THE
OTTAWA HORTICULTURAL SOCIETY
CONSTITUTION

Reviewed and approved, December 2019, Annual General Meeting

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OTTAWA HORTICULTURAL SOCIETY
CONSTITUTION

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ARTICLE I - NAME

The name of the organization shall be the Ottawa Horticultural Society.

ARTICLE II - AUTHORITY

1. The Society is organized under the authority of the Agricultural and Horticultural Organizations Act, R.S.O. 1990, c. A.9. and all articles of this constitution shall be read to conform with that Act and any of its successors.
2. The previous Constitution of the Ottawa Horticultural Society and all amendments thereto are hereby repealed.

ARTICLE III - PURPOSES

1. The objects of the 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 balcony and 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.

2. 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 foregoing objects except for the planting of trees, shrubs and plants on public grounds and the promotion of outdoor beautification.

ARTICLE IV - HEAD OFFICE

The registered office of the Society shall be located in the city of Ottawa, in the Province of Ontario and at a place in Ottawa as determined from time to time by the Board of Directors of the Society.

ARTICLE V - MEMBERSHIP

1. Any person or family may join the Society by paying the annual fee set out in a by-law of the Society but no person under the age of eighteen years is eligible to vote at meetings of the Society.
2. Except as may be otherwise provided from time to time in the by-laws of the Society, a partnership or corporation or an association directed towards horticultural interests may become a member of the Society upon payment of the annual fee and shall designate one person over the age of 18 years to exercise the privilege of membership in the Society.
3. A member shall be entitled to participate in the activities of the Society as defined by the Board of Directors, but only members over the age of 18 years may vote or hold office in the society. Only those persons may vote who were members during some part of the previous 10 months.

ARTICLE VI - BOARD OF DIRECTORS

1. The Board of Directors (subsequently referred to as the Board) shall comprise the elected and appointed Officers and Directors of the Society.
2. The Board shall meet at least three times each year.

ARTICLE VII - OFFICERS

1. The OFFICERS of the Society shall be the President, the Vice President, the Secretary and the Treasurer.
2. The Secretary and Treasurer shall be appointed by the Board. All other Officers shall be elected. Vacancies in office occurring during the year may be filled by the Board from among the voting members of the Society. An Assistant Secretary and an Assistant Treasurer may be appointed by the Board from among the voting members.
3. The EXECUTIVE COMMITTEE shall include the elected Officers of the Society, the Past President and not more than three Directors appointed from and by the Board. A quorum of the Executive Committee shall be four members present and voting.
4. The Executive Committee shall convene, in person or electronically, at the call of the President or of any two elected Officers.

ARTICLE VIII - MEETINGS OF THE SOCIETY

1. Special Meetings

(a) Except as provided in Article VIII, section 1(b), the President shall call a Special Meeting within fourteen days of receiving a written petition to do so, signed by at least fifteen voting members. The meeting shall be convened as expeditiously as possible but not later than 90 days following receipt of the petition. The notice shall state the purpose of the meeting, include the text of any motions to be proposed, and provide information on how any vote will be conducted.

(b) The members' petition may be reviewed by the Executive Committee and, if determined to be frivolous or otherwise questionable, the President may initiate a ballot to determine if a quorum of members approve of such a meeting. Details of the purpose of the meeting and a list of any motions proposed shall accompany the ballot.

(c) The quorum shall be as for a General Meeting.

(d) The Executive Committee may call a Special Meeting by giving notice as set out in this section.

(e) The notices required by subsections 1(a), 1(b) and 1(d) shall:

(i) state the purpose in specific terms;

(ii) give notice of any special motion or motions to be considered;

(iii) state the time and place of the meeting;

(iv) be sent to all voting members at least fourteen days in advance of the date of the meeting.

2. Annual Meeting

(a) The Annual Meeting shall be held not more than 120 days after the end of the Society's fiscal year.

(b) At least two weeks' notice of the Annual Meeting shall be given by mailing the notice, either by mail or electronically, to each member of the Society and as may otherwise be required by the Agricultural and Horticultural Organizations Act, as amended from time to time.

(c) The notice of the Annual Meeting shall contain the program and order of business.

(d) The time and place of the Annual Meeting shall be set out in a by-law.

(e) A quorum at the Annual Meeting shall be twice the number of the Board, plus one.

