

**KITCHENER HORTICULTURAL SOCIETY**

**CONSTITUTION**

**(as amended January 18, 2005)**

# Kitchener Horticultural Society - Constitution

## **ARTICLE I - NAME**

The name of the organization shall be KITCHENER HORTICULTURAL SOCIETY hereafter referred to as “the Society”.

## **ARTICLE II - AUTHORITY**

The Society is organized under the authority of the Agricultural and Horticultural Organizations Act, R.S.O. 1990, C.A. 9 of the Province of Ontario and all articles of this constitution shall be read to conform with said Act.

## **ARTICLE III - OBJECTIVES**

The objectives of the Society as defined by the Act are to encourage interest and improvement in horticulture by:

- (a) operating and maintaining Rockway Gardens;
- (b) holding meetings respecting the theory and practice of horticulture;
- (c) encouraging the planting of trees, shrubs and flowers on public and private grounds;
- (d) promoting balcony and community gardening and outdoor beautification;
- (e) arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
- (f) distributing seeds, plants, bulbs, flowers, trees and shrubs;
- (g) promoting the protection of the environment;
- (h) promoting the circulation of horticultural information through any media;
- (i) promoting the benefits of therapeutic horticultural
- (j) 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 specify purposes upon any one of the projects enumerated in (a) through (c) above except for the planting of trees, shrubs and plants on public grounds and the promotion of outdoor beautification.

## **ARTICLE IV - HEAD OFFICE**

The head office of the Society shall be located at the Garden House 7 Floral Crescent, Kitchener, Ontario or as determined from time to time.

## **ARTICLE V - MEMBERSHIP**

- (1) Every person six (6) years of age and older shall be entitled to be a member to the Society by paying the annual fee but no person under the age of eighteen (18) years is eligible to vote at meetings of the Society. Any member under the age of 18 years shall be an Associate Youth Member and shall have all the privileges of full membership except as specifically set out herein.
- (2) 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 to exercise the privilege of membership in the Society.
- (3) The annual membership fee shall be an amount as determined by the Directors.
- (4) Honorary Membership - The Board of Directors may award Honorary Memberships in the Society. In such cases the annual membership fee is waived but Honorary members have all the privileges of membership.
- (5) Life Honorary Membership - The Board of Directors may award Life Honorary Memberships in the Society in recognition of distinguished service to the Society over a period of years. In such cases the membership fee shall be waived but life honorary members shall have all the privileges of full membership
- (6) Privileges of Membership - All members shall be entitled to participate in the activities of the Society, to vote or hold office in the Society. Only those who were members during the previous year are entitled to vote at the annual meeting.

## **ARTICLE VI – DIRECTORS**

- (1) The Board of Directors shall be made up of 12 directors.
- (2) The membership shall elect a Board of Directors at each annual meeting.
- (3) The Board of Directors shall from amongst themselves elect the officers at first board meeting following the annual meeting.
- (4) A simple majority constitutes a quorum.
- (5) In the event of a vacancy occurring on the death or resignation of any Officer or Director or failure to attend three consecutive meetings (without extenuating circumstances) the remaining members of the Board shall have the power to appoint any member of the Society to fill such vacancy.
- (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 and regulations of the Society.
- (7) The Board of Directors may appoint from time to time Honorary Directors, Life Honorary and Youth Directors who would be entitled to attend meetings of the Board of Directors but would not be entitled to vote as a Director nor move or second motions.

## **ARTICLE VII - OFFICERS/EXECUTIVE/BOARD AND COMMITTEES**

- (1) The Board, from amongst themselves or otherwise, shall elect a President, First Vice President, Second Vice President, Secretary and a Treasurer who shall be the executive committee along with the past President.

## **ARTICLE VIII - MEETINGS**

### (1) Annual Meetings

- (a) The annual meeting of the members shall be held at Kitchener in January of each year or as determined by the Board of Directors;
- (b) At least two weeks notice of every annual meeting shall be given in a newspaper having a general circulation in the municipality OR by mailing a notice of the meeting to each member of the Society at the address furnished to the Secretary.
- (c) At the annual meetings:
  - i) Retiring Directors of the Board shall present a report of the activities of the Society during the previous year and the audited financial statement for the previous year;
  - ii) A new Board of Directors shall be elected;
  - iii) The Auditors shall be appointed;
  - iv) The Secretary shall make available a list of those members eligible to vote and hold office as determined in Article V (6);

### (2) General Meetings

- (a) General meetings may be called when necessary at a time and place determined by the Board of Directors.
- (b) A general meeting may decide on all matters brought to it by the Board.

