



## Resolutions To Be Voted Upon At The 2023 OHA Annual General Meeting

### **RESOLUTION 23-1: Be it resolved that:**

By-Law 1, 4. be repealed.

#### **Current wording:**

4. "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. (21-7)

#### **Rationale:**

1. The Corporations Act RSO 1990cC.38 is no longer in force having been replaced by the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15
2. The Agricultural and Horticultural Organizations Act is referenced in By-Law 1, 2.

### **RESOLUTION 23-2: 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 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.

#### **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. **The two Regional Representative shall follow By-Law 6, 6.1.** 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. Regional Representatives are also Officers and were not referenced in the current wording.

### **RESOLUTION 23-3: Be it resolved that:**

A) 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 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.

#### **Proposed amendment:**

6.1 The Board shall hire the Secretary and the Treasurer. 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 President, Vice President and 2nd Vice President are elected annually by the voting delegates **at the AGM**. 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.**

AND

B) This amendment, if passed by the Voting Delegates, shall come into effect the Monday following the 2023 OHA AGM.

**Rationale:**

1. The changing of the word “appoint” to “elect” reflects the actual practice of what occurs with respect to how the Two Representatives are identified.
2. The terminology “one from each of the two identified regions of the province” better identifies that one Regional Representative only comes from each region.
3. The terminology “at the AGM.” better identifies when these positions are filled by election.
4. By changing to the Pre AGM Meeting, this eliminates the need for the Post AGM Meeting which addresses the concerns with respect to actions that will reduce some of the operating costs of the OHA. It should be noted that other agenda items usually dealt with at the Post AGM Meeting have already been moved to the October Meeting. There are now no agenda items usually dealt with at the Post AGM Meeting remaining to be dealt with at this time.
5. By having an effective date after the currently scheduled Pre-AGM Board Meeting, the OHA Convention and the OHA AGM allows for business currently scheduled under the previous guidelines to be properly addressed.

**RESOLUTION 23-4: Be it resolved that:**

By-Law 7, 7.6 be amended as follows:

**Current wording:**

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

**Proposed amendment:**

District Directors. District Directors are expected to attend all Board meetings, serve on committees, and may be appointed to represent the Association on other Boards' meetings. District Directors have a voice and vote. If a District Director is unable to attend an Association Board meeting or other Boards' meetings, they are expected to send a competent individual from their District Executive to the meeting, when possible. At Association Board meetings, this individual **has both a voice and a vote.**

**Rationale:**

1. Clause 7.6 of the Bylaws permits a District Director who is unable to attend an Association Board meeting or other Board's meetings to send a “competent individual from their District Executive to the meeting, when possible”. The intent with this clause appears to recognize that at times, matters may arise which would prevent a District Director from attending OHA Board meetings. The Clause currently indicates the appointed representative may take part in discussions but not VOTE on matters.
2. District 16 feels that the clause as currently written, frustrates the intent of having a competent duly installed member of the District Board, attend these meetings in place of the Director and thereby prevents Districts from being fairly represented in the decision-making process, except through persuasion during pre-vote discussions.
3. Our understanding is that the inclusion of the phrase “competent individual from the District Executive Board” was a 2019 amendment to the clause possibly intended to ensure that substitute delegates have knowledge of the role and manner of operation of the OHA and the representative is also accountable to the District Board for their actions at OHA Board meetings. The inclusion of the term “competent” could also be seen as applying an increased level of rigour for delegates (substitute or not) to OHA Board meetings.
4. We note that there is no definition of “competent” within the Bylaws. From a practical standpoint, the District considers that any individual who chooses to join the District Board (Executive), is considered to be “competent” and able to represent the District Director.
5. It is therefore District 16's position that a member of the District Board, attending at the Director's, or in the absence of a Director, the District Board's behest, should be granted all the privileges of the District Director at the meeting. To do otherwise is unfair to the District and to the individual and disincenivizes both the District and the individual representing the District from OHA meetings.
6. The proposed amendment to Clause 7.6 permits the District delegate to have both a voice and a vote on matters.

**RESOLUTION 23-5: Be it resolved that:**

By-Law 7, 7.8 be created as follows:

Upon being elected to office or being appointed to office or being hired to an office position or signing a contract, each member of the OHA Board and all persons hired or under contract must sign the Code of Conduct and the Oath of Office and Confidentiality Agreement.

**Rationale:**

1. From Carter's Professional Corporation Charity and Not For Profit Law Seminar... "Are membership qualifications accurately described in the Organization's By-Laws?" By-Laws should stipulate that members must agree in writing to the purposes and governing documents of the Organization.
2. Currently, Board and Contract and hired persons are asked to sign these documents however not all do. This has created accountability issues in the past.

**RESOLUTION 23-6: Be it resolved that:**

By-Law 13, 13.3.1 be amended as follows:

**Current wording:**

13.3.1 Each District shall elect a Director of the Association, and at least one Assistant Director, at a duly called Annual General Meeting. Notice of such meeting shall be given to the District's Affiliated Societies/Clubs at least thirty days in advance.

**Proposed amendment:**

13.3.1 Each District shall elect a Director of the Association, and at least one Assistant Director, at a duly called Annual General Meeting. Notice of such meeting shall be given to the District's Affiliated Societies/Clubs at least **sixty** days in advance.

**Rationale:**

1. By lengthening the period of time it gives Societies/Clubs and their memberships more time to plan to attend.
2. By lengthening the period of time this gives Societies/Clubs and their memberships more time to plan for and properly prepare any relevant input which may be deemed to be appropriate.