(f) At the Annual Meeting

(i) The President, on behalf of the Board, shall present a report of the activities and accomplishments of the Society since the last Annual Meeting.

(ii) The Treasurer shall present detailed statements of the receipts and expenditures of the Society since the last Annual Meeting, and a statement of the assets and liabilities of the Society.

(iii) The voting members shall elect the Officers and Directors. A list of members eligible to vote shall be available at the meeting.

(iv) The number of Directors shall be as set out in the by-laws of the Society but shall not be fewer than five

3. General Meetings

(a) General meetings of the Society shall be held as set out in the by-laws.

(b) A quorum at General Meetings shall be three times the number of the Board plus one.

(c) A General Meeting may decide on all matters brought to it by the Board with the exception of amendments to the Constitution and by-laws.

4. Board Meetings

(a) Meetings of the Board of Directors shall be held as set out in the by-laws.

(b) One half of the members of the Board shall constitute a quorum.

(c) Only elected Officers and Directors shall have a vote at meetings of the Board.

ARTICLE IX - ELECTIONS

1. A Nominating Committee shall be appointed by the Board to ensure that candidates are available for each position to be filled by election.
2. All nominees must be members of the Society and 18 years of age or older at the time of the Annual Meeting.
3. When there are more nominees than the number of positions to be filled, the members shall vote by secret ballot and the candidate(s) receiving the most votes shall be declared elected.

ARTICLE X - DUTIES OF OFFICERS

1. Officers 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 and by-laws of the Society.
2. The Secretary shall carry out the functions stated for that office in the by-laws and such other duties as the Board may decide. The Board, in consultation with the Secretary, may appoint one or more Assistant Secretaries and assign duties to them.
3. The Treasurer shall carry out all the functions stated for that office in the by-laws and such other duties as the Board may decide. The Board, in consultation with the Treasurer, may appoint one or more Assistant Treasurers and assign duties to them.

ARTICLE XI - DUTIES OF THE BOARD OF DIRECTORS

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

(a) take the initiative in preparing general policies and actions for consideration and possible adoption by the membership:

(b) put into effect all policies and actions approved by the membership;

(c) have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership;

(d) be responsible for the management of the affairs of the Society between annual meetings;

(e) be responsible for ensuring that the Society's accounts, including the memorial accounts, are managed appropriately.

ARTICLE XII - COMMITTEES

1. All committees are accountable to the Board.
2. A framework for the terms of reference of Standing Committees shall be established in the by-laws.
3. Chairs of Standing Committees may appoint sub-committees and assign terms of reference, subject to approval by the Board.
4. The Board may appoint ad hoc committees as needed and shall establish terms of reference for them.

ARTICLE XIII - FINANCES

1. The fiscal year extends from September 1 to August 31st.
2. Signing authority may be designated by the Board to the President and Treasurer and to at least one other Director or member
3. The Treasurer shall be insured.
4. The financial records of the Society shall be audited by an accredited accountant (or by at least two individuals, neither of whom is a member of the Executive) appointed or elected at the Annual Meeting.
5. Any change in membership fees determined by the Board shall be submitted to the Annual Meeting by the Treasurer as a motion to amend the by-laws.
6. Rules governing expenditures that have not been included in the annual budget shall be set out in the by-laws.
7. The Society is a charitable organization. No Officer, Director or Member of the Society, except the Secretary, Treasurer, or Secretary-Treasurer, shall receive any remuneration for carrying out his or her duties as Officer, Director or Member, but traveling and living expenses may be allowed any Officer, Director or Member while engaged in duties on behalf of the Society, and the Board may fix such remuneration and traveling and living expenses which shall be payable out of the funds of the Society.
8. The Treasurer shall make available financial accounts and other books of the Society for inspection by members' reasonable request. If refused, an appeal may be made to the Board.

ARTICLE XIV - DISSOLUTION

In the event of voluntary dissolution of the Society under section 19 of the Act, the special resolution shall require a meeting of no fewer than 25% of the voting members and approval by two-thirds of those members. The assets of the Society shall be disposed of according to the Act.

ARTICLE XV - RULES OF ORDER

Rules of Order as set out in *Robert's Rules of Order*, shall govern the Society on all matters not covered by the Constitution, by-laws and established policies and procedures.

