



**ONTARIO HORTICULTURAL ASSOCIATION
ANNUAL GENERAL MEETING
July 19-21, 2019
Best Western Plus Waterfront Hotel
Windsor, Ontario
Skyline Room B Ballroom, St. Clair College**

“Come to the Deep South Where Everything Grows”

FRIDAY, JULY 19, 2019

Registration desk and vendors' area were open before the start of the convention for delegates to visit. An early bird draw was held prior to the start of today's session.

The meeting opened at 9:00 a.m. in the Skyline Room B Ballroom, St. Clair College.

Convention Theme: *“Come to the Deep South Where Everything Grows”*

OPENING CEREMONIES: The Opening Bagpiper, Peter Scorrar, piped in the Officers and Dignitaries into the convention room. The Poet Laureate, placed the flags at the back of the stage and Marty Gervais provided a proclamation. The Officers of the Ontario Horticultural Association were introduced to the membership present in the Skyline Room B Ballroom.

Master of Ceremonies: Katharine Smyth, OHA President, welcomed everyone to District 11 and the beautiful Windsor area.

Canadian National Anthem: The membership present sang the Canadian National Anthem.

Land Acknowledgement Statement: Rose read the Land Acknowledgement Statement on behalf of the OHA “The land we meet upon today is the traditional territory of the Anishinaabe group of First Nations comprising the bands Potawatomi, Odawa and Ojibwa also called Chippewa.”

Welcome: Marg Laman, District 11 Director, brought greetings from District 11 and welcomed everyone to the area.

Introduction of Dignitaries: Katharine Smyth introduced our special guests and dignitaries to the 113th Convention. Greetings were received from Jim Morrison, City of Windsor Councilor, Gordon Orr, Tourism Windsor, Essex and Pelee Island, Denis Flanagan, Landscape Ontario and Helen Scutt, OMAFRA Representative.

Katharine Smyth honoured Helen Scutt for her years of service with OMAFRA and for her support to the OHA and all the societies of the association with a Hoselton tree.

OHA Annual General Meeting Opening: Katharine Smyth, OHA President opened the 113th OHA Convention.

OHA PRESIDENT’S WELCOME: Katharine Smyth welcomed the Dignitaries, Officers, District Directors, and Past Presidents of the Ontario Horticultural Association. Katharine wished everyone a weekend of learning, sharing, and meeting new people.

MISSION STATEMENT: Rick Causton, District 17 Director and Southwestern Representative, read the new draft OHA Mission, Vision and Goals statement for the OHA.

IN MEMORIAM: Kelly Taylor, OHA Secretary, was introduced and read 2 poems for those that we have lost since the last convention. Past Presidents, Kathleen Petrie and John Smith, were acknowledged. The names and several pictures were highlighted on the screen by district. The Passing of the Past Presidents' Tree Dedication took place on June 29, 2019 at the OHA Oak Grove at the Guelph Arboretum.

ROLL CALL: Kelly Taylor called on each District Director and District to be recognized.

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MINUTES OF THE 2018 CONVENTION: The minutes of the 2018 OHA Convention were made available on the OHA GardenOntario website for review and posted on the doors of the convention room. OHA Secretary, Kelly Taylor noted that the minutes will not be read out loud.

MOTION 19-78: That the OHA corrected Convention Minutes of July 19-21, 2018 be approved as corrected. M/S: Suzanne Hanna, District 13/Lisa DeYoung, District 9. 0 Opposed, 0 Abstentions. **CARRIED.**

NOMINATING COMMITTEE: Katharine Smyth introduced Past President and Nominating Committee Chair, Rose Odell who presented the report of the Nominating Committee and introduced the candidates as follows: **President – Katharine Smyth, Vice President – Charles Freeman, 2nd Vice President – Sharlene Desjardins**

The first call for nominations from the floor was requested and no nominations were received for any position. The elections will take place on Sunday, July 21, 2019.

CONSTITUTION, BY-LAWS AND RESOLUTIONS – CHARLES FREEMAN: There is a maximum of 337 votes on the floor with 37 proxies through the OHA Secretary for a total of 374 votes today.

RESOLUTION 19-1: Be it resolved that: The Ontario Horticultural Association express appreciation to the Province of Ontario for the assistance provided to Horticultural Societies 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. **0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-2: 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. **0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-3: Be it resolved that: The Ontario Horticultural Association extend its thanks to the Director, Assistant Directors, Societies and Members of District 11 who worked to plan and conduct the 2019 Convention, and to all others who had any part in contributing to its success. **0 Opposed, 0 Abstentions. Carried.**

**RESOLUTION 19-4: Be it resolved that: Article V MEMBERSHIP
CURRENT WORDING:**

Membership in the Association shall be open to horticultural societies duly incorporated under the Act, and related organizations that support the mission of the Association. The classes of membership and their terms of reference shall be as provided in the By-Laws of the Association.