**RESOLUTION 23-7: Be it be resolved that:**

By-Law 17 be amended as follows:

**Current wording:**

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

**Proposed amendment:**

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

**Rationale:**

1. The current wording does not address those who identify as other than male or female and is therefore more inclusive.

**RESOLUTION 23-8: Be it resolved that:**

By-Law 13 be amended by adding the following sections:

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 the General Membership.

13.13. Every District shall hold an annual meeting of its membership to conduct District business including passing by-laws, consider and approve Financial Reports and hold election of officers for the District.

13.14. Each District is hereby authorized and shall open one or more savings or chequing accounts in a recognized Canadian licensed financial institution (bank, credit union, trust company) for the purpose of depositing all revenues and grants received by the District and to pay reasonable District expenses there from.

13.15. Each District shall adopt a set of financial policies to govern the District's finances which may differ from those policies of the OHA but within generally accepted accounting principles and practices for Not-for Profit entities.

13.16. There shall be at least two, preferably three signing officers, for such accounts and at least two shall sign all cheques or transfers from District accounts.

13.17. All funds, be they cash, cheque, E-transfer or otherwise, collected through Societies' dues, fund raising, grants, donations, subsidies or sponsorships shall be deposited into the District's accounts.

13.18. All Financial records shall be surrendered to District appointed Financial Examiners as soon as possible after the Dec 31 year end but no later than March 1 of the next fiscal year for examination following guidelines as recommended by the Treasurer of the OHA, and for the required report of the District Treasurer as prescribed in section 13.7 hereof.

13.19. For the purpose of subsection "13.19.1" and "13.19.2" hereof, "net funds" shall mean the residual value of all funds after the payment of all expenses the day prior to an alteration of District boundaries, and "per capita" shall mean the net funds divided by the total prior year's reported membership of all the Societies within the District.

13.19.1. On the termination or dissolution of any District, all funds held by the District are considered to be the property of the Societies within the District and any such net funds shall be distributed to the Societies on a per capita basis.

13.19.2. Should any District boundary be changed that removes or adds a Society in whole or in part from one District to another, the per capita value of the net funds shall be paid to the receiving District equivalent to the number of members migrating out of the original District.

**Rationale:**

1. Each District shall create a set of rules, policies and/or by-laws to govern the proceedings of the District which cannot conflict with the rules and policies of the OHA.
2. Each District shall hold an annual general meeting, currently not prescribed but presumed.
3. Districts are creatures of the OHA. All rights, permissions, obligations and functions must be specified by the OHA. Districts have no constitution except that which is expressly stated by the parent corporation. Districts do not have the legal authority to undertake any action unless specified by the OHA as they are not corporations.
4. The authority to collect and deposit or maintain possession of any and all funds should technically and legally be the responsibility of the parent corporation without expressly stated authority otherwise; therefore, given the wording of the current OHA by-laws, the assets and liabilities of all Districts should be combined with and be included within the financial assets and liabilities of the OHA and all OHA finance policies should apply. Districts currently have no authority to open or maintain any bank account.
5. The collection of and disbursement of funds is not specifically authorized or provided for within the by-laws of the OHA at the present time and these amendments would regularize the current practice.

**RESOLUTION 23-9: Be it resolved that:**

Article II of the OHA Constitution be amended as follows:

**Current wording:**

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.

**Proposed amendment:**

1. To provide broad support and guidance, training and administrative leadership, and to advocate on behalf of affiliated Horticultural Societies/Clubs.

2. To develop and support programs for all ages and skill levels encouraging gardening, community beautification, environmental stewardship, and conservation.

**Rationale:**

1. As a result of the ongoing SWOT analysis, this amendment was worded to better reflect the Mission of the OHA as an Association.

**RESOLUTION 23-10: Be it resolved that:**

By-Law 13, 13.1, 13.1 1. be amended as follows:

**Current wording:**

Dundas, Glengarry, Prescott, Russell, Stormont, the eastern portion of the city of Ottawa composed of the former municipalities of Gloucester and Cumberland and the municipality of North Grenville.

**Proposed amendment:**

Dundas, Glengarry, Prescott, Russell, Stormont, the eastern portion of the city of Ottawa composed of the former municipalities of Gloucester and Cumberland, the municipality of North Grenville, **the Township of Edwardsburg Cardinal and the Town of Prescott.**

AND

By-Law 13, 13.1, 13.1 3. be amended as follows:

**Current wording:**

Frontenac, Hastings, Leeds and Grenville except the municipality of North Grenville, Lennox and Addington, Prince Edward.

**Proposed amendment:**

Frontenac, Hastings, Leeds and Grenville except the municipality of North Grenville, **the Township of Edwardsburg Cardinal and the Town of Prescott,** Lennox and Addington, Prince Edward.

**Rationale:**

1. The OHA has been approached by an organization which is in the process of forming. Once formed and incorporated by OMAFRA, the new Society/Club intends to affiliate with the OHA and be a part of District 1.
2. As per By-Law 13, 13.2, District 3 has been consulted and there are no objections to this occurring. There are no affected Societies/Clubs as this process deals with the creation of a new Society/Club and no currently affiliated Society/Club will be moved to a new District.
3. In order for this Society/Club to affiliate with the OHA, it must be placed within a currently established District and this amendment will allow this to occur with the changing of the boundaries of Districts 1 and 3.
4. Due to workload in both Districts and considering geographic implications, it is more advantageous to both Districts and the new Society/Club that it be a part of District 1.