

BROOKLIN HORTICULTURAL SOCIETY

CONSTITUTION

Article I NAME

The name of the Society shall be the Brooklin Horticultural Society, hereinafter referred to as the *Society*.

Article II MISSION

The mission of the Society shall be to provide leadership and assist in the promotion of education and interest in all areas of horticulture and related environmental issues in Ontario, through an expanding network of horticultural societies dedicated to the beautification of their communities, as outlined in Article 36 of the *Agricultural and Horticultural Organizations Act*, R.S.O. 1990, Chapter A.9, hereinafter called the *Act*.

Article III ORGANIZATION

The Society shall be a non-profit organization incorporated pursuant to the laws of the Province of Ontario, without share capital, dedicated to carrying out its mission.

Article IV AUTHORITY

The Society is incorporated and its legal status and direction is governed by the *Act*, and any revisions thereof as promulgated in the Statutes of Ontario.

Article V MEMBERSHIP

Types of membership and their terms of reference shall be as provided in the By-Laws of the Society.

Article VI ADMINISTRATION

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 Society.

Article VII AMENDMENTS

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds (2/3) 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 Society Secretary at least ninety (90) days in advance of the meeting, and all members notified within forty-five (45) days. Any member of a society may submit such a notice of motion.

A signed and sealed copy resides in the permanent records of the Society.

BROOKLIN HORTICULTURAL SOCIETY

BY-LAWS

BY-LAW 1 INTERPRETATION

In the By-Laws and in the Constitution of the Ontario Horticultural Association, Brooklin Horticultural Society, unless the context otherwise specifies or requires:

- 1.1 "Act" means the Agricultural and Horticultural Organizations Act, R.S.O. 1990, Chapter A.9, as amended from time to time and every statute that may be substituted thereafter;
- 1.2 "Association" means the Ontario Horticultural Association;
- 1.3 "Audit" means an examination of books and records by a qualified Auditor;
- 1.4 "Auditor" is an individual or individuals who are qualified Accountant(s), and who are therefore qualified to conduct an audit of the books and records of the Association in accordance with generally accepted Canadian accounting principles.
- 1.5 "Financial Reviews" are conducted by independent, objective and knowledgeable persons at least once a year, in accordance with generally accepted accounting principles. To meet the requirements of the Act, a financial review is considered a sufficient audit for societies.
- 1.6 "Financial Reviewer" is a qualified Member of the Society who conducts a financial review. Financial Reviewers are appointed by the Board and are not executive officers or board members, nor related to one another or the Treasurer.
- 1.7 "Board Executive" refers to the President, the First Vice President, Second Vice-President, Secretary and Treasurer, or Secretary-Treasurer.
- 1.8 "Society" means Horticultural Society, incorporated under the Act
- 1.9 "Member" shall be any individual or organization that has paid their annual membership fee as set from time to time by the Board.

BY-LAW 2 HEAD OFFICE

The head office of the Society shall be located in the municipality of Whitby in the Province of Ontario and at such a place therein as determined from time to time by the Board of Directors of the Society.

BY-LAW 3 MEMBERSHIP

3.1 Types of Membership

Every person shall be entitled to be a Member of the Society.

- a) A Full Member is a person who is eighteen (18) years of age or older.
- b) A Youth Member is a person who is six to seventeen (6-17) years of age inclusive.

- c) A Firm or Incorporated Company may become a Member by payment of the regular fee, but the name of only one person in any year may be entered as the representative or agent of such Firm or Company and that person only shall exercise the privilege of membership in the Society.
- d) An Associate Member is an organization with horticultural interests that otherwise does not meet the requirements of membership.
- e) A Life membership may be bestowed on a Full Member at any time.

3.2 Privileges of Membership

- a) A Member shall be entitled to participate in the activities of the society, but only Full Members may vote or hold office in the Society.
- b) No Member is eligible to stand for election as a Director until they are in the second year of membership.
- c) No Member is eligible to stand for election as an Officer until they have served at least one year as a Director.