PROPOSED AMENDMENT:

Article V Affiliation

Affiliation in the Association shall be open to horticultural societies duly incorporated under the Act, and related organizations that support the mission of the Association. The classes of **affiliation** and their terms of reference shall be as provided in the By-Laws of the Association. **0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-5: Article VI be amended as follows:

CURRENT WORDING:

The Societies in the Association shall be organized into geographical regional districts. The boundaries of a district and the allocation of societies in each shall be as provided in the By-Laws of the Association. A Board of Directors shall be elected by the members in accordance with the Act. The terms of reference for election/appointment and the duties to be performed by Directors and Officers shall be as provided in the By-Laws of the Association. There shall be a Past Presidents' Council consisting of former Presidents of the Association.

PROPOSED AMENDMENTS:

The Societies in the Association shall be organized into geographical regional districts. The boundaries of a district and the allocation of societies in each shall be as provided in the By-Laws of the Association. A Board of Directors shall be elected by the **delegates of the Affiliated Societies/Clubs which are in good standing** in accordance with the Act. The terms of reference for election/appointment and the duties to be performed by

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Directors and Officers shall be as provided in the By-Laws of the Association. There shall be a Past Presidents' Council consisting of former Presidents of the Association. **0 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-6: Article VII be amended as follows:

CURRENT WORDING:

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds majority of the votes cast at an annual general meeting or special meeting called for that purpose. A notice of motion in writing of such proposed amendment or revocation must be submitted to the Association Secretary at least 60 days in advance of the meeting so that all societies may be notified within a period of 50 to 40 days prior to the meeting. Any member of a society may submit such a notice of motion.

PROPOSED AMENDMENT:

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds majority of the votes cast at an annual general meeting or special meeting called for that purpose. A notice of motion in writing of such proposed amendment or revocation must be submitted to the Association Secretary at least 60 days in advance of the meeting so that all societies may be notified within a period of 50 to 40 days prior to the meeting. Any member **in good standing** of an **Affiliated Society/Club** may submit such a notice of motion. **0 Opposed, 9 Abstentions. Carried.**

RESOLUTION 19-7: By-Law 1, 9. be amended as follows:

CURRENT WORDING:

"Member" shall be any organization that has paid their current membership fees as set from time to time by the membership 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.

PROPOSED AMENDMENT:

"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. **0 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-8: By-Law 1, 10. be amended as follows:

CURRENT WORDING:

"Ex officio" designates a member of a Board or Executive who is a person who holds or held an office to which he was neither directly elected or appointed, often as the representative of an external body, in which case he is non-voting. An immediate past president or past director of a body is their ex officio, but has the right to vote.

PROPOSED AMENDMENT:

Repealed. **2 Opposed, 1 Abstentions. Carried.**

RESOLUTION 19-9: By Law 1, 11. be added as follows:

11. **"member"- an individual who pays the annual fee to an Affiliated Society/Club according to the Act.** **2 Opposed, 9 Abstentions. Carried.**

RESOLUTION 19-10: By-law 4, preamble be amended as follows:

CURRENT WORDING:

Membership in the Association shall consist of the following classes: member, associate, and partner. The Board of Directors may establish other membership categories, provided that the membership category is subsequently ratified by the general membership.

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 delegates at an Annual General Meeting of the Association. **2 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-11: By-Law 4, 4.1 be amended as follows:

CURRENT WORDING:

Member: Membership shall be open to any horticultural society incorporated under the Agricultural and Horticultural Organizations Act, hereinafter called the Act.

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An annual fee shall be assessed each member on a per capita basis. The Board of Directors shall recommend the fee, for ratification at a general meeting of the membership. The Secretary shall notify societies of any proposed change in fees at least 90 days prior to a general meeting.

PROPOSED AMENDMENT:

The class known as **Affiliated Society/Club** shall be open to any horticultural society incorporated under the Agricultural and Horticultural Organizations Act, hereinafter called the Act.

An annual fee shall be assessed each **Affiliated Society/Club** on a per capita basis. The Board of Directors shall recommend the fee for ratification at the annual general meeting or **special meeting** of the **Association**. The Secretary shall notify societies of any proposed change in fees **between 50 and 40 days** prior to **the annual** general meeting. **10 Opposed, 1 Abstentions. Carried.**

RESOLUTION 19-12: That By-Law 4, 4.2 be amended as follows:

CURRENT WORDING:

Associate: Associate membership shall be open to organizations that meet the requirements of the following:

- a) Article 36 of the Act.
- b) Association regulations as from time to time determined. The Board of Directors must approve associate membership. Associate members shall have such privileges of membership as the Board shall determine. The Board of Directors shall determine the fee for Associate organizations.