ARTICLE XVI - BY-LAWS

1. By-laws shall govern the following matters:
   (a) the number of directors, their method of selection and duties;
   (b) the conditions and procedures for the termination of membership;
   (c) the procedures for the election and removal of officers, directors and auditors;
   (d) the procedures for establishing ad hoc committees;
   (e) the procedures for establishing Finance and other standing committees and a framework for their terms of reference;
   (f) the procedures for setting membership fees;
   (g) the use of any appropriate balloting method;
   (h) the residual procedural authority for procedures not covered by the Constitution, contractual agreements or approved handbooks on policies and practices;
2. By-laws of the Society may be made and/or adopted, amended or repealed by the Board, providing they are confirmed at the Annual Meeting or at a Special Meeting of the Society. For that purpose there must be approval by a two-thirds majority of the members present. The quorum shall be the same as set out in Article VIII 3(b).

ARTICLE XVII - AMENDMENTS TO THE CONSTITUTION

The Constitution of the Society may be amended by by-law. For that purpose there must be approval by a two-thirds majority of the members present at the Annual Meeting or at a Special Meeting called for that purpose. The quorum for a constitutional amendment shall be 25% of the members eligible to vote.

OTTAWA HORTICULTURAL SOCIETY
BY-LAWS

Reviewed and approved, December 2019, Annual General Meeting

1. AUTHORITY

(a) The by-laws are made under the authority of the Constitution of the Ottawa Horticultural Society.

(b) The previous by-laws of the Ottawa Horticultural Society and all amendments thereto are hereby repeated.

2. CLASSES OF MEMBERS

(a) A Patron may be selected by the Board. First choice shall be the Governor General of Canada and shall include, where appropriate, the spouse of the Governor General. In the event that the Governor General declines the invitation, the Board may seek an alternative high profile personage in the Ottawa area.

(b) An Honorary President may be selected by the Board. First choice shall be the Mayor of Ottawa. In the event that the Mayor declines the invitation, the Board may seek an alternative high profile personage in the City of Ottawa.

(c) Honorary Life Members may be selected by the Board. Criteria for selection shall be outstanding contribution to the Society over an extended period of years. The Society shall pay the annual membership fees for all Honorary Life Members.

(d) Regular Membership shall be accorded to any individual, and to any group as described in Article V (2) of the Constitution, upon payment of the fee set out in Section 3 of the by-laws.

(e) Family Membership shall be accorded to any family in one household upon payment of the fee set out in section 3 of the by-laws. Not more than two members of the family, both over 18 years of age, may vote at any meeting of the Society. Family members between the ages of 6 and 17 inclusive shall be deemed to be Associate Junior Members.

(f) Associate Junior Membership shall be accorded to persons not included in (e) above who are between 6 and 17 years of age, inclusive. Such members shall pay the fee specified in section 3 of the by-laws.

(g) Life Membership shall be accorded to any individual upon payment of the fee set out in section 3 of the by-laws.

3. MEMBERSHIP FEES

(a) Membership fees shall be:

(i)	Regular	$15.00
(ii)	Family	$20.00
(iii)	Associate Junior	$1.00
(iv)	Life	$500.00

This fee may be paid in either one installment or in five consecutive annual installments of $100.

(b) Membership fees may be altered from time to time by a majority vote of members present at the Annual Meeting. The motion to so amend the by-laws shall be made by the Treasurer acting on the advice of the Board. The Board, by resolution, may set a time allowance for debate on the motion.

4. SUSPENSION AND TERMINATION OF MEMBERSHIP

(a) A member may be suspended or removed from membership if the members, following the established Rules of Procedure, so decide.

5. ELECTION & REMOVAL OF OFFICERS, DIRECTORS AND AUDITORS

(a) The election of Officers and Directors and the appointment or election of Auditors shall take place at the Annual Meeting.
(b) Each of the President, Vice-President and Directors shall be elected for a term of two years and shall not serve in the same position for more than three consecutive terms.
(c) The Financial Reviewers shall be appointed or elected annually.
(d) (i) The Secretary and Treasurer shall be appointed by the Board and serve at pleasure.
(ii) An Assistant Treasurer and Assistant Secretary may be appointed by the Board from among the voting members, to serve at pleasure.
(e) There shall be not fewer than five Directors, and not more than twelve Directors, each serving for two years. The election of Directors shall be staggered so that approximately half are elected each year.
(f) The Board shall take office following the Annual Meeting.
(g) In the event of a vacancy occurring on the Board due to unfilled vacancies following the election, the death or resignation of an Officer or Director, the unexcused absence from three consecutive Board meetings, or any other cause, the remaining members of the Board shall have power to appoint any member of the Society to fill such vacancy provided that, when three or more vacancies occur at the same time, an election to fill those vacancies shall be held at the next General Meeting of the Society.
(h) Officers and Directors may be removed from office if:
    (i) they cease to be members in good standing of the Society, or
    (ii) the members decide, following the established Rules of Order, that such action is appropriate.
(i) Honorary Life Directors may be appointed by Resolution of the Board but the designation does not carry voting privileges on the Board.

