARKS: Sharlene Desjardins, outgoing OHA President thanked the many people who assisted her in her role as OHA President over the last 2 years. Sharlene will email out her full thank you to everyone in attendance.

We will postpone the remaining resolutions to a future meeting to continue the Annual Meeting Program. The date will be determined by the OHA Officers and submitted to the OHA Board of Directors and communicated to all Societies/Clubs.

ADJOURNMENT: Incoming President, Vicky Culbert, thanked the delegates for attending and the 2025 AGM was adjourned at 5:21 pm for continuation at a date to be determined.

SATURDAY, NOVEMBER 22, 2025, VIA WEBEX

QUORUM: Kelly Taylor, OHA Secretary, reported that we have 114 Society/Club voting delegates in total registered to attend the Annual Meeting (AM) today, 94 different Societies/Clubs represented, and we have a maximum of 332 votes on the floor including secretary proxies.

LAND ACKNOWLEDGEMENT: Sandra Mazur, OHA Vice President, read aloud the OHA Land Acknowledgement Statement.

PRESIDENT'S WELCOME: Vicky Culbert, OHA President, brought greetings from the OHA and welcomed everyone back to the virtual AM at 9:00 am and called the meeting to order.

QUESTION & ANSWER PROCESS AND VOTING PROCESS: Kelly Taylor shared that all participants should place a "Q" in the chat function in WebEx and our Moderators will read them aloud. Questions will be accepted from those on the phone as well. The voting delegates have all been sent links for each Resolution and Motion for today's AM. When directed, the link for the voting form will be livened and voting delegates will be asked to place their vote either via the link or over the phone.

Vicky introduced Charles Freeman and handed over the Chair to him to conduct the AM Business. Charles noted that this is a continuation of the meeting from July 19, 2025. The motions passed in the first part of the AM are still valid specifically noting that the time limit of 10 minutes per motion is still in effect.

RESOLUTION 25-09:

Be it resolved that:

By-Law 8, 8.1 be amended as follows:

Current wording:

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.

Proposed amendment:

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, reviewed and approved by the Board of Directors at the fall meeting. The OHA Executive shall distribute the approved Annual Budget to the Board of Directors no later than December 1st which they shall share with all OHA Societies/Clubs in their Districts. The Finance Committee is also responsible for reviewing investments, insurance plans, fundraising, expense reimbursement policies,

financial controls and other matters related to the financial well-being of the Association. The Committee must identify and explain financial variances of actuals to budget to the membership at the Annual Meeting. The Committee shall make recommendations on these matters and provide advice to the Board of Directors and membership with regular updates to the membership on status and progress.

Rationale:

1. From 2019 to 2023, the OHA consistently lost money. In 2023, they lost over \$65,000 which represented a record loss. The dollars that are contributed to the OHA by the OHA Societies/Clubs in trust are approximately \$120,000 and will be increasing to \$180,000 in the next few years. This is based on 30,000 members. The dollars contributed to the OHA are an investment from the OHA Societies/Clubs. Their expectation is that the OHA honour the investment given to them by the OHA Societies/Clubs with wise and judicious spending and rationales. **M/S: Roger Harbord, District 2/Ruth Anderson, District 2.**

Joy Cosmas Osiagwu, OHA Treasurer, brought forward a motion to amend Resolution 25-09.

MOTION 25-147: That Resolution 25-09 be amended 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, reviewed and approved by the Board of Directors at the fall meeting. The OHA Executive shall distribute the approved Annual Budget to the Board of Directors no later than December 1st. The Finance Committee is also responsible for reviewing investments, insurance plans, fundraising, expense reimbursement policies, financial controls and other matters related to the financial well-being of the Association. The Committee will explain the current year audited financial variances comparing the actual financial performance of that year with the previous year. The Committee shall make recommendations on these matters and provide advice to the Board of Directors. A summarized financial document may be shared with the Societies/Clubs after the OHA Annual Meeting. M/S: Joy Cosmas Osiagwu, District 2/Sandra Mazur, District 14. 170 For, 19 Against, 8 abstain. Carried.