PROPOSED AMENDMENT:

Associate: **The class known as Associate** shall be open to organizations that meet the requirements of the following:

- a) Article 36 of the Act.
- b) **The Board of Directors must approve each Associate affiliation. Associates shall have such privileges as the Board shall determine. Associates may receive communications and attend District and Annual Meetings, but have no vote. The Board of Directors shall recommend the annual fee for Associates for ratification at an annual general meeting or special meeting of the Association. 2 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-13: By-Law 4, 4.3 be amended as follows:

CURRENT WORDING:

Partners: Membership shall be open to allied horticultural organizations. Partners may receive communications and attend District and Annual Meetings, but do not have voting rights. The Board of Directors must approve partners. The Board of Directors shall recommend the annual fee for Partners, for ratification at a general meeting of the membership.

PROPOSED AMENDMENT:

Partners: **The class known as Partners** shall be open to allied horticultural organizations. Partners may receive communications and attend District and Annual Meetings, but do not have voting rights. The Board of Directors must approve partners. The Board of Directors shall recommend the annual fee for Partners, for ratification at an **annual** general meeting or **special meeting** of the **Association**. **2 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-14: By-Law 5, 5.1 be amended as follows:

CURRENT WORDING:

The BOARD OF DIRECTORS shall consist of the Officers of the Association and the Directors.

PROPOSED AMENDMENT:

The BOARD OF DIRECTORS shall consist of the Officers of the Association and the **District** Directors. **0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-15: By-Law 5, 5.2 be amended as follows:

CURRENT WORDING:

The OFFICERS of the Association shall be the President, Immediate Past President or the member of the Past Presidents' Council appointed under By-Law 6, 6.9, Vice President, 2nd Vice President, Secretary, Treasurer and two Directors one from each identified region of the province.

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PROPOSED AMENDMENT:

The OFFICERS of the Association shall be the President, Immediate Past President or the **designate** of the Past Presidents' Council appointed under By-Law 6, 6.9, Vice President, 2nd Vice President, Secretary, Treasurer and two Directors one from each identified region of the province. **2 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-16: By-Law 5, 5.4 be amended as follows:

CURRENT WORDING:

Past Presidents of the Association shall form the PAST PRESIDENTS' COUNCIL. The Past Presidents' Council will be represented by the Immediate Past President on the board. (13/2)

PROPOSED AMENDMENT:

Past Presidents of the Association shall form the PAST PRESIDENTS' COUNCIL. The Past Presidents' Council will be represented by the Immediate Past President **or the person identified in By-Law 6, 6.9** on the board. (13/2)

RESOLUTION 19-16 CONTINUED: 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 shall remain so long as a new President is not elected.

PROPOSED AMENDMENT:

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.

RESOLUTION 19-16 CONTINUED: By-Law 6, 6.8 be amended as follows:

CURRENT WORDING:

For an Officer of OHA, except for the Secretary and the Treasurer and the Immediate Past President, who is unwilling or unable to carry out the responsibilities of office, the Board shall appoint, for the balance of his/her term, a replacement from among themselves, subject to succession by the next ranking Officer.

PROPOSED AMENDMENT:

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

RESOLUTION 19-16 CONTINUED: By-Law 7, 7.2 be amended as follows:

Past President. The immediate Past President shall advise and assist the President where needed.

PROPOSED AMENDMENT:

Past President. The immediate Past President **or the person identified in By-Law 6, 6.9** shall advise and assist the President where needed.

RESOLUTION 19-16 CONTINUED: By-Law 8, 8.2 be amended as follows:

CURRENT WORDING:

Awards. The Awards Committee, chaired by the Awards Coordinator, and consisting of the President, the Vice President and 2nd Vice President, the Immediate Past President, the Secretary, the Chair of the Past Presidents' Council, and the two Directors as identified in By-Law 5, 5.2, shall select award winners in recognition of their outstanding work in the pursuance of the objectives of the Association and the budget approved by the Board. The Awards Coordinator shall attend all Awards Committee Meetings. Regulations for the presentation of awards are presented in a separate Awards document. (18-7, 18-16)

PROPOSED AMENDMENT:

Awards. The Awards Committee, chaired by the Awards Coordinator, and consisting of the President, the Vice President, 2nd Vice President, the Immediate Past President **or the person identified in By-Law 6, 6.9**, the Secretary, the Chair of the Past Presidents' Council, and the two Directors as identified in By-Law 5, 5.2, shall select award winners in recognition of their outstanding work in the pursuance of the objectives of the Association and the budget approved by the Board. The Awards Coordinator shall attend all Awards Committee

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Meetings. Regulations for the presentation of awards are presented in a separate Awards document. (18-7, 18-16). **2 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-17: 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, Directors become 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. 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:

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. **0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-18: By-Law 5, 5.9 be amended as follows:

CURRENT WORDING:

The Officers shall meet at the call of the President, or any three of its members.

