



Resolutions To Be Voted Upon At The 2024 OHA Annual General Meeting

RESOLUTION 24-1:

Be it resolved that:

By-Law 7, 7.7 be amended as follows

Current wording:

In the event that an Officer 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.

Proposed amendment:

In the event that **a District Director or** an Officer is unable to cast a vote at an Association Board Meeting, the proxy voting rights of **the District Director or of** the Officer shall be assigned to the Association Secretary.

Rationale:

1. Under the previous legislation governing Corporations, a Director was not entitled to issue a proxy vote.
2. Under the current legislation, Ontario Not-for-Profit Corporations Act (ONCA), section 64, 64 (1), any person entitled to vote may issue a proxy.
3. This provision means that in the event a District Director is unable to comply with By-Law 7, 7.6 and have a competent individual from the District Executive attend when possible, the District Director and thus the District does not lose its vote.

RESOLUTION 24-2:

Be it resolved that:

By-Law 7, 7.8 be amended as follows:

Current wording:

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, any person identified in By-Law 7, 7.6 and all persons hired or under contract must sign the Code of Conduct and the Oath of Office and Confidentiality Agreement.

Amended wording:

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, any person identified in By-Law 7, 7.6 and all persons hired or under contract must sign the **most recently approved** Code of Conduct and the **most recently approved** Oath of Office and Confidentiality Agreement.

Rationale:

1. This ensures that should either or both documents be amended and any amendments be approved that all parties sign the most recent document(s).
2. This would include and not be limited to a situation where a person required to sign these documents does so and then during their current contract period either or both of the documents were to be amended and the amendments so approved.

RESOLUTION 24-3:

Be it resolved that:

- a) By-Law 10, 10.1 be amended as follows:

Current wording:

A quorum for meetings of the Officers shall be 50% plus one of the Officers. At all meetings of the Officers, every question shall be decided by a majority vote. In case of a tie, the Chair shall cast the deciding vote.

Proposed amendment:

A quorum for meetings of the Officers shall be 50% plus one of the Officers. At all meetings of the Officers, every question shall be decided by a majority **of the votes cast**. In case of a tie, the Chair shall cast the deciding vote.

And

- b) By-Law 10, 10.2 be amended as follows:

Current wording:

A quorum for meetings of the Board of Directors shall be twelve voting members of the Board. At all meetings of the Board, every question shall be decided by a majority vote. In case of a tie, the Chair of the meeting shall cast the deciding vote.

Proposed amendment:

A quorum for meetings of the Board of Directors shall be twelve voting members of the Board. At all meetings of the Board, every question shall be decided by a majority **of the votes cast**. In case of a tie, the Chair of the meeting shall cast the deciding vote.

And

- c) By-Law 13, 13.11 be amended as follows:

Current wording:

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.

Proposed amendment:

Each District shall be entitled, by a majority of the votes cast by 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.

And

d) By-Law 13, 13.12 be amended as follows:

Current wording:

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 vote of the voting delegates at its Annual General Meeting.

Proposed amendment:

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.

Rationale:

1. The use of the terminology “votes cast” follows the terminology used in Ontario Not-for-Profit Corporations Act
2. This wording will hopefully cause a call for all votes during the voting process and will ensure that every member present and carrying the right o vote will have their vote called by the Chair whether the person(s) are “in favour”, “opposed to” or “abstain “, their vote should be called. This does not always occur and as a result some members entitled to vote are not currently given that right during the voting process at a meeting.
3. The right to vote is contained in Robert’s Rules of Order and is also accepted as a provision of Parliamentary Law.

RESOLUTION 24-4:

Be it resolved that:

By-Law 13, 13.7, 13.7 2 be created as follows:

District Financial Records shall be kept in a secure location for 7 years. In the following year, the records will be returned to the District Director at an in-person Board meeting.

And

Be it resolved that By-Law 13, 13 .7 be renumbered to read 13 .7 1

Rationale:

1. The reasoning behind the OHA keeping the records like this is because District and OHA Treasurers can change from time to time and by keeping all records in a secure, central location, it ensures that the records are maintained and available if required.
2. This ensures that all financial record originals will be returned to the District for proper disposition as seen fit by the District.
3. The renumbering simply keeps the sections in numerical order and as a dual Motion alleviated the need for a separate Motion to renumber.

RESOLUTION 24-5:

Be it resolved that:

By-Law 13, 13.8 2. Be created as follows:

The OHA Regional Representative responsible for the District may, if invited, facilitate the resolution of disputes within the District's Leadership and may, if invited, facilitate the resolution of disputes within a Society/Clubs Leadership.

And

Current By-Law 13, 13.8 be renumbered to read 13. 8.1.

Rationale:

1. Although it is an accepted practice to follow the "Chain of Command" in any organization and have matters moved "up the ladder", this now authorizes such action should the circumstances dictate.
2. This also addresses any situation where a District Director may find himself/herself in a Conflict of Interest. The Regional representative would be able to step in. Otherwise, there is no documented process to importantly address any disputes which may occur.

RESOLUTION 24-6:

Be it resolved that:

By-Law 13, 13.8.3. be created as follows:

The Officers of the OHA may, if invited, facilitate the resolution of disputes within a Society/Clubs Leadership, disputes within a District' Leadership and disputes where the Regional representative may be involved.

Rationale:

1. Although it is an accepted practice to follow the "Chain of Command" in any organization and have matters moved "up the ladder", this now authorizes such action should the circumstances dictate.

2. This also addresses any situation where a District Director or a Regional representative may find himself/herself in a Conflict of Interest. The OHA Officers would be able to step in. Otherwise, there is no documented process to importantly address any disputes which may occur.