Joy noted that she supports certain aspects of this resolution. Joy noted that she fully supports the directive that the OHA Executive distribute the approved Annual Budget to the Board of Directors no later than December 1st each year. These are sensible and practical improvements that enhance communication within the governance structure.

Joy brought forward concerns related to the statement "The OHA Executive shall distribute the approved Annual Budget to the Board of Directors no later than December 1st, which they shall share with all OHA Societies/Clubs in their Districts." Joy noted that while she supports financial transparency, this specific directive presents both practical and governance-related issues. Affiliated Societies/Clubs do not govern or share financial responsibility for the Association's operations. Societies/Clubs are not consolidated into the Association's financials and are not involved in the budget development or approval process. The budget is a strategic working document and is an internal planning tool, not a public facing or final document. The budget is used to guide resource allocation and may evolve as the Associations needs shift. Sharing this document beyond the governance body risks misinterpretation without full context. Budgets often include sensitive internal information such as staffing allocations and salary ranges, contracted services, contingency reserves, and strategic initiatives not yet publicly announced. Distributing such information widely could compromise privacy, strategic direction, or operational integrity and could create a situation where a complaint to the Privacy Commissioner could be made.

Joy brought forward a concern related to the statement "The Committee must identify and explain financial variances of actuals to budget to the membership at the Annual Meeting. The Committee shall make recommendations on these matters and provide advice to the Board of Directors and membership with regular updates to the membership on status and progress."

Joy noted that while she recognizes the importance of financial accountability, this is not appropriate for the AM since the budget is approved by the Board, not the general membership. The Board includes representatives of the Societies/Clubs, and the board meeting is an appropriate forum for these discussions.

Related to time and complexity, the budget vs. actual variance analysis is detailed and time-consuming. Many AM attendees may lack financial expertise, leading to confusion or distraction from broader AM goals. The AM should focus on high-level organizational updates, elections, and strategic direction, not operational financial analysis. Detailed financial oversight belongs in board meetings and the Finance Committee discussions.

The OHA has already taken strong, proactive steps to ensure transparency including the provision of annual audited financial statements are shared with the membership and a Treasurer's Report is presented at the AM. The OHA has implemented internal financial controls to improve oversight and accountability. In 2024, the Association operated at a profit/surplus, thanks to improved cost controls and fiscal responsibility. Regular updates continue to be provided to the Board, maintaining transparency without breaching confidentiality.

Considering these concerns, Joy respectfully recommended the amendments to this resolution as presented. This approach promotes transparency while preserving financial governance, confidentiality, and operational effectiveness.

Bob Heil, District 6 noted that there are misrepresentations in the original resolution brought forward. The money paid to the OHA is not made in trust and the payments are not investments. There is no responsibility by the Societies/Clubs and there is no connection in the budgets to the Society/Clubs. The Society/Club budgets are not related to the OHA. There is no legal or implied connection. It is the District Director's responsibility to bring forward concerns about the budget. The statement about money being made in trust is erroneous. Local budgets are not part of the OHA budget.

Greg Laws, District 2 noted that we are speaking of the motion at this time.

AMENDED RESOLUTION 25-09:

Be it resolved that:

By-Law 8, 8.1 be amended 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, reviewed and approved by the Board of Directors at the fall meeting. The OHA Executive shall distribute the approved Annual Budget to the Board of Directors no later than December 1st. The Finance Committee is also responsible for reviewing investments, insurance plans, fundraising, expense reimbursement policies, financial controls and other matters related to the financial well-being of the Association. The Committee will explain the current year audited financial variances comparing the actual financial performance of that year with the previous year. The Committee shall make recommendations on these matters and provide advice to the Board of Directors. A summarized financial document may be shared with the Societies/Clubs after the OHA Annual Meeting. **156 For, 4 Against, 3 Abstain. Carried.**

RESOLUTION 25-10:

Be it resolved that: A new By-Law be created as follows:

Reference: New Category: Dispute Resolution By-Law

For all disputes between the OHA and a District and/or Societies/Clubs that cannot be resolved promptly, a mutually agreed independent qualified arbitrator must be appointed expeditiously with responsibility to conduct a thorough analysis of the dispute. The arbitrator will make a decision that is non-negotiable and must be implemented within one week of the decision.