PROPOSED AMENDMENTS:

The Officers shall meet at the call of the President, **or at the call of** any three **Officers**. **0 Opposed, 1 Abstentions. Carried.**

RESOLUTION 19-19: By-Law 6, 6.3 be amended as follows:

CURRENT WORDING:

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 member societies 50 to 40 days prior to the Annual 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 AMENDMENT:

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 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.

RESOLUTION 19-19 CONTINUED: By-Law 6, 6.5 4. be amended as follows:

CURRENT WORDING:

A nomination must be proposed and seconded by current executives of a member society.

PROPOSED AMENDMENT:

A nomination must be proposed and seconded by current executives of **an Affiliated Society/Club**.

RESOLUTION 19-19 CONTINUED: By-Law 10, 10.3 be amended as follows:

CURRENT WORDING:

At the Annual General Meeting or any special general meeting of the Association, 100 voting delegates representing at least 50 member societies in good standing shall constitute a quorum.

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PROPOSED AMENDMENT:

At the Annual General Meeting or any special general meeting of the Association, 100 voting delegates representing at least 50 ~~member~~ **Affiliated Societies/Clubs** in good standing shall constitute a quorum.

RESOLUTION 19-19 CONTINUED: By-Law 13, 13.7 be amended as follows:

CURRENT WORDING:

The District Treasurer shall present to the membership at the AGM, reviewed financial statements of assets and liabilities as well as income and expenditures for the prior fiscal year, with copies for each society. The 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 as of the 31st of December, 2010.

PROPOSED AMENDMENT:

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.

RESOLUTION 19-19 CONTINUED: By-Law 16, 3. be amended as follows:

CURRENT WORDING:

The Secretary shall cause all societies to be notified of proposed amendments 50 to 40 days prior to the meeting.

PROPOSED AMENDMENTS:

The Secretary shall cause all **Affiliated Societies/Clubs** to be notified of proposed amendments 50 to 40 days prior to the meeting. **2 Opposed, 11 Abstentions. Carried.**

It was questioned why we count down from 50 to 40 days. Kelly Taylor noted that we count down to convention as this is how many days are left to convention. It is easier to count down as once you have reached 50 days, the next is 49 days. Reversing this counting would cause confusion.

ADJOURNMENT OF ANNUAL GENERAL MEETING: The AGM was adjourned to July 20, 2019.

SPEAKER: Kim Cooper, sponsored by Cooperators spoke on "We Grow for the World".

ANNOUNCEMENTS: Katharine noted that the flower show and competition rooms will be open for viewing from 1:00 – 6:00 p.m., various bus trips will be departing promptly at 1 p.m. and seminars would be available in the afternoon from 1:30 – 2:30 and 3:00 – 4:00 p.m. Delegates were reminded of the evening festivities and to join in on the fun of the silent auction.

BANQUET HIGHLIGHTS: Highlights for tonight's dinner include live entertainment with a Rum Runners Presentation and the Music Maker's Jazz Band, Silent Auction.

SATURDAY, JULY 20, 2019

Registration desk, vendors' area and competition rooms were open before the start of the convention for delegates to visit.

Katharine welcomed all delegates back to the OHA Annual General Meeting.

TREASURER'S 2018 FINANCIAL REPORT: Jane Leonard, OHA Treasurer, presented the audited financial statements to the delegates, reviewed the Statement of Operations and Fund Balances.

Revenues from 2018: Convention - \$102,162, Membership - \$82,440, Insurance - \$46,937, Donations - \$3,205, Supplies - \$7,442, Interest - \$3,097, Miscellaneous - \$7,495, Other Income - \$1,193.

Donations from 2018: General - \$?, In Memoriam - \$?, Corporate - \$?.

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Expenses from 2018: Convention - \$88,664, Insurance - \$45,752, Board & Committees - \$45,047, Bursaries and Grants - \$2,000, Operational Expenses - \$5,375, Employee Wages - \$22,066, District & Officers - \$15,592, Fundraising & Promotion and Education- \$2,458, STBI Payout - \$149,547, Professional Fees - \$6,783, Software & Website - \$15,397, Supplies - \$2,800, Property Assets - \$1,188.

