

# Seaforth and District Horticultural Society

## Constitution

### **Article 1 – Name**

The name of the organization shall be the Seaforth and District Horticultural Society, henceforth referred to as “the Society”.

### **Article 2 – Authority**

The Society is organized as a not for profit corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act (1990) of the Province of Ontario, and all articles of the constitution shall conform with the Agricultural and Horticultural Organization Act(1990) and its regulations.

### **Article 3 – Objectives**

The objectives of the horticultural society are to encourage interest and improvement in horticulture,

- a) By holding meetings respecting the theory and practice of horticulture;
- b) By encouraging the planting of trees, shrubs and flowers on public and private grounds;
- c) By promoting community gardening and outdoor beautification;
- d) By arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
- e) By distributing seeds, plants, bulbs, flowers, trees and shrubs;
- f) By promoting the protection of the environment;
- g) By promoting the circulation of horticultural information through any media;
- h) By promoting the benefits of therapeutic horticulture; and
- i) By stimulating an interest in the study of horticulture.

The Society shall not spend more than one-half of its total annual receipts, excluding grants or donations made for specific purposes, upon any one of the objects, except for the planting of trees, shrubs and plants on public grounds and the promotion of outdoor beautification.

#### **Article 4 – Membership**

- 1) Every person shall be entitled to be a member of the Society by paying the annual fee of the Society, but no person under the age of 18 years is eligible to vote at meetings of the Society.
- 2) There shall be an annual membership fee as shall be determined from time to time by the Board of Directors.
- 3) Honourary (Life) Membership:  
Honourary memberships may be presented at the discretion of the Board of Directors to those deemed worthy for exceptional service to the Society.

#### **Article 5 – Directors**

- 1) The Board of Directors shall consist of a minimum of 9 Directors.
- 2) The Officers, as outlined in Article 6 (1), and the remaining Directors shall constitute the Board of Directors.
- 3) The normal term of office for a Director is 2 years. A Director may stand for re-appointment.
- 4) Each year, prior to the Annual Meeting, the Board will call for nominations from the members of the Society to fill the positions of Officers and Directors. At the Annual Meeting the Board will present nominations for the Officers and Directors for the following year for election or approval by the members.
- 5) In the event of a vacancy occurring on the Board by the death of or resignation of any officer or director or otherwise (failure to attend a minimum of 50% of the general and directors' meetings during the year), the remaining members of the Board shall have the power to appoint any member of the Society to fill such vacancy.

## **Article 6 – Officers**

- 1) The Officers shall consist of:
  - a) President
  - b) Past-President
  - c) 1st Vice-President
  - d) 2nd Vice-President
  - e) Secretary
  - f) Treasurer
- 2) The Treasurer or Secretary-Treasurer of the Society, before entering into office, shall give bond for the faithful performance of his/her duties, especially for the due accounting for and paying over all monies which may come into the Society.
- 3) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such Treasurer or Secretary-Treasurer and to report thereon to the Society.

## **Article 7 - Powers and Duties**

- 1) Board of Directors

In addition to other specific duties and powers assigned elsewhere in this constitution, the Board shall:

- Ensure the overall activities of the Society harmonize with the objectives of the Society;
- Take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;
- Put into effect all policies and actions approved by the membership;
- Have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership;
- Authorize expenditures and obtain funds necessary for the operation of the Society;
- Be responsible for the management of the affairs of the Society between general meetings.

## 2) Officers

Officers of the Society are responsible for the safe custody of:

- Deeds, title papers and other documents relating to the Society's property.
- At least one copy of minutes of proceedings, resolutions and by-laws of the Society.

### a) The President of the Society shall:

- Be a member in good standing
- Chair all meetings
- Be responsible for management and supervision of the affairs and operations of the Society
- Have signing authority
- Represent and promote the organization
- Have no vote unless there is a tie in voting

### b) The Vice-President(s) of the Society shall:

- Be a member in good standing
- Assist the president as required
- Act as president in the absence of the president
- Become president if a vacancy occurs

### c) The Secretary of a Society shall:

- Attend all meetings of the Society and keep true minutes thereof;
- Conduct the correspondence of the Society; and
- Keep a record of:
  - All business transactions of the Society;
  - All resolutions passed by the Society;
  - All amendments to the Constitution;
  - A list of the members of the Society and their contact information.