Rationale:

1. The OHA does not have a dispute resolution process. It should have the primary goal to address the underlying issues and reach a resolution that satisfies the needs and interests of all parties involved.

Districts and Societies/Clubs must have the right to challenge decisions from the OHA, especially where the OHA assumes predominant and complete control over the decision-making process. If the OHA decides that an organization is Not In Good Standing and refuses to indicate why, the complainant must have the ability to ensure the fostering of efficiency, fairness, and impartiality in the resolution of disputes. Currently, the OHA acts independently and has absolute control. **M/S: Roger Harbord, District 2/Anne Clark-Stewart, District 2.**

Dennis Milluck, District 4 Director and N/E Representative noted that this resolution should be voted against due to there being no definition for the terms dispute, qualified or appointed expeditiously. Dennis noted that the cost for an arbitrator range between \$250 to \$800 per hour, plus accommodations, staff, and travel. If both parties agreed, they could also meet over Zoom with break out rooms for each party. This would reduce the cost to both parties. The Arbitration Act assigns the costs to each party, generally done during negotiations. In order to find the means to cover costs associated with hiring an arbitrator, a review may be required to understand the budgetary impact to the Societies/Clubs. Each District is not an independent organization, it is part of the OHA, which has a Constitution and By-laws that the Districts must adhere to. The OHA does not have absolute control over Societies/Clubs, because they are their own entities. The OHA brings forward best practices, shares forms and templates, and supports the Societies/Clubs in their endeavours. The statement in the last sentence of the proposed By-Law about the arbitrator making a decision which is non-negotiable does not meet the Arbitrators Act, as there is an appeal process for arbitrations. The statement notes implementation within one week of the decision, which would not be achievable should there be an appeal to the decision. Also, the time frame to implement the decision of the arbitrator is part of the negotiation process between the two parties. Based on these reasons, Dennis noted that that this resolution should be voted against.

Bob Heil, District 6 noted that he agrees with Dennis. The OHA has no control or authority over any Society/Club. This resolution suggests that there is some control. The Societies/Clubs are members of the OHA, and each are separate and autonomous. Bob noted that there cannot be a dispute with the Districts as they are part of the OHA. The OHA loses its autonomous control using an arbitrator.

Greg Laws, District 2 noted that the OHA does not have a dispute process as illustrated with the issue with District 2. If all parties were willing the issue with District 2 could have been resolved easily.

Kelly Taylor, District 10 noted that the OHA is discussing In Good Standing and How to Become Back In Good Standing in Resolution 25-14 which may assist in these situations.

Bob Heil noted that this motion should be defeated as these types of issues should be managed under policies and procedures of the Association.

MOTION 25-148: That we set on the table Resolution 25-10 until after we have heard and voted on Resolution 25-14. M/S: Darlene Blair, District 2/Ruth Anderson, District 2. 164 For, 30 Against, 2 Abstain. Carried.

RESOLUTION 25-11:
Be it resolved that:

A new By-Law be created as follows:

The OHA must have at its Annual Meeting an accredited expert in parliamentary procedure who is certified by the National Association of Parliamentarians (NAP).

Rationale:

Parliamentary procedure is designed to help and not to hinder business; the rights of all member must be protected:

The OHA has implemented interpretations of their By-laws and Robert's Rules that are incorrect.

The first was the insistence that a three-day AM consisted of 3 AMs as opposed to one in 2022. This led to interpretations of Robert's Rules that were totally wrong. The rescinding of a motion to table a membership fee increase of \$1.00 per member was agreed to with the proviso that the rationale was published that validated the interpretation. This never happened but a recommendation from a Parliamentary expert concluded that a three-day AM is one event. This invalidates the increase of membership because it was based on erroneous information.

Secondly, in the 2024 AM, a motion that was issued 50 days prior to the AM requested a motion to increase the membership fees by \$0.25 per member. A motion from the floor requested that the membership fee be increased to \$0.50 per member.

Although the first increase resolution was properly motioned, seconded and submitted to member Societies prior to the Annual Meeting, the second motion from the floor did not take into account proper process as the proposed

increase in fees to \$0.50 over 4 years because they did not offer a 40–50-day notice as highlighted by OHA By-law 4.