For 2018, the OHA realized a loss of \$30,224.

MOTION 19-79: That the 2018 Treasurer's Report be approved, as presented. M/S: Jane Leonard District 6, Catherine McGill, District 6. 0 Opposed, 0 Abstention. CARRIED.

MOTION 19-80: That we retain Takalo & Burt as our auditors (Chartered Accountants) for 2019. M/S: Jane Leonard, District 6, Sandra Mazur, District 14. 0 Opposed, 0 Abstentions. CARRIED.

SECRETARY'S YEAR 2018 ACTIVITY REPORT

Membership Numbers: The OHA membership numbers reported for 2018 were 278 societies with 27,463 members. The membership number has decreased by 54 members from 2017.

Volunteer Hours: For 2018, societies reported 499,287.20 volunteer hours, plus OHA Officers reported 8,151.50 hours, District Directors and District Executives reported 19,802.50 for a total of 527,241.20 volunteer hours. This is an increase of 10,031.34 volunteer hours.

MOTION 19-81: That the 2018 Secretaries Report be approved, as presented. M/S: Kelly Taylor, District 10/Lisa DeYoung, District 9. 0 Opposed, 0 Abstentions. CARRIED.

PRESIDENT'S REPORT: Katharine Smyth presented a year in review summary for 2018/19. Katharine attended District Annual General Meetings this past year in District One, District Eleven, and District Sixteen and noted that she has participated in many meetings of the association. Katharine attended the Landscape Ontario Symposium, Ontario Agricultural Societies Conference, Seedy Saturday in London, the Southwestern Tourism Conference, and the Ontario Heritage Conference. Each organization had ideas that can be used in our organization. Getting youth involved was a major topic. We said good bye to Joanne Rachfalowski, Penny Stewart, Anne Jamieson, and Gary Brenner from our board. We welcomed Anne Harbord, Sue Carew, Peggy McIntyre, and Bruce McNeil to our board this year. We have put a new vision, mission and goals together as part of the strategic planning committee work that will be worked on over the next year or more. Thank you to all who answered the survey. This was an enormous help to the committee. We and the board are always open to any suggestions and need your help in bringing the Ontario Horticultural Association into the world we live in today.

MOTION 19-82: That the 2018 President's Report be accepted, as presented. Anne Harbord, District 2 /Don Mathews, District 7. 0 Opposed, 0 Abstentions. CARRIED.

MOTION 19-83: That we accept the decisions of the OHA Board of Directors for the previous year. M/S: Wilma Wood, District 14/Suzanne Hanna, District 13. 0 Opposed, 1 Abstentions. CARRIED.

NOMINATIONS: Rose Odell presented the report of the Nominating Committee and introduced the candidates as follows:

President – Katharine Smyth, Vice President – Charles Freeman, 2nd Vice President – Sharlene Desjardins

The second call for nominations from the floor was requested and no nominations were received from the floor at this time for any position. The elections will take place on Sunday, July 21, 2019.

CONSTITUTION, BY-LAWS AND RESOLUTIONS – CHARLES FREEMAN:

There is a maximum of 354 votes on the floor with 37 proxies through the OHA Secretary for a total of 391 possible votes.

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RESOLUTION 19-20: By-Law 7, 7.6 be amended as follows:

Current wording:

Directors. Directors are expected to attend all Board meetings, serve on committees and may be appointed to represent the Association on other Boards' Meetings. If a Director is unable to attend an Association Board meeting or other Boards' meeting, 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 a voice and no vote. **3 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-21: By-Law 9 header be amended as follows:

CURRENT WORDING:

By-Law 9 FISCAL YEAR AND MEMBERSHIP YEAR

PROPOSED AMENDMENT:

By-Law 9 FISCAL YEAR AND **AFFILIATION** YEAR

2 Opposed, 0 Abstentions. Carried.

RESOLUTION 19-22: By-Law 9, 9.2 be amended as follows:

CURRENT WORDING:

The membership year shall be from January 1st to December 31st.

PROPOSED AMENDMENT:

Affiliation with the Association shall be from January 1st to December 31st. **2 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-23: 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 voting members. 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 vote. In case of a tie, the Chair shall cast the deciding vote. **2 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-24: 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. 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 vote. In case of a tie, the Chair of the meeting shall cast the deciding vote. **0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-25: By-Law 11, 11.1 be amended as follows:

CURRENT WORDING:

The Annual General Meeting shall be held at such time and place as the Board of Directors may decide for the purpose of allowing delegates to review the work of the year, prepare policy, approve the audited financial report, elect officers and auditor, and conduct such other business deemed necessary. All members shall be notified at least 60 days in advance of general meetings and invited to send delegates.