### (3) Fifteen (15) members present shall constitute a quorum at all annual meetings.

### (4) Directors Meetings

- (a) Regular monthly meetings shall be held on a designated date of each month as determined by the Board from time to time.
- (b) A special meeting of the Board shall be called by the Secretary upon the direction of the President or of any three members of the Board by sending a notice thereof to all members of the Board at least seven days before the time fixed for the meeting.
- (c) At a Board meeting only the Board members are eligible to vote.

### (5) Powers and Duties – In addition to other specific powers and duties assigned elsewhere in this constitution, the Board shall:

- (a) take the initiative in preparing general policies and actions;

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- (b) put into effect such policies and actions as the Board of Directors shall decide are appropriate;
  - (c) have power to enter into contracts in the name of the Society;
  - (d) be responsible for the management of the affairs of the Society between general meetings;
  - (e) enquire into the sufficiency of the security given by the Treasurer;
- (6) Committees and Sub-committees
- (a) The Board may establish committees and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.
  - (b) Terms of reference for all committees shall include the following:
    - i) status (standing or ad hoc);
    - ii) type (discussion, working, task force, etc.);
    - iii) overall purpose;
    - iv) Rockway
    - v) personnel
    - vi) specific directives;
    - vii) relationship to overlapping activities;
    - viii) mode of operation;
    - ix) any limit on expense
    - x) time and method of reporting
    - xi) composition
    - xii) assignment of staff associate members

### **ARTICLE IX - FINANCES**

- (1) The fiscal year of the Society shall be the calendar year.
- (2) All expenditures shall require approval by a motion passed at a meeting of the Board of Directors.
- (3) Cheques to disburse the funds of the Society shall bear the signature of two signing officer: or directors as approved by a motion of the Board of Directors.
- (4) The financial records of the Society shall be audited by a qualified individual(s) who are not a member of the Board appointed at the annual meeting.
- (5) No Officer, Director or member of the Society, except the Secretary, Treasurer, or Secretary-Treasurer shall receive any remuneration for carrying out the duties of 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

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and the Board may fix such remuneration and traveling and living expenses which shall be paid out of the funds of the Society. In addition, reasonable expenses incurred by an Officer, Director or member in the performance of his or her duties may be paid.

- (6) The financial accounts and other books of the Society shall be made available for inspection by the public upon a reasonable request.

### **ARTICLE X - RULES OF ORDER**

Roberts Rules of Order shall govern the Society on all matters not covered by the Constitution and by-laws.

### **ARTICLE XI - CHANGES IN CONSTITUTION AND BY-LAWS**

- (1) The Constitution and by-laws of the Society may be made, amended or repealed by the Board of Directors providing it is confirmed at an annual meeting or at a regular meeting of the Society called for that purpose.
- (2) All regulations passed under the Agricultural and Horticultural Organizations Act, R.S.O. 1990 form part of this constitution.

### **ARTICLE XII - DUTIES OF OFFICERS**

- (1) Officers of the Society are responsible for safe custody of:
  - (a) Deeds, title papers and other papers relating to the property of the Society;
  - (b) at least one copy of Minutes of proceedings, resolutions and by-laws of the Society;
  - (c) books and records of the Society;
- (2) The Secretary of the Society shall:
  - (a) attend all meetings of the Society and keep true Minutes thereof;
  - (b) conduct the correspondence of the Society;
  - (c) keep a record of:
    - i) all business transactions of the Society;
    - ii) all resolutions passed by the Society
    - iii) all amendments to the by-laws
    - iv) the members of the Society and their addresses
    - v) the names and addresses of persons to whom prize money is paid and the amount thereof;
    - vi) all committee reports
    - vii) all annual statements and financial and auditor's reports;

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(2) The Treasurer of the Society shall:

- (a) receive all monies paid to the Society and deposit them to the credit of the Society in such financial institution as the Directors may, by resolution, direct.
- (b) keep the securities of the Society in safe custody
- (c) keep or cause to be kept proper books of account and make or cause to be made entries of all receipts and disbursements of the Society.
- (d) prepare the annual statement of the Society.
- (e) Prepare reports showing the financial position of the Society as the Officers and Directors from time to time direct.

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