BY-LAW 4 ADMINISTRATION

- 4.1 The President, Past President, First Vice-President, Second Vice-President and the Directors shall constitute the Board of Directors.
- 4.2 The Directors of the Society shall consist of a maximum of fourteen (14) Directors.
- 4.3 The membership shall elect at each Annual General Meeting from amongst themselves, a maximum of fourteen (14) Directors for a term of one (1) year. Directors shall be eligible for re-election at the end of one (1) year.
- 4.4 The Past President shall be an ex-officio Director with voting powers.
- 4.5 In the event of a vacancy occurring on the Board of Directors by the death or resignation or otherwise of any Officer or Director, the remaining members of the Board of Directors shall have the power and may appoint any Member of the Society as set out in By-Law 3 to fill such vacancy provided that when fifty percent (50%) or more of the Board positions become vacant, a special general meeting of the Society shall be called within thirty (30) days and Officers or Directors may be elected to fill the vacancies for the balance of the term.
- 4.6 The Board of Directors shall have the power to act for and on behalf of the society in all matters, subject to the by-laws of the Society.

BY-LAW 5 FISCAL AND MEMBERSHIP YEAR

- 5.1 The fiscal year of the Society shall be from October 1 to September 30.
- 5.2 The Membership year shall be from January 1 to December 31.

BY-LAW 6 QUORUMS AND VOTING

- 6.1 At a general meeting an issue presented by the Board may be decided upon by a sixty percent (60%) majority vote of Members in attendance.
- 6.2 At a Board of Directors' Meeting, fifty percent plus one (50% +1) members of the Board shall constitute a quorum.
- 6.3 At the annual General Meeting twenty-five percent (25%) of the regular membership shall constitute a quorum. When determining regular membership, only Full Members are counted.

BY-LAW 7 OFFICERS

- 7.1 The members shall elect from among themselves at the Annual General Meeting a President, First Vice-President and Second Vice-President to be known as the Officers of the Society.
- 7.2 The Board of Directors, from among themselves or otherwise, shall appoint a Secretary and a Treasurer, or Secretary-Treasurer who shall remain in office at the pleasure of the Board.
 - a) When the Secretary and Treasurer, or Secretary-Treasurer are appointed from the Board of Directors, they shall have voting powers at Board Meetings.
 - b) When the Secretary and Treasurer, or Secretary-Treasurer are appointed from the General Membership, they shall not have voting powers at Board Meetings.
- 7.3 The Secretary or Secretary-Treasurer shall keep an accurate account of the proceedings of Board and General Meetings, acting under the control and with approval of the Board.
- 7.4 The President shall be elected to a term of one year and may be re-elected to a maximum of two consecutive terms.
- 7.5 Security
 - a) The Treasurer or Secretary-Treasurer of the Society, before entering upon the duties of office, shall give security to cover against any loss of the funds of the Society during the performance of their duties.
 - b) It shall be the duty of the Board each year to enquire and verify the sufficiency of the security.
 - c) If the security is insufficient, each Director of the Board is personally liable for any loss suffered by the Society thereby.

BY-LAW 8 MEETING OF THE SOCIETY

- 8.1 Annual General Meeting
 - a) The Annual Meeting of the Society shall be held during the month of November, or as determined by the Board of Directors.

- b) At least two (2) weeks notice of the Annual general Meeting shall be given to the membership.
- c) At the Annual General Meeting:
 - i) The Board shall present a report of the activities and accomplishments of the Society since the last Annual Meeting and a detailed statement of the receipts and expenditures since the last Annual Meeting, and a statement of the assets and liabilities of the Society certified by the Auditors, or Financial Reviewers.
 - ii) The Directors, President, First Vice-President and Second Vice-President shall be elected.
 - iii) Financial Reviewer(s) shall be appointed.
 - iv) The Secretary shall make available a list of those members eligible to vote. Paid-up members of the current year are eligible to vote.

8.2 General Meetings

Regular meetings shall be held at a time and place determined by the Board of Directors.

8.3 Board of Directors' Meetings

A meeting of the Board shall be called by the Secretary, Secretary-Treasurer, or designate upon the direction of the President or of any three (3) members of the Board by sending notice thereof to all members of the Board at least seven (7) days before the time fixed for the meeting.

a) Voting

At a Board meeting, only the elected and ex-officio Directors are eligible to vote.

b) Powers and Duties:

In addition to other specific duties and powers assigned elsewhere in the by-laws, the Board shall:

- i) take the initiative in preparing general policies and actions for consideration and possible adoption by the membership,
- ii) put into effect all policies and actions approved by the membership,
- iii) have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership, and
- iv) be responsible for the management of the affairs of the Society between general meetings.

c) Committees and Subcommittees:

- i) The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors and shall operate under their terms. The President is responsible to ensure that each committee has a Chairperson.

