



Resolutions To Be Voted Upon At The 2021 OHA Annual General Meeting

RESOLUTION 21-2: Be it resolved that: The Ontario Horticultural Association express appreciation to the Province of Ontario for assistance provided to Affiliated Societies/Clubs and to this Association by means of grants and by the continued review and implementation of policies aimed towards the promotion of interest and participation in horticulture.

RESOLUTION 21-3: Be it resolved that: The Ontario Horticultural Association convey to the Minister of Agriculture, Food and Rural Affairs, their Deputies and Staff, our thanks for the support, assistance and co-operation accorded this Association by Ministry personnel.

RESOLUTION 21-4: Be it resolved that: The Ontario Horticultural Association extend its thanks to the District 10 Convention Host, Director, Assistant Directors, Affiliated Societies/Clubs and members of District 10 who worked to plan and conduct the 2021 Convention and to all others who had any part in contributing to its success.

RESOLUTION 21-5: Be it resolved that: Article II of the Constitution be repealed and replaced as follows:

CURRENT WORDING:

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.

PROPOSED AMENDMENT:

Article II Mission

The Ontario Horticultural Association is a volunteer charitable organization that provides leadership, education and promotes interest in gardening and related environmental issues with affiliated Horticultural Societies/Garden Clubs and like-minded organizations.

Rationale:

1. In an effort to give the OHA more visibility and to enlighten both the public and the Society/Club membership, the Strategic Planning Committee is revising the Vision, Mission and Goals of the OHA.

RESOLUTION 21-6: Be it resolved that:

By-Law 1, 8. be amended as follows:

CURRENT WORDING:

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)

PROPOSED AMENDMENT:

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. "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)
3. "Association" means the Ontario Horticultural Association;
4. "Audit" means an examination of books and records by a qualified Auditor;
5. "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.
6. "Board" means the Board of Directors of the Association;
7. "District" refers to a group of societies designated by the Association as a geographic entity within the Province;
8. "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.
9. "Horticultural Society" or "Society" means Horticultural Society, Garden Club or Garden **Club** and `
10. "Member"- an individual who pays the annual fee to an Affiliated Society/Club according to the Act (19-9)

Rationale:

1. Places the items in alphabetical order.
2. More importantly, addresses the fact that there is currently no #10
3. In 9. The addition of the word "club" follows the use of the term earlier in the section

RESOLUTION 21-7: Be it resolved that:

The following definition be added to By-Law 1 as 1, 2. and that if passed, all subsequent definitions be renumbered sequentially to reflect this addition.

1, 2. "Annual General Meeting" (AGM) also means Annual Meeting as is found in the Corporation Act RSO 1990 c.C.38 and the Agricultural and Horticultural Organizations Act RSO 1990 c.A.9

Rationale:

1. "Annual General Meeting" is not found in the governing legislation.
2. This allows for either terminology to be utilized within all of the Constitution, By-Laws and Policies & Procedures of the OHA without confusion.
3. By including the requirement to re-number as part of this resolution it eliminates the need for another Resolution regarding the re-numbering.

**RESOLUTION 21-8: Be it resolved that:
By-Law 6, 6.1 be amended as follows:**

CURRENT WORDING:

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)

PROPOSED AMENDMENT:

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 **voting delegates**. The two Regional Representatives shall be elected during the Post-**AGM** Board Meeting .. **_____**. The term of the Regional Representatives shall start at the time of election and terminate at the **subsequent Post AGM Board Meeting**.

Rationale:

1. Use of proper term eliminates any perceived issue with the word “member”
2. Voting Delegates elect these persons, not the general membership.
3. There is no requirement to hold a Convention however an AGM is mandatory and this amended wording referencing the AGM would also cover any situation where the AGM is held in conjunction with the Convention which has been the practice of the OHA until the COVID-19 pandemic.
4. This amended wording allows for the Regional Representatives to be elected no matter if there is a Convention or not.

**RESOLUTION 21-9: Be it resolved that:
By-Law 6, 6.2 be amended as follows:**

CURRENT WORDING:

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.

PROPOSED AMENDMENT:

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

Rationale:

1. Eliminates the perceived confusion with the use of the word “member”.
2. Delegates elect at the Annual General Meeting.

**RESOLUTION 21-10: Be it resolved that:
By-Law 6, 6.9 be amended as follows:**

CURRENT WORDING:

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)

PROPOSED AMENDMENT:

- 6.9 If the Immediate Past President or the person identified in By-Law 6, 6.9 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)

Rationale:

1. There is no current method to give the Past Presidents' Council a voice on the Board should an appointed person be unable or unwilling to fulfill the obligations of this position.

RESOLUTION 21-11: Be it resolved that:

Be it resolved that:

By-Law 7, 7.1 be amended as follows:

CURRENT WORDING:

- 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)

PROPOSED AMENDMENT:

- 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 any Special Meeting(s) and the Annual General Meeting of the Association. (19-38)

Rationale:

1. Eliminates the perceived conflict created by the use of the word "member".
2. Properly identifies the meetings conducted by the OHA.