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PROPOSED AMENDMENT:

The Annual General Meeting shall be held at such time and place as the Board of Directors may decide for the purpose of allowing delegates to review the work of the year, prepare policy, approve the audited financial report, elect officers and auditor, and conduct such other business deemed necessary. All **Affiliated Societies/Clubs** shall be notified by **February 15th** of the **Annual** General Meeting and invited to send delegates. **4 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-26: By-Law 11, 11.5 be amended as follows:

CURRENT WORDING:

The Board of Directors may call special meetings of the Association whenever it deems advisable. Notice of all special or general meetings, with a statement of the subjects to be discussed, shall be sent to all societies at least 30 days prior to said meeting.

PROPOSED AMENDMENT:

The Board of Directors may call special meetings of the Association whenever it deems advisable. Notice of all special meetings, with a statement of the subjects to be discussed, shall be sent **to Affiliated Society/Clubs between 50 and 40** days prior to said meeting. **2 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-27: By-Law 11, 11.9 be amended as follows:

CURRENT WORDING:

The Secretary shall make available to all members Minutes of the Annual General Meeting within two months of the time of the meeting.

PROPOSED AMENDMENT:

The Secretary shall make available to all **Affiliated Societies/Clubs** the Minutes of the Annual General Meeting **and/or special meeting no later than 60 days after the Annual General Meeting or special meeting.** **2 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-28: By-Law 13, 13.3.1 be amended as follows:

CURRENT WORDING:

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 member societies at least thirty days in advance.

PROPOSED AMENDMENT:

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. **2 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-29: By-Law 13, 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 membership of the District.

PROPOSED 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. **2 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-30: By-Law 13, 13.9 be amended as follows:

CURRENT WORDING:

A District Advisory Council may be formed, representative of all societies.

PROPOSED AMENDMENTS:

A District Advisory Council may be formed representative of all **Affiliated Societies/Clubs in the District.** **2 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-31: By-Law 13, 13.10 be amended as follows:

CURRENT WORDING:

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Each Society shall be entitled to send two voting delegates to a District meeting. Any society having membership exceeding 100 shall be entitled to one additional voting delegate for each 50 members or fraction thereof up to a maximum of 20 voting delegates. Society membership count shall be based upon the annual report filed for the previous year with the Ontario Horticultural Association.

PROPOSED AMENDMENTS:

Each **Affiliated Society/Club** shall be entitled to send two voting delegates to a District meeting. Any **Affiliated Society/Club** having a membership **count** exceeding 100 shall be entitled to one additional voting delegate for each 50 members or fraction thereof up to a maximum of 20 voting delegates. **Affiliated Society/Club** membership counts shall be based upon the annual **information** reports filed for the previous year with the Ontario Horticultural Association. **2 Opposed, 8 Abstentions. Carried.**

RESOLUTION 19-32: 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 the annual meeting, to make an assessment on member societies within the District but the limit of membership for any society 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 an audited financial statement to be presented at the District meeting, and a copy provided to each society within the District, and to the Association Secretary.

PROPOSED AMENDMENTS:

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. **2 Opposed, 11 Abstentions. Carried.**

RESOLUTION 19-33: By-Law 14 header be amended as follows:

CURRENT WORDING:

By-Law 14 INDEMNIFICATION OF DIRECTORS AND OFFICER

PROPOSED AMENDMENTS:

By-Law 14 INDEMNIFICATION OF **DISTRICT** DIRECTORS AND OFFICERS

0 Opposed, 0 Abstentions. Carried.

ADJOURNMENT OF ANNUAL GENERAL MEETING: The AGM was adjourned to July 21, 2019.

SPEAKER: Matt Korpan presented "The Green House Industry".

ANNOUNCEMENTS: Katharine Smyth noted that the various bus trips will be departing promptly at 1 p.m. and various seminars would be available in the afternoon from 1:30 – 2:30 and 3:00 – 4:00 p.m.

GALA DINNER & AWARDS HIGHLIGHTS: Highlights for tonight's gala dinner included Charles Freeman, Master of Ceremonies and Keynote Speaker David Phillips. OHA 2nd Vice President, Sharlene Desjardins, announced the following awards to honour OHA members for their contributions to their society and OHA.