- ii) The Board shall define the responsibilities of such committees, approximate a budget, if applicable, and propose a list of members of each committee.
- iii) Any unresolved conflict within a committee shall be addressed by the Board Executive.

BY-LAW 9 FINANCES

- 9.1 All expenditures for items in excess of \$50.00 dollars (fifty) that are not included in the budget for the current fiscal year shall require approval by a motion passed at a Board meeting.
- 9.2 Cheques to disburse the funds of the Society shall bear two signatures, being any two of the President, Treasurer, and First Vice-President.
- 9.3 The financial records of the Society shall be reviewed by a qualified Auditor or two Financial Reviewers appointed at the Annual General Meeting.
- 9.4 Remuneration

No Officer, Director or Member of this Society shall receive any remuneration for carrying out his/her duties as Officer, Director or Member. Traveling and living expenses may be allowed for any Officer, Director or Member while engaged in duties on behalf of the Society. The Board may fix such remuneration for traveling and living expenses which shall be payable out of the funds of the Society.
- 9.5 The financial accounts and other books of the Society shall be made available for inspection by Members upon reasonable request.

BY-LAW 10 DUTIES OF OFFICERS

- 10.1 Officers of the Society are responsible for the safe custody of:
 - a) deeds, title papers and other documents relating to the Society's property,
 - b) at least one copy of minutes of proceedings, resolutions, constitution, and by-laws of the Society, and
 - c) books and records of the Society.
- 10.2 The Secretary of the Society shall:
 - a) attend all meetings of the Society, or appoint a designate, and keep true minutes thereof,
 - b) conduct the correspondence of the Society, and
 - c) keep a record of:
 - i) all business transactions of the Society,
 - ii) all resolutions passed by the Society,
 - iii) amendments to the by-laws of the Society, and

- iv) all annual reports of committees, annual statements, financial and auditor's reports.

10.3 The Treasurer, or Secretary-Treasurer of the Society shall:

- a) receive all monies paid to the Society and deposit them to the credit of the Society in a recognized financial institution as approved by the Board,
- b) keep the securities of the Society,
- c) keep or cause to be kept, proper books of account or make, or cause to be made entries of all receipts and expenditures of the Society,
- d) prepare the annual financial statement of the Society, and
- e) prepare reports showing the financial position of the Society, as the Directors may direct.

By-Law 11 INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 Every Director and Officer of the Brooklin Horticultural Society, District 17, Ontario Horticultural 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 Society only from and against

- a) all costs, charges and expenses whatsoever such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commences or prosecuted against him or her for or in respect of any deed, act, matter or thing whatsoever made, done or committed by him or her, in or about the execution of the duties of his or her office,
- b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Society; except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Society. The Society may provide insurance to cover this liability of the Society.

By-Law 12 RULES OF ORDER

The most recent published edition of Robert's Rules of Order shall govern proceedings at all meetings of the Society. If the rules of order are in conflict with the By-Laws, the latter shall prevail.

By-Law 13 AMENDMENTS

13.1 The by-laws may be amended, or revoked, provided that the changes are approved by a sixty percent (60) majority of the votes cast at an Annual General or Special Meeting called for that purpose.

13.2 Quorum shall be twenty-five percent (25%) of the Full Membership. No proxy votes shall be allowed.

13.3 The following provisions apply:

- a) A notice of motion in writing of the proposed amendment, or revocation, has been submitted to the Secretary forty-five (45) days before the Annual General meeting.
- b) Any Member of the Society who is in good standing may submit such notice of motion in addition to the Officers and Directors of the Society.
- c) The Board must notify the Members concerning amendments at least twenty-one (21) days in advance of the Annual General Meeting.

Signed: *Jone Webster* President

Signed: *Kathryn Allam* Secretary

Dated this 24th day of *November, 2010*.