As a voting delegate for Greater Ottawa Water Gardens Society, we did not receive any notice and consequently no recommendation was approved by the society membership. That second motion was wrongly moved, seconded, and passed without proper notice. **M/S: Roger Harbord, District 2/Anne Clark-Stewart, District 2. 54 For, 131 Against, 6 abstain. Motion Falls.**

Sandra Mazur, District 14 recommended that this resolution be voted against. NAPS is predominantly based in the USA. The aim is to advance the principles and practices of democratic decision making. They advocate for the use of parliamentary procedures for more effective meetings and decision-making. There is a chartered Ontario Association of Parliamentarians located in Ontario but there is still a cost associated with their use. Their parliamentary authority is Robert's Rules of Order, Newly Revised which is what is utilized by our current Chair of Resolutions for the Association.

Sandra noted that the cost associated with this change could be extremely expensive, and financial impacts are yet to be fully realized. The OHA is not funded by any government agencies and operates using funds derived from affiliated Society/Club membership fees, donations, and fundraising. The cost of bringing in a representative from NAPS could include travel, hotel, and meals for the 3 days, plus any assistance from his/her staff in preparation for the AM.

On the recommendation that came forward from several individuals over the last 2 Annual Meetings, the OHA created and offered the position of Resolutions Chair to Mr. Charles Freeman, and he has accepted the position. Mr. Freeman has been managing the Resolutions of the OHA with the same skill and knowledge of the National Association of Parliamentarians (NAPS).

Proper procedures were followed when the membership fee motion was on the floor. Sandra noted that when a subsidiary motion comes from the floor, it changes the initial motion that was already presented with the proper notice.

The OHA Business Meeting is adjourned at the end of each day to the following day and is conducted as 1 Annual Meeting with the conclusion on the Sunday. The Society received notification of the Resolutions prior to the 2024 AM as prescribed by the Bylaws.

Bob Heil, District 6 recommended that this resolution be voted against. We use Roberts Rules as per the Bylaws and the government uses Bourinot's Rules of Order. Every amendment/ruling can be challenged by the Societies/Clubs and is voted on at the Annual Meeting.

RESOLUTION 25-12:

Be it resolved that:

By-Laws 6.7, 6.8, 6.9, 13.5.1, and 13.5.2 be amended to include the phrase "or who is rescinded from the position".

The following are the revised By-Laws, with additional grammatical corrections in 6.7 highlighted:

6.7 **If 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, or who is rescinded from the position, **and** the District shall rely upon the process set out in By-Law 13, 13.5.1 **to fill the position**. (18-14)

6.8 **If** an Officer of OHA, except for the Secretary and the Treasurer and the immediate Past President or the person identified by By-Law 6, 6.9, who is unwilling or unable to carry out the responsibilities of office **or who is rescinded from the position**, the Board shall appoint, for the balance of the term a replacement from among themselves, subject to the succession of the next ranking Officer. (19-16, 23-7)

6.9 If the immediate Past President or the person identified in By-Law 6, 6. Is unwilling or unable to carry out the responsibility of the office or **who is rescinded from the position**, 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

approve by vote any person identified by the Past Presidents' Council to fill the position under the process. (17-8, 21-10)

13.5.1 For a Director who has resigned, or is unwilling or unable to carry out the responsibilities of the office, **or who is rescinded from the position**, the District Executive shall appoint a replacement for the balance of the term. (15-6, 23-7)

13.5.2 For an Assistant Director who has resigned, or is unwilling or unable to carry out the responsibilities of the office, **or who is rescinded from the position**, the District Executive shall appoint a replacement to serve until the next **District Annual Meeting**. (15-7)

Rationale:

a) without this addition regarding rescinded positions to these By-Laws, no replacement can be made for these positions should these circumstances arise.

b) This situation arose in 2024 where a replacement was made when a District Director was rescinded from the position, becoming a major factor in the District no longer being In Good Standing. **M/S: Anne Clark-Stewart, District 2/Ruth Anderson, District 2. 51 For, 129 Against, 6 Abstain. Motion Falls.**

Vicky Culbert, District 8 recommended that this resolution be voted against. There is no definition of rescind in the current bylaws and there are concerns related to the definition presented in Resolution 25-13.