### d) The Treasurer of a Society shall:

- Receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank or credit union, as the Society may by resolution direct;
- Have signing authority;
- Keep the securities of the Society in safe custody;
- Keep or cause to be kept proper books of account and make or cause to be made entries of all receipts and expenditures of the Society;
- Prepare the annual financial statements of the Society; and keep record of all annual statements, regulatory, financial and auditor's reports; and
- Prepare reports showing the financial position of the Society, as required.

### 3) Committees and Subcommittees

The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. Each committee should be established prior to or during the Annual Meeting. The chairperson of each committee shall be, if possible, a member of the Board. All committees are accountable to the Board.

### **Article 8 – Conflict of Interest**

Where a director of the Society has a financial interest, direct or indirect, in any matter in which the society is concerned, he/she shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.

### **Article 9 – Meetings of the Society**

All meetings may be held at an in-person venue or may be held via electronic means provided such means allows all in attendance the ability to respond & vote.

#### 1) Annual Meeting

- a) The Annual Meeting of the Society shall be held on a date in November each year at a time and place as determined by the Board of Directors.
- b) At least two weeks' notice of the Annual Meeting shall be given to the members of the Society.
- c) 10 persons who are members or life members of the Society at the time of the Annual Meeting shall constitute a quorum at the Annual meeting and are eligible to vote on all matters brought to the meeting.
- d) At the Annual Meeting:
  - The Chair shall present a report of the activities and accomplishments of the Society since the preceding Annual Meeting.
  - The Treasurer shall present a report on the receipts and expenditures of the Society during the preceding fiscal year and the assets and liabilities of the Society as at the fiscal year end.
  - The Directors and Officers shall be appointed by resolution for the upcoming year.
  - The auditors shall be appointed by resolution for the upcoming year.

## 2) General Meetings

- a) General meetings shall be held at a time and place as determined by the Board of Directors.
- b) 10 persons who are members or life members of the Society at the time of a general meeting shall constitute a quorum at the general meeting and are eligible to vote on all matters brought to the meeting.

## 3) Board Meetings

- a) The Board shall meet at the call of the Chair.
- b) 6 members of the Board shall constitute a quorum.
- c) Voting:

At a Board meeting, only the Directors are eligible to vote. The chairperson is not given a vote unless required to break a tie vote.

## **Article 10 – Finances**

- 1) The fiscal year of the Society shall be from October 1<sup>st</sup> to September 30<sup>th</sup>.
- 2) All extraordinary expenditures for items in excess of \$200.00 shall require approval by a motion at a General Meeting or Board Meeting.
- 3) Cheques to disburse the funds of the Society shall bear 2 signatures. Signing Officers of the Society shall be the President, the Treasurer, and the Past-President.
- 4) The financial records of the Society shall be audited by at least 2 qualified individuals, neither of whom is a member of the Board; or related to one another; or related to the Treasurer.
- 5) Remuneration:  

No officer, director or member of the Society shall receive any remuneration for carrying out his/her duties, but travelling and living expenses may be allowed while engaged in duties on behalf of the Society. The Board may fix such remuneration and travelling and living expenses, which shall be payable out of the funds of the Society.
- 6) The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request at general meetings.

**Article 11 – Change in Constitution**

- 1) The Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is confirmed at an annual or general meeting of the Society.
- 2) All regulations as set forth in the Agricultural and Horticultural Organizations Act (1990), or as it may be revised from time to time, shall become a part of this constitution.

**Article 12 – Dissolution**

In the event of the dissolution of the Society, after payment of all debts and liabilities, the remaining assets shall be distributed to the Municipality of Huron East and if possible, be used to promote community gardening and outdoor beautification.

Revised and Approved on: November 9, 2022

*Replaces version of:* November 10, 2021

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Nick Barclay, President

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Carol Bennewies, Secretary