RESOLUTION 24-7:

Be it resolved that:

The OHA Affiliation fee referenced in By-Law 4, 4.1 for the membership of Horticultural Societies/Garden Clubs be increased each year by twenty-five (25) cents for each of the Affiliation years 2025, 2026, 2027 and 2028.

Rationale:

1. Everyone has experienced the impact of inflation over the last few years. The OHA is no exception. The OHA has experienced significant increases in the cost of printing, room rentals and board meeting expenses, website costs, audit and legal fees and wages over the past 3 years. (to name a few)
2. The OHA is attempting to control costs and increase revenues by the following:
 - Lowered the mileage rate to 60 cents/km when the new CRA rate is 70 cents/km.
 - Restricting District Directors' travel to only 2 meetings per Society/Club and encouraging Assistant District Directors who live closer to the Society/Club to attend meetings on behalf of the District Director.
 - Holding one board meeting per year virtually
 - Holding conventions only on alternate years.
 - Planning fundraisers such as selling the Garden Journal; the agreement with Dubois Agrinovation and others.
 - Limiting free meal to award winner only at convention banquet
 - Planning a profit on the 2024 Convention through careful planning, innovative ideas and controlling costs while also controlling registration fees.
 - Continuing the 50/50 Raffle to help cover costs of grants and education.
3. We have seen an increase in providing grants, awards and scholarships from \$7K in 2019 to \$17K in 2023. The OHA is committed to being able to provide these things to Societies/Clubs across Ontario as long as it is able.
4. The OHA wants to continue to offer all services to the membership without adding costs for the services. (one example is the free pollinator brochures and postcards)

5. By increasing affiliation fees only \$.25 per year, the Association is helping to cover inflation for itself and also letting the Societies/Clubs budget for their own fee increases for the next 4 years.

RESOLUTION 24-8:

Be it resolved that:

By-Law 6, 6.3 be amended as follows:

Current:

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

Proposed:

A Nominating Committee, chaired by the Immediate Past President or the person identified in By-Law 6, 6.9, shall be appointed by the Board to ensure that candidates are available for each Office. All nominations which comply with By-Law 6, 6.5 must be forwarded by the Society/Club Secretary directly to the Association Secretary with a copy to the nominee. The Association Secretary shall forward all nominations to the Nominating Committee Chair. A Report of the Nominating Committee shall be submitted to Affiliated Societies /Clubs 50 to 40 days prior to the Annual General Meeting. The Chair of the Nominating Committee shall call for any further nominations from the floor at the Annual General Meeting, and complete the nomination process.

Rationale:

1. This amendment would allow for the streamlining of the process in order for the Association Secretary and the Nominations Chair to better prepare for timely distribution of information.
2. In past years' nominations have been sent to people not involved in the process such as Past Presidents – this would assist in ensuring no loss of information.
3. This amendment would allow for the Association Secretary and the Nominations Chair to better address ensuring that anyone nominated would understand the requirements of By-Law 6, 6.5 and ensure that those nominated are contacted to ensure compliance with the required document submission(s)
4. This year, a nomination was erroneously sent to someone who is no longer an OHA Officer and could have easily been lost.
5. By adding in the reference to By-law 6, 6.5, this gives guidance to nominators with respect to what is required for a nomination to be complete.

RESOLUTION 24-9:

Be it resolved that:

By-Law 6, 6.4 be amended as follows

Current wording:

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

Proposed amendment:

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.

and

This amendment shall come into force July 15th, 2024

Rationale:

1. Although any nominee may have the best of intentions in serving as an Officer of the OHA, to come to the position with no experience related to the internal operations of the Association places any candidate at a severe knowledge disadvantage.
2. Experience has shown that anyone who has been elected to an OHA Officer position has found the experience of being on the OHA Board for a period of time prior to being elected to be totally invaluable.
3. Currently there are nominations in the process and to amend this section prior to the 2024 AGM elections would/could place candidates at a disadvantage.

RESOLUTION 24-10:

Be it resolved that:

By-Law 19 be created as follows:

By-Law 19 – District Governance

A District shall comply with the Constitution and By-Laws when forming a District Executive body however, when a District is unable to effectively form an Executive body as noted in the Constitution and By-Laws, a District may choose to use a Governance by Committee model should significant circumstances dictate. Governance by Committee shall be performed by “the Committee”.

19.1 The Committee:

1. There shall be one person elected or appointed as District Treasurer. The term of office shall be from one District AGM until the next District AGM.
2. There shall be one person elected or appointed as the primary contact person for communications with, to and from the Association and OMAFRA. The term of office shall be from one District AGM until the next District AGM.

3. Directors shall be elected to perform Governance by Committee and shall form the Committee to govern the District. The term of office shall be from one District AGM until the next District AGM.
4. The Committee shall appoint an individual(s) to perform the duties of a District Director as noted in the Constitution and By-Laws, sections 1 through 18 inclusive, and shall advise the Association Secretary.

19.2 In the Constitution and By-Laws, all inferences or references to a "District" related position or duty or task or otherwise shall also mean a related position or duty or task or otherwise of the Committee membership or the individual(s) appointed or both.

Rationale:

1. This Resolution is put forward as per By-Law 16, 16.2
2. The current processes throughout the current Constitution and By-Laws are based upon there being sufficient numbers of individuals to fill most of if not all of the identified "Executive" positions in a District Governance body. This is seen as the optimally successful and proper process.
3. For a District to choose to go to a Governance by Committee format, there are approximately twenty-seven (27) sections of the current Constitution and By-Laws that need to be amended to support such a governance structure.
4. This proposed amendment only addresses concerns related to the OHA Constitution and By-Laws and does not relate to the required amendments needed at the District Constitution and By-Laws level.