6. DUTIES OF OFFICERS

(a) The President shall preside at all meetings of the Society, decide all questions of order, advance the interests of the Society and shall chair the Board and Executive Committee and be a voting member of all Standing Committees.
(b) The Vice-President shall act for the President in the President's absence and shall undertake such other duties as may be assigned from time to time by the President.
(c) The Immediate Past President shall be a member of the Executive Committee and of the Board of Directors and may undertake other duties at the request of the President. In the event that the Immediate Past President is unable or unwilling to serve, another Past President may be invited to fill in for all or part of the unexpired term, with the most recently retired being approached first.

(d) The Secretary shall carry out the functions stated for that office in the Constitution, the by-laws, and such other duties as the Board may decide.
(e) The Treasurer shall carry out the functions stated for that office in the Constitution, the by-laws, and such other duties as the Board may decide. The Treasurer shall provide: a financial report to the Board at its regular meetings, an annual budget for the upcoming fiscal year at a Board meeting in the spring, an annual financial report to the Annual Meeting and an audited report within three months of the end of the fiscal year.

7. DUTIES OF THE SECRETARY

The Secretary shall:
(a) attend all Special, Annual and Board meetings of the Society and keep true minutes thereof:
(b) keep a record of:
  (i) all business transactions of the Society;
  (ii) all resolutions passed by the Society;
  (iii) all amendments to the constitution and by-laws of the Society;
  (iv) a list of the members of the Society and their addresses;
  (v) all reports of committees that may from time to time be appointed by the Society, and
  (vi) all annual statements and financial and auditor's reports.
(c) prepare and maintain documents to increase Board efficiency and communication.
(d) transfer records to the Chair of the Archives Committee periodically.

8. DUTIES OF THE TREASURER

The Treasurer shall:
(a) be capable of being insured in an amount required by legislation and any pertinent provincial directives;
(b) receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, as the Board may by resolution direct;
(c) manage the securities of the Society and keep them in safe custody as the Board may by resolution direct;
(d) 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;
(e) issue or cause to be issued appropriate receipts to donors for their donations to the Society;
(f) prepare reports showing the financial position of the Society, as the Board from time to time directs;
(g) prepare and submit the reports required by s.15 of the Act and by any other pertinent legislation.

9. DUTIES OF DIRECTORS

Directors shall keep themselves informed of rules governing the Society and ensure that the Society functions according to those rules. They shall advance the interests of the Society, act as public representatives of the Society and undertake such specific duties as are appropriate to their individual interests or as may be assigned by the President. The Secretary shall ensure that all Directors are provided with a copy of the current Constitution and by-laws of the Society upon their election or re-election.

10. DUTIES OF CHAIRS OF STANDING COMMITTEES

(a) Conduct committee meetings according to the terms of reference and the established Rules of Procedure.
(b) Assign, to individual members or sub-groups of the committee, tasks, guidelines where appropriate, and deadlines for completion.
(c) Report to the Board on committee activities, as required.
(d) Provide an annual report on the committee's activities.
(e) Furnish the Secretary with a copy of each written report and a written summary of each oral report made by the Committee.
(f) Provide committee records and a copy of the committee's terms of reference to the subsequent chair of the committee.

11. DUTIES OF CHAIRS OF AD HOC COMMITTEES

Duties shall be as assigned by the President upon the establishment of the committee and as may be subsequently modified by the President or the President's delegated Officer.

12. DUTIES OF MEMBERS

Members shall advance the interests of the Society and participate in activities of the Society as appropriate to their individual interests and abilities.