Community Improvement Award – 2 awarded: presented to the Dunnville Horticultural Society, District 9 and Len Lee, Milton & District Horticultural Society, District 6. 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: presented to Martha Branigan, Brampton Horticultural Society, District 15. This plaque is presented to a person who has been a Youth Club leader for a minimum of 5 years.

Environmental Award: presented to Georgian Bay Biosphere Reserve, Parry Sound Horticultural Society, District 18. 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

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of the Awards Committee, has made a significant contribution to environmental preservation including habitat, restoration, and/or improvement.

Award of Merit – 2 awarded: presented to Barbara Smith, Milton & District Horticultural Society, District 6 and Bill and Dorothy Wood, Brampton Horticultural Society, District 15. The certificate is given to an individual(s) for notable contributions to the programs of the Association 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 – 1 awarded: presented to Bob Wilt, Ancaster Horticultural Society, District 6. Nominations should be for members of a horticultural society with at least fifteen years of service to one or more societies should have made a contribution of horticultural service to the community, district or association and should have given outstanding service at the society and district level.

Trillium/Silver Fir Award – 2 awarded: presented to Carole Spraggett, Brampton Horticultural Society, District 15 and Shirley Robson, Thunder Bay Horticultural Society, District 14. This award as designated in 2009 is given to the 2 worthiest candidates who have given outstanding service to horticultural societies and to the Ontario Horticultural Association.

Youth Society Competition Award – Ruby Lobban Award: A \$25 award, based on the highest point aggregate for a Youth Club in the Youth Competition was awarded to Wilmot Horticultural Society, District 19.

Adult Society Competition Award: A \$100 award for the society with the highest point aggregate in the adult competitions was awarded to Oakville Horticultural Society, District 6.

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 18. Carol Armstrong, District 18 Director accepted the award on behalf of the District.

OHA Tree Grants: The following societies received tree grants, up to \$200, in 2019.

- Russell & District, District 1
- Pakenham & Manotick, District 2
- Grafton, District 4
- Milton & District, District 6
- Guelph and Grand Valley & District, District 7
- Thorold & Lincoln Garden Club, District 9
- Russell & District, District 1
- Pakenham & Manotick, District 2
- Grafton, District 4
- Milton & District, District 6
- Guelph and Grand Valley & District, District 7
- Thorold & Lincoln Garden Club, District 9

OHA Special Project Grants: To assist Societies in meeting the objectives of the Ontario Horticultural Association, the board will provide a Special Project Grant to a maximum of \$500 for each project.

- Maxville, District 1
- Grafton and Norwood & District, District 4
- Cambridge & Area, District 19

Pollinator Project Grants: The Ontario Horticultural Association will provide a grant of \$200 annually to eligible member societies to create habitat in the form of pollinator friendly gardens or nesting sites on public land.

- Ottawa, District 2
- Pelham, District 9
- Orillia and Alliston & District, District 16
- Wellesley, District 19

Youth Help Grant: This program is to provide Youth Clubs/Groups with financial support. Any active Youth Club/Group in Good Standing with the Ontario Horticultural Association may apply for the grant.

- East Gwillimbury, District 5

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SUNDAY, JULY 21, 2019

An early bird draw was held prior to the start of today's session.

Katharine Smyth, OHA President welcomed everyone back to the Annual General Meeting.

CONSTITUTION, BY-LAWS AND RESOLUTIONS – CHARLES FREEMAN:

There is a maximum of 354 votes on the floor with 37 proxies through the OHA Secretary for a total maximum votes of 391.

RESOLUTION 19-34: By-Law 14 preamble be amended as follows:

CURRENT WORDING:

Every Director or the person/persons appointed under By-Law 13, 13.3.2 and Officer of the Association and his or her heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Association only from and against:

PROPOSED AMENDMENTS:

Every **District** Director or the person/persons appointed under By-Law 13, 13.3.2 and **the Officers** of the Association and **their** heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Association only from and against: **0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-35: By-Law 16, 2. be amended as follows:

CURRENT WORDING:

Any member of a society which is in good standing may submit such notice of motion in addition to the Officers and Directors of the Association.

PROPOSED AMENDMENT:

Any member of an **Affiliated Society/Club** which is in good standing may submit such notice of motion in addition to the Officers and **District** Directors. **2 Opposed, 8 Abstentions. Carried**

RESOLUTION 19-36: By-Law 13, 13.1, 6. be amended as follows:

CURRENT WORDING:

6. Brant, Halton, Hamilton, Norfolk and that portion of Haldimand known as Ward #3.

PROPOSED AMENDMENT:

6. Brant, Halton, Hamilton, Norfolk and that portion of Haldimand known as **Ward 1, Ward 2, Ward 3 and Ward 4. 0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-37: By-Law 13, 13.1.9 be amended as follows:

CURRENT WORDING:

9. Haldimand except Ward #3, Niagara

PROPOSED AMENDMENT:

9. Haldimand except Wards **#1 & #2 & #3 & #4, Niagara**
0 Opposed, 0 Abstentions. Carried.

RESOLUTION 19-38: By-Law 7, 7.1 be amended as follows:

CURRENT WORDING:

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, ex-officio. The President or designate shall preside at all meetings of the Officers, Board of Directors and meetings of members.