The OHA has a Code of Conduct to remove an individual from their position if circumstances warrant it. You cannot rescind a person from an inherited position such as moving to Immediate Past President or rescind an elected position according to Robert's Rules. Further work is required on this resolution to bring clarity to the definition of rescind and the potential ramifications should this resolution go ahead as presented.

A question came forward about the spelling mistakes in the resolution. Charles noted that the resolution was submitted at the deadline and there was no time to make the required edits before the deadline. A subsidiary motion would be required on the motion to correct the spelling mistakes.

Darlene Blair, District 2 noted that she understands the questions but the definition in the NPL states the ways to remove a person from a position and that this is not legal.

Susan McMillian, District 6 noted that there is no definition of rescind and this should be voted against.

Bob Heil, District 6 noted that this should be voted against. This is the accountability of the OHA Board of Directors, and this is about a Director and not a member of the Association such as a Society. This is the job of the OHA Board of Directors. If the District Director is not there, the District Executive should appoint a person and failing that the Board of Directors will appoint a person. The section does not speak of death or extreme illness. If we are going to talk about removing, we should add death, hit by a bus, etc. There is enough in the legislation for opportunity to replace a District Director. There is a mechanism and strongly recommend everyone to vote against this resolution.

Allison Jones, District 5 noted that the Resolution should note 6.6 instead of 6.7 which may require a correction but notes that she votes against this resolution. Charles noted that the items on the screen are the proposed amendments.

Don Matthews, District 7 noted that we need a definition of rescind within our bylaws.

Sharlene Desjardins, District 2 asked to call the vote.

Roger Harbord, District 2 noted that appointment is not noted and that rescind needs to be defined.

Charles noted that he received a question about changing a vote once it has been cast. Charles read aloud Roberts Rules, Section 4.42 and noted that it is permissible up to the point that the votes are counted. Only with unanimous approval from the membership can a vote be changed after it has been counted.

RESOLUTION 25-13:

Be it resolved that:

a definition for "rescind" be added to By-Law 1 – Interpretation

DRAFT

13. “Rescind” means that a person is removed from a position with the result that they are deemed to have never held that office.

Rationale:

a) The definition is required for clarity and understanding of the effect of rescinding people from office

b) It refers to usage in By-Laws 6.7, 6.8, 6.9. 13.5.1, 13.5.2 **M/S: Anne Clark-Stewart, District 2/Ruth Anderson, District 2.**

Dennis Miluck, District 4 noted that he is against this resolution and noted that he would like to make a motion.

MOTION 25-149: That Resolution 25-13 be postponed until the next Annual Meeting of the OHA so it can be reworked and re-represented with a proper definition and more clarity of reasonings and any ramifications so all societies can understand and make an informed decision. M/S: Dennis Milluck, District 4/Sharlene Desjardins, District 2. 178 For, 22 Against, 2 Abstain. Carried.

Angela Fedeli, District 15 asked why we would use the term rescind when it is of no benefit where a different word could be utilized as the definition does not make sense.

Darlene Blair, District 2 noted that we should vote against the motion to table and have the vote today as this will just elongate the discussion.

Susan McMillian, District 6, noted that she does not agree with the term as once a person holds an office they cannot be removed from ever holding the position.

Bob Heil, District 6 suggested that we vote on this motion.

Roger Harbord, District 2 noted that “Rescind” is in Robert’s Rules of Order.

Bob Heil suggested that we vote on this motion and it is up to the board to determine wording for presentation to the membership.

It was clarified that the original motion was put forward by Anne Clark Stewart and not by the OHA Board of Directors.

RESOLUTION 25-14:

Be it resolved that:

~~a new By-Law be developed to outline how a District or a Society becomes not in Good Standing and the detailed process of how they address the issue.~~

~~13.8.4. Use the information on the OHA website for Districts~~

~~13.8.5. Use the information on the OHA website for Societies~~

~~13.8.6. Develop a detailed resolution process to be used to get back into Good Standing.~~

Rationale:

a) Having experienced this first hbd as a District, we clearly see the need for better processes and communication.

b) Clarity is definitely needed.

c) Timing for the process needs to be defined **M/S: Anne Clark-Stewart, District 2/Ruth Anderson, District 2.**
Karen Redmond, District 8, noted that she would like to make a motion.