13. TERMS OF REFERENCE FOR STANDING COMMITTEES

(a) The terms of reference for standing committees shall include, where appropriate, clear statements defining:
    (i) the term of office of members and whether successive terms are permitted
    (ii) the method of electing or appointing the chair
    (iii) the method for filling within-term vacancies
    (iv) the type of committee (working, discussion, combination, task force, etc.)
    (v) the overall purpose
    (vi) any specific directives defining goals and tasks
    (vii) the relationship to any other overlapping activities of the Society\
    (viii) the composition, including statements on the method for appointing the chair, any designated observers, whether officers are appointed as full or associate or ex officio members, and any authority granted to the chair to co-opt other members and to establish sub-committees
    (ix) any special mode of operation, e.g. by electronic meetings
    (x) the procedure for establishing a budget for the committee
    (xi) the scheduling of oral and written reports.

14. TIME, PLACE AND PROCEDURE FOR THE ANNUAL MEETING

(a) The Annual Meeting may be preceded or followed by social activities.
(b) The Annual Meeting shall be held in Ottawa at a place to be determined annually by the Board and announced in accordance with the Constitution.

(c) The procedure for the Annual Meeting may include:
Call to order
Approval of the Agenda
Election of Members for Special Roles
Minutes of the Previous Annual Meeting
Matters Arising from the Minutes
Annual Report of the President
Committee Reports
Annual Report of the Treasurer
Audited Financial Statements
Budget for the new fiscal year
Report of the Nominating Committee Election of Officers and Directors
Appointment of Treasurer and Secretary
Motion to appoint financial reviewer
Installation of Officers and Directors
Other business
Adjournment

15. TIME, PLACE AND PROCEDURE FOR GENERAL MEETINGS

(a) The time and location of the General Meetings shall be determined by the Board and announced annually in the Society's Yearbook or by special notice.

(b) General Meetings may be combined with horticultural shows.

16. TIME, PLACE AND PROCEDURE FOR BOARD MEETINGS

(a) The time and location of Board Meetings shall be determined by the Board and announced annually in the Society's Yearbook or by special notice.

(b) Additional meetings of the Board may be convened by the President upon giving Members of the Board one week's notice of the time, place and purpose of the meeting. Such notice may be given by mail or electronically.

(c) An agenda shall be provided by the presiding Executive Officer.

(d) Members of the Board of Directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting under this Section shall constitute presence in person at such meeting.

17. VOTING PROCEDURES

(a) Procedures for voting shall conform with the authority stated in Article XV of the Constitution - Rules of Order.

(b) Voting specified in the Constitution and by-laws may be by show of hands or by ballot. Where a ballot is required but there is no requirement to meet a quorum, balloting may be either postal or electronic, depending on members' preferred means of communication.

18. SHOWS and COMPETITIONS

(a) The Society may hold horticultural shows and competitions from time to time as determined by the Board and announced in the Yearbook.

(b) Classes and rules shall be determined by the respective Committee and announced in the Yearbook.

(c) The Society's shows shall be judged in conformance with the Ontario Judging and Exhibiting Standards for Horticulture and Floral Design or any replacement publication .

(d) Trophies and prizes shall be awarded according to criteria set by the respective Committee and announced in the Yearbook. The names of winners shall be announced at the pertinent show. Trophies and prizes may be presented at the Annual Meeting. Winners of money prizes who are not present at the Annual Meeting may pick up their prizes at a subsequent General Meeting. Prize money undelivered within one year shall revert to the Society's general revenue.

(e) The Trophies and Awards Committee shall be responsible for the control and management of the trophies, prizes and other awards.

19. FINANCE

(a) The Finance Committee shall comprise the President, the Vice-President, the Treasurer and up to three other members, at least one of whom shall be a Director. It shall have overall responsibility for ensuring that reliable financial records are maintained and shall review and approve the annual budget for the upcoming fiscal year, prior to being brought to a spring meeting of the Board.

(b) All expenditures that are not included in the budget for the current fiscal year shall require approval by way of a motion passed by the Board, except for those expenditures under a certain amount as determined by the Board from time to time.

(c) Accounts submitted for payment of committee expenses shall first be certified by the Chair of the committee incurring the expense.

(d) Cheques to disburse the funds of the Society shall bear the signatures of any two of those persons with signing authority.

(e) Authorization to sign contracts and other legal documents in the name of the Ottawa Horticultural Society shall be by resolution of the Board.