PROPOSED AMENDMENT:

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

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Committees [REDACTED]. The President or designate shall preside at all meetings of the Officers, Board of Directors and meetings of members. **0 Opposed, 0 Abstentions. Carried.**

RESOLUTION 19-39: By-Law 13, 13.1, 15. be amended as follows:

CURRENT WORDING:

15. Peel, York west of Road 34, Toronto west of Bayview Avenue

PROPOSED AMENDMENT:

15. Peel, York west of Road **No.1**, Toronto west of **Yonge Street**

It was confirmed by the District Directors of Districts 5 and 17 that both agreed to the change in the boundary.

0 Opposed, 0 Abstentions. Carried.

RESOLUTION 19-40: By-Law 13, 13.1, 17. be amended as follows:

CURRENT WORDING:

17. Durham and the portion of York that includes Georgina

PROPOSED AMENDMENT:

17. Durham and the portion of York that includes Georgina **east of Park Road**

It was confirmed by the District Directors of Districts 5 and 17 that both agreed to the change in the boundary.

0 Opposed, 1 Abstentions. Carried.

MOTION 19-84: That we revisit Resolution 19-39. M/S: Cindy Scythes, District 5/Marianne Vanberlow, District 3. Carried.

RESOLUTION 19-39: By-Law 13, 13.1, 15. be amended as follows:

CURRENT WORDING:

15. Peel, York west of Road 34, Toronto west of Bayview Avenue

PROPOSED AMENDMENT:

15. Peel, York west of Road **No.1**, Toronto west of **Yonge Street**

It was clarified that Districts 15 and 17 both agreed to the change in the boundary. It was noted that there was an error in the rationale.

0 Opposed, 0 Abstentions. Carried.

FINAL NOMINATIONS:

The slate of Officers, as received by the Nominating Committee, was presented on the first and second day of the Convention. Final calls were made for further nominations from the floor. No further nominations were brought forward from the floor for the positions of President, Vice President and 2nd Vice President.

ELECTION OF ASSOCIATION OFFICERS – Rose Odell:

Katharine Smyth was declared, by acclamation, the President for 2019-2020.

Charles Freeman was declared, by acclamation, the Vice President for 2019-2020.

Sharlene Desjardins, was declared, by acclamation, the 2nd Vice President for 2019-2020.

THANK YOU TO RETIRING BOARD MEMBERS: Katharine Smyth thanked the retired Board Members for their years of service and dedication to the OHA. Thanks went out to Joanne Rachfalowski, Penny Stewart, Anne Jamieson, and Gary Brenner from our board.

PRESIDENT'S SPEECH: Katharine Smyth noted that there have been many challenges, but this board is ready for the year ahead and will continue to work hard on the many project currently underway. Katharine thanked everyone for their support over the last year and noted how rewarding this position has been for her and was excited to continue on as OHA President.

CHAIN OF OFFICE: Katharine Smyth maintained the OHA Chain of Office for 2019-2020 as she was reappointed by acclamation.

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ADJOURNMENT OF ANNUAL GENERAL MEETING: The OHA AGM was closed.

SPEAKER: Jen Rusciano, Co-Founder of the Detroit Food Academy spoke on her inspiration to link young people with farmers close to home.

CLOSING CEREMONIES:

Invitation to 2020 OHA Convention – Shelley MacKenzie: Shelley announced the 114th Annual Convention which will be held in District 10, July 17-19, 2020 at the Best Western, Lamplighter Inn with the theme “*Learning, Growing, Blooming*”. Shelley noted that there would be tours, and much more made available to the delegates.

Thank You from Katharine Smyth and Marg Laman: Katharine and Marg thanked everyone for attending the convention and thanked all of her amazing volunteers, the donors and sponsors.

Passing of OHA Flags: Marg Laman passed the association flag on to District 10 Director, Shelley MacKenzie.

Adjournment: Katharine Smyth, OHA President, thanked the delegates for attending. She expressed appreciation to Marg Laman, and the many volunteers for making this convention a memorable event.

The 2019 Convention was declared closed.

Signature of President