RESOLUTION 21-12: Be it resolved that:

Be it resolved that:

CURRENT WORDING:

- 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)

PROPOSED AMENDMENT:

- 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 Officers who shall review same for approval 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)

Rationale:

1. This amendment mirrors the current process in use whereby the Officers review and approve invoices.
2. By including all Officers, this opens ability for more scrutiny of invoices as there are more Officers than simply the one person currently identified.
3. The current wording could suggest that all invoices are automatically approved when in fact all are reviewed for approval.

RESOLUTION 21-13: Be it resolved that:

Be it resolved that:

By-Law 7, 7.7 be created as follows:

- 7.7 In the event that an Officer or District Director is unable to cast a vote at an Association Board Meeting, the proxy voting rights of the Officer shall be assigned to the Association Secretary and the proxy voting rights of the District Director may be assigned to the person identified in By-Law 7, 7.6 or another District Director who is present at the meeting or to the Association Secretary.

Rationale:

1. This allows an Officer or District Director, who would have, under normal circumstance, been able to vote on a matter, the right to vote by proxy.
2. Currently, Officers and District Directors hold the right to vote via proxy for all Annual General Meetings. This simply expands that voting right to the Board Meetings of the Association.

RESOLUTION 21-14: Be it resolved that:

Be it resolved that:

By-Law 11, 11.2 be amended as follows:

CURRENT WORDING:

- 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.

PROPOSED AMENDMENT:

- 11.2 Each **Affiliated Society/Club** shall be entitled to two voting delegates; any **Affiliated Society/Club** having membership exceeding one hundred, shall be entitled to an additional delegate for each fifty **Affiliated Society/Club** members or fraction thereof up to a maximum of 20 delegates.

Rationale:

1. Removes any perceived confusion with the use of the word "member".
2. Properly identifies that the persons are eligible to vote.

RESOLUTION 21-15: Be it resolved that:

Be it resolved that:

By-Law 12, 12.3 be created as follows:

- 12.3 The Board may appoint a District Director or Officer to sign a contract related to the hosting of the Convention and Annual General Meeting subject to prior approval of the contract by the Officers.

Rationale:

1. Currently there is no method which allows a host District Director to sign any contract with an establishment where the Convention and Annual General Meeting is to be held. This places a possible cost upon the Association for anyone identified in By-Law 4, 4.2 to travel to sign such a contract.
2. Electronic signatures are not always acceptable to some establishments.

**RESOLUTION 21-16: Be it resolved that:
Be it resolved that:
By-Law 13, 13.6 be amended as follows:**

CURRENT WORDING:

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)

PROPOSED AMENDMENT:

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 of all District Meetings to which Affiliated Societies/Clubs are invited shall be distributed to all **Affiliated Societies/Clubs** in the District prior to the meetings. The Secretary shall maintain the minutes of such meetings, and the other written records of the District. The minutes of **all District meetings** to which Affiliated Societies/Clubs are invited shall be made available to all **Affiliated Societies/Clubs in the District** within two months of the meetings. This may be done by e-mail, posting to a web site, etc.

Rationale:

1. Properly identifies which Societies/Clubs are entitled to the information.
2. Removes any perceived conflict with the use of the word "member".
3. Ensures that all minutes of all meetings are made available.

**RESOLUTION 21-17: Be it resolved that:
Be it resolved that:
By-Law 13, 13.7 be amended as follows:**

CURRENT WORDING:

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.

PROPOSED AMENDMENT:

The District Treasurer shall present to the Affiliated Societies/Clubs of the District at the **District** 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 **30 days prior to the Association's AGM**. The District financial year shall be from the 1st of January to the 31st of December.

This amendment comes into force on January 1st, 2022.

Rationale:

1. The insertion of the word District removes any confusion with respect to the AGM being referenced.
2. By moving to 30 days prior to the Association AGM, this allows Districts to hold their AGM later in the year as dictated by either custom or climate.
3. By using 30 days prior to the Association AGM this allows all Districts to be able to forward their documentation to the Association Treasurer for proper recording, reporting and retention.

**RESOLUTION 21-18: Be it resolved that:
Be it resolved that:
By-Law 11, 11.4.2 be amended as follows:**

CURRENT WORDING:

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.

PROPOSED AMENDMENT:

In the event that [REDACTED] the Immediate Past President, any person holding a position under By-Law 6, 6.9 [REDACTED] 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.

Rationale:

- 1) The reference to "Director" in line one of the current wording is removed in order to comply with the Corporations Act.,
- 2) The reference to "any person holding a position under By-Law 13, 13.5.1" in lines one and two of the current wording is removed in order to comply with the Corporations Act.

RESOLUTION 21-19: Be it resolved that:

The OHA increase the dues charged to each member of each Affiliated Society/Club by \$1.00 to a total of \$4.00 per Affiliated Society/Club member per year commencing with the billing in the fall of 2020.

Rationale:

1. Considering the overall financial status of the Association, the increase would generate some added income to reduce the trend of annual losses over the past few years.
2. This topic is best addressed by the Treasurer with a quick overview of the past 3 to 5 years and the financial losses incurred each year.
3. This increase is allowed under by-law 4, 4.1.