

Resolutions To Be Voted Upon At The 2022 OHA Annual General Meeting

RESOLUTION 22-1: Be it resolved that:

By-Law 1, 12. Be created as follows:

"Meeting" means any meeting that may be held at an in-person venue or may be held via telephone, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

Rationale:

1. The Agricultural and Horticultural Organizations Act is totally silent on the topic of meeting format.
2. By adding the definition, this should remove any doubt about any confusion regarding what is a meeting.
3. The content of Resolution 20-21 as passed by the membership has been questioned regarding having voice, attendance and what is a meeting.

RESOLUTION 22-2: Be it resolved that:

By-Law 4, preamble be amended as follows:

Current wording:

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

Proposed amendment:

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

Rationale:

1. It is the voting delegates who ratify items at the AGM

RESOLUTION 22-3: Be it resolved that:

By-Law 5, 5.5 be amended as follows:

Current wording:

All Officers except the Secretary and the Treasurer shall serve for a one-year term, unless re-elected. The Immediate Past President or the person identified in By-Law 6, 6.9 shall remain so long as a new President is not elected.

Proposed amendment:

All Officers except the Secretary and the Treasurer shall serve from one Annual General Meeting of the Association until the next Annual General Meeting of the Association. They may continue to serve if re-elected. The Immediate Past President or the person identified in By-Law 6, 6.9 shall remain so long as a new President is not elected.

Rationale:

1. The current wording suggests a one (1) year term. There is no definition of one (1) year.
2. With the COVID-19 pandemic of 2020 and the postponement of the Annual General Meeting which was allowed by legislation in force at that time of the postponement, this created a time frame outside of any accepted definition of a one (1) year term.
3. This wording better references the fact that service is from one election to the next election and leaves little room for any semantics about what is one (1) year.

RESOLUTION 22-4: Be it resolved that:

By-Law 5, 5.6 be amended as follows:

Current wording:

Elected by the Districts, or appointed by the Officers under By-Law 5, 5.3, District Directors are members of the Association's Board of Directors. District Directors take office in the Association as of the date of election by their District or appointment by the Officers. District Directors who are elected annually may be re-elected for a maximum of five years; however, an additional one year of service is acceptable under extreme circumstances. District Directors are formally introduced as members of the Association's Board of Directors at the Association's Annual General Meeting.

Proposed amendment:

By-Law 5, 5.6.1

Elected by the Districts, or appointed by the Officers under By-Law 5, 5.3, District Directors are members of the Association's Board of Directors. District Directors take office in the Association as of the date of election by their District or appointment by the Officers. District Directors who are elected may be re-elected for a maximum of five consecutive terms; however, an additional one term of service is acceptable under extreme circumstances. A term shall be from one Annual General Meeting of the District until the next Annual General Meeting of the District. District Directors are formally introduced as members of the Association's Board of Directors at the Association's Annual General Meeting.

Rationale:

1. The current wording suggests a maximum total of five years with no indication whether the years are intermittent or consecutive.
2. The amended wording indicates, as is the current practice, that the time frame is five consecutive terms with a possible one additional term under extreme circumstances.
3. The By-Law is renumbered to allow for the Resolution related to By-Law 5, 5.6.2 to be addressed and if that proposed amendment is successful, does not require a separate resolution to re-number the By-Laws.
4. Clarifies the length of time between elections.

5. As we have seen with COVID, Annual General Meetings do not always fall a/one 'year" apart.
6. Removes the conflict of defining "year".
7. Mirrors terminology used in By-Law 5, 5.5.

RESOLUTION 22-5: Be it resolved that:

By-Law 5, 5.6.2 be created as follows:

Notwithstanding By-Law 5, 5.6.1, any person who has served as a District Director, after an absence from the position of District Director for one election period, may again run for office as a District Director.

Rationale:

1. Currently, no person may run for the position of District Director once she/he has completed a total/maximum of six years in the position.
2. This amendment allows an individual to be elected another time should he/she decide to run for the District Director position after a hiatus of at least 1 year.

RESOLUTION 22-6: Be it resolved that:

By-Law 11, 11.3 be amended ad follows:

Current wording:

In the event that a Society does not have a full number of delegates attending the Annual General Meeting, then the proxy voting rights of the non-attending delegates may be assigned to any other voting delegate or to the Association Secretary.

Proposed amendment:

In the event that a Society does not have a full number of **voting** delegates attending the Annual General Meeting, then the proxy voting rights of the non-attending **voting** delegates may be assigned to any other voting delegate or to the Association Secretary.

Rationale:

1. Only voting delegates have votes that can be subject to proxy processes

RESOLUTION 22-7: Be it be resolved that:

By-Law 11, 11.4.1 be amended as follows:

Current wording:

Any Director, all Past Presidents and any Officer except the Secretary and the Treasurer shall have voting rights at Annual General Meetings or any Special Meeting of the Association.

Proposed amendment:

Any Director, **any person appointed under By-Law 5, 5.3 or By-Law 13, 13.5.1**, all Past Presidents and any Officer except the Secretary and the Treasurer shall have voting rights at Annual General Meetings or any Special Meeting of the Association.

Rationale:

- a) Allows persons not elected under By-Law 13, 13.3.1 to vote.

RESOLUTION 22-8: Be it resolved that:

By-Law 13, 13.11 be amended as follows:

Current wording:

Each District shall be entitled, by a majority vote of the delegates present at its Annual General Meeting to set a per capita annual fee. The limit of membership for any Affiliated Society/Club for assessment purposes shall be 1,000 members. Fees must be sent to the District Treasurer or Secretary-Treasurer. Fees retained by the District must be accounted for in a financial statement that has been reviewed by two financial reviewers or an auditor. The financial statement is to be presented at the District meeting, and a copy provided to each Affiliated Society/Club within the District, and to the District Secretary.

Proposed amendment:

Each District shall be entitled, by a majority vote of the **voting** delegates present at its Annual General Meeting to set a per capita annual fee. The limit of membership for any Affiliated Society/Club for assessment purposes shall be 1,000 members. Fees must be sent to the District Treasurer or Secretary-Treasurer. Fees retained by the District must be accounted for in a financial statement that has been reviewed by two financial reviewers or an auditor. The financial statement is to be presented at the District meeting, and a copy provided to each Affiliated Society/Club within the District, and to the District Secretary.

Rationale:

- 1. Only voting delegates vote on issues before the assembly (see By-Law 13, 13.10 for the reference to “voting delegates”).

RESOLUTION 22-9: 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 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.