**MOTION 25-150: That we amend the current resolution 25-14 to read as follows:
A new By-Law be created related to In Good Standing for Districts and Societies/Clubs. A document will be created outlining the requirements for remaining In Good Standing and information about how to return to In Good Standing.**

13.8.4. The OHA will provide an In Good Standing Document for Districts.

13.8.5. The OHA will provide an In Good Standing Document for Societies/Clubs.

13.8.6. The OHA will provide guidance and information for Societies/Clubs and Districts to come back into Good Standing on a case-by-case basis dependent on the issue. M/S: Karen Redmond, District 8/Sharlene Desjardins, District 2. 172 For, 19 Against, 0 Abstain. Carried.

AMENDED RESOLUTION 25-14:

Be it moved that:

A new By-Law be created related to In Good Standing for Districts and Societies/Clubs. A document will be created outlining the requirements for remaining In Good Standing and information about how to return to In Good Standing.

- 13.8.4. The OHA will provide an In Good Standing Document for Districts.
- 13.8.5. The OHA will provide an In Good Standing Document for Societies/Clubs.
- 13.8.6. The OHA will provide guidance and information for Societies/Clubs and Districts to come back into Good Standing on a case-by-case basis dependent on the issue. **170 For, 21 Against, 0 Abstain. Carried.**

Angela Fedeli, District 15 questioned what case by case refers to. It was noted that each Society/Club and District situation would be addressed individually.

Juliette Coughlan, District 19 noted that the timing was in the original document and is not listed in this motion. Charles noted that we are working with what is on the screen.

Penny Stewart, District 3 noted that this current wording addresses the issues at hand and recommended voting in favour.

Bob Heil, District 6 noted he was perplexed by the wording as when a Society is Not In Good Standing it is typically about the invoice not being paid. Bob noted that the District is a creation of the OHA. Bob questioned the whole of this resolution as if there is a situation the board needs to make rules and policies and not by resolution. Bob recommended that everyone vote against this. It is the OHA Board of Directors that makes this decision. This could be by a simple Policy and Procedure. This can be extremely difficult to manage. The corporation has full unfettered control of the District. It was recommended that the OHA develop a Policy of In Good Standing.

Angela Fedeli, District 15 noted that she would like to see supports in place to support one another.

It was asked if the OHA was referring to the OHA Board in the motion. It was clarified that the OHA is referring to the OHA Association as per information then OMAFRA, Helen Scutt provided. A presentation by Helen Scutt, OMAFRA Representative in 2017 at the October Board Meeting, pointed out that the organization is run by the OHA Board of Directors and not the President solely.

Susan McMillian, District 6 noted that guidance wording can have timelines added.

Charles noted that time had expired for discussion on this resolution. Greg Laws, District 2 stated that the resolution should be supported and confirmed that the situation in District 2 had occurred. Charles directed that the speaker be muted for not remaining on topic.

Debi Foster, District 17 asked to make a motion to reconsider Motion 25-79 to limit debate and consideration to 10 mins for this Resolution 25-14.

MOTION 25-151: That we reconsider Motion 25-79 to limit debate and consideration to 10 minutes for this Resolution 25-14 only. M/S: Debi Foster, District 17/Ruth Anderson, District 2. 70 For, 58 Against, 56 Abstain. Carried.

MOTION 25-152: That we consider 10 more minutes for discussion for Resolution 25-14. M/S: Debi Foster, District 17/Anne Ripley, District 16. 146 For, 38 Against, 17 Abstain. Carried.

Greg Laws, District 2 noted that this is good work by the OHA and an enhancement of the original motion. This is something the Districts need and what occurred this year necessitates that these be put in place.

Sandra Mazur, District 14 noted that we are working hard to make things easier for Districts when a District falls not into good standing. The board does not make this decision lightly. The Officers work with the District and then the topic must go to the full board to review and make the decision of whether Not In Good Standing should be put into effect. We do not take these issues lightly and try our best to work through the issues as quickly as possible.

