# BROOKLIN HORTICULTURAL SOCIETY / BROOKLIN-WHITBY GARDEN CLUB

## CONSTITUTION

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# BROOKLIN HORTICULTURAL SOCIETY / BROOKLIN-WHITBY GARDEN CLUB

## CONSTITUTION

Article I NAME

The name of the Society shall be the Brooklin Horticultural Society, also known as the Brooklin-Whitby Garden Club (BWGC), 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, as part of 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 *AHOA.*

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 *AHOA,* and any revisions thereof as promulgated in the Statutes of Ontario.

The Society is also subject to the provisions of the Ontario Not-for-Profit Corporations Act (2010) that do not conflict with the provisions of the Agricultural and Horticultural Organizations Act (1990).

Article V 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. There are two (2) classes of membership:

   a) General Membership – consisting of Individual and Family Memberships; and
   b) Corporate Membership

Details 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 *AHOA*. 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. The society shall operate with a minimum of three (3) directors and a maximum of fourteen (14) directors. In addition to the numbers above, the past president shall be considered an ex-officio director and part of the board of directors.

## 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 sixty (60) days in advance of the meeting, and all Members notified at least ten (10) days but no more than fifty (50) days in advance of the meeting. Any member of a society may submit such a notice of motion.

## Article VIII MEETINGS

Meeting means any meeting that may be held at an in-person venue or may be held by telephone, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The meeting notice will include the format of the meeting.

A signed and sealed copy of this document resides in the permanent records of the 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 "AHOA" 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 "ONCA" means the Ontario Non-Profit Corporations Act;

1.3 "Association" means the Ontario Horticultural Association;

1.4 "Audit" means an examination of books and records by a qualified Auditor;

1.5 "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 Society in accordance with generally accepted Canadian accounting principles.

1.6 "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 AHOA a financial review is considered a sufficient audit for societies.

1.7 "Financial Reviewer" is a qualified Member of the Society who conducts a financial review. Financial Reviewers are appointed by the Board and are not Board members, nor related to one another or the Treasurer.

1.8 "Board Executive" refers to the President, the First Vice-President, Second Vice-President, Secretary and Treasurer, or Secretary-Treasurer.

1.9 "Officer " refers to the President, the First Vice-President, and Second Vice-President.

1.10 "Society" means Brooklin Horticultural Society, also known as the Brooklin-Whitby Garden Club (BWGC) incorporated under the AHOA.

1.11 "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 Every person shall be entitled to be a Member of the Society upon paying the annual fee of the Society. Memberships are not transferable.

Types of Membership:

a) General Membership categories:

i. Individual membership

- Entitled to cast one (1) vote at any Annual, General or Special Meeting of the Society.

ii. Family membership – Two (2) or more individuals residing at the same address.

- Entitled to cast two (2) votes per family at any Annual, General or Special Meeting of the Society.

b) Corporate Membership:

A Firm or Incorporated Company may become a Member by payment of the corporate membership fee, but the name of only one (1) 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.

- Entitled to cast one (1) vote at any Annual, General or Special Meeting of the Society.

c) A Life Membership may be bestowed on a Member at any time as determined by the Board of Directors.

3.2 Privileges of Membership

a) A Member in good standing is a person or company who has paid their membership dues for the current year.

b) A Member shall be entitled to participate in the activities of the society, but only members over the age of eighteen (18) and in good standing may vote or hold office in the Society.

c) No Member is eligible to stand for election as a Director until they are in the second year of membership.

d) No Member is eligible to stand for election as an Officer until they have served at least one (1) year as a Director.

e) Per ONCA, Section 50, membership can be terminated.

3.3 Termination of Membership

An individual or corporation shall cease to be a Member of the BWGC:

a) when that individual or corporation indicates their desire to resign to the Membership Coordinator or to any member of the board of directors. Any resignation of membership shall be effective immediately upon receipt by the Membership Coordinator or a member of the Board of Directors, as the case may be, or

b) when the period of membership expires in accordance with By-law 5.2, or

c) if at a meeting of the members, a motion is passed by at least two-thirds (2/3) of votes cast at the meeting to terminate their membership, provided that the person in question is granted the opportunity to be heard at such meeting. Any evidence of membership in the BWGC, including membership cards, must be returned to the BWGC immediately on ceasing to be a member.

A membership can be terminated due to violation of the Code of Conduct, or other egregious conduct, done physically, verbally or in writing. Written notice following a meeting with the offending party must be given to the offending Member with reasons provided and a possible timeline to change their conduct if the board feels that they can improve.

If the offending action is illegal, the Board may cancel the membership. A date of membership cancellation will be provided.

## 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 minimum of three (3) and maximum of fourteen (14) Directors.

4.3 The membership shall elect at each Annual General Meeting from amongst themselves, a minimum of three (3) and 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 3.2 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 two-thirds (2/3) 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.

## 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 (1) year and may be re-elected to a maximum of two (2) consecutive terms. The term may be extended beyond 2 years if there is no one willing and qualified to stand for the office. This would be voted on by the board prior to the Annual General Meeting, and voted on by the membership at the Annual General Meeting.

## BY-LAW 8 MEETING OF THE SOCIETY

8.1 Annual General Meeting (AGM)

a) The Annual General Meeting of the Society shall be held during the month of November, or as determined by the Board of Directors. The AGM meeting notice will advise the membership of methods of participation.

b) Notice of the Annual General Meeting shall be given to the membership ten to fifty (10-50) days prior to the meeting date.

BY-LAW 8 MEETING OF THE SOCIETY (cont'd)

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 General Meeting and a detailed statement of the receipts and expenditures since the last Annual General 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) The membership shall appoint an auditor or shall elect two (2) individuals, not currently members of the BWGC Executive and who are not related to or living with any member of the BWGC Executive to review the books of the BWGC for the next fiscal year.

iv) The Secretary shall make available a list of those Members eligible to vote. Only members in good standing and who are in attendance may cast a vote.

8.2 General Meetings

Regular meetings shall be held at a time and place determined by the Board of Directors. Not all General Meetings will have a concurrent virtual meeting.

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.

8.3 Board of Directors' Meetings (cont'd)

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. Each chairperson must keep the board apprised of its committee's activities.

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 one hundred dollars ($100.00) 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 (2) signatures. The President, Treasurer, First Vice-President, Second Vice-President, Past President and Secretary are eligible to be signatories.

9.3 The financial records of the Society shall be reviewed by a qualified Auditor or two (2) 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, upon approval by the Board. The Board will fix such reimbursement 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 (1) 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) along with the President, 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.

10.4 President: The President shall:

a) preside at all General and Board meetings of the Society,
b) shall appoint the chair of each standing, ad hoc and special committees in consultation with the Board,
c) shall be notified of all meetings of the committees, and
d) shall be a member of all committees.

10.5 Vice-Presidents:

The First Vice-President, in the absence of the President, shall perform the latter's duties.

## BY-LAW 11 INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 Every Director and Officer of the 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:

BY-LAW 11 INDEMNIFICATION OF DIRECTORS AND OFFICERS (cont'd)

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 two thirds (2/3) majority of the votes cast at an Annual General or Special Meeting called for that purpose. A Special Meeting can be called by the President, Vice-President, or Secretary on behalf of the Board.

13.2 Quorum shall be twenty-five percent (25%) of the 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 sixty (60) 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 ten (10) but no more than fifty (50) days in advance of the Annual General Meeting.

Signed: M Richards (Rahe Richards) President

Signed: Mary Thompson Secretary
Mary Thompson

Dated this 05 day of September, 2024