Christine Pierroz, District 5 inquired if it is only dues that causes a Society to not be In Good Standing. Kelly Taylor noted that Not In Good Standing can be caused by lack of payment for membership dues, insurance and not completing the annual information report.

Darlene Blair, District 2 noted that the NFP Act – section 51 of ONCA states the details of what needs to be done if an individual is to be found Not In Good Standing.

Ruth Anderson, District 2 noted that there are 2 policies – 1 for Societies/Clubs and 1 for Districts. Darlene noted that the District document lists more than just fees. Ruth noted we are waiting for a response from the OHA since their AM in May 2025.

Greg Laws asked for the vote to be called.

MOTION 25-153: That all ballots cast during the course of conducting the business of the OHA at the 2025 AM be destroyed ninety-three (93) days after the adjournment of the OHA 2025 AM and that all proxy records held by the Association be destroyed ninety-three (93) days after the adjournment of the OHA 2025 AM. M/S: Kelly Taylor, District 10/Karen Redmond, District 8. 120 For, 4 Against. 54 Abstain. Carried.

Rationale:

This time frame follows the guidance contained in Robert's Rules of Order.

- The destruction of the proxy records maintains the secrecy of the proxy issuers' directions related to voting.
- Even if no ballots were cast, this motion still affects the proxy records and alleviates the need for separate motions.
- Even if no proxy votes were issued, this motion still affects the destruction of any ballots cast alleviating the need for separate motions.

Greg Laws, District 2 inquired if the voting records within the chat are destroyed as well. Charles noted that any record of vote is destroyed 93 days after the meeting.

Christine Pierroz, District 5 inquired if we are recording this meeting. Kelly noted that the OHA is not recording this meeting.

Ruth Treloar, District 4 questioned why not any year's AM and why is this action not a policy versus it being done as a motion yearly. Charles noted that to ensure that nothing falls through the cracks is to go by means of this motion. Roberts Rules recommendation is to make a motion to destroy.

Ruth Anderson, District 2 inquired what date is being used for the date to start the 93 days. It was clarified that the meeting was not adjourned in July and that the adjournment will take place today.

Darlene Blair, District 2 noted that recording flags to everyone if it is started within WebEx.

Angela Fedeli, District 15 questioned why we destroy ballots. Charles noted that it closes the door on a motion/resolution. Kelly Taylor noted that it is also a retention issue to hold the votes indefinitely.

MOTION 25-154: That Resolution 25-10 be brought from the table. M/S: Dennis Miluck, District 4/Wilma Wood, District 14. 166 For, 14 Against, 4 Abstain. Carried.

Dennis Miluck, District 4 asked for the vote to be called.

DRAFT

RESOLUTION 25-10:

Be it resolved that: A new By-Law be created as follows:

Reference: New Category: Dispute Resolution By-Law

For all disputes between the OHA and a District and/or Societies/Clubs that cannot be resolved promptly, a mutually agreed independent qualified arbitrator must be appointed expeditiously with responsibility to conduct a thorough analysis of the dispute. The arbitrator will make a decision that is non-negotiable and must be implemented within one week of the decision. **60 For, 111 Against, 11 Abstain. Motion Falls.**

FINAL ANNOUNCEMENTS:

DECEMBER 5, 2025, RECRUITMENT, RETENTION AND SUCCESSION PLANNING SESSION: Vicky reminded everyone that all Societies/Clubs are welcome to attend this important session. The session will start at 7 pm via WebEx. This session will be recorded and offered to Societies/Clubs afterwards.

GARDENONTARIO 50/50 DRAW: Vicky let everyone know that the next 50/50 Draw will take place on December 13th. Tickets are available until December 12th at noon. Proceeds support community garden grants, youth, and adult horticulture education across Ontario. Vicky noted that some Societies are pooling their funds and buying a group of tickets, which is how the latest Society Members won.

MOTION 25-155: That the 2025 Annual Meeting of the Ontario Horticultural Association be adjourned.
M/S: Dennis Miluck, District 4/Bob Heil, District 6. 181 For, 0 Against, 0 Abstain.
Carried.

The meeting adjourned at 1:54 pm.

Signature of President