



Kitchener Horticultural Society

Constitution

Article I NAME

The name of the organization shall be KITCHENER HORTICULTURAL SOCIETY, hereinafter referred to as the Society.

Article II MISSION

The Kitchener Horticultural Society is a volunteer charitable organization that provides leadership, education and promotes interest in gardening and related environmental issues.

Article III ORGANIZATION

The Society shall be a charitable, 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 organized under the authority of the Agricultural and Horticultural Organization 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 V AMENDMENTS

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds 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 60 days in advance of the meeting so that all members may be notified within a period of 50 to 40 days prior to the meeting. Any member in good standing of the Society may submit such a notice of motion (19-6)

A signed copy resides in the permanent records of the Society

Date

President

Kitchener Horticultural Society

Kitchener Horticultural Society

By-Laws

By -Law 1 INTERPRETATION

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.
2. "Annual General Meeting" (AGM) also means Annual Meeting as is found in the Corporation Act RSO 1990 c.C38 and the Agricultural and Horticultural Organizations Act RSO 1990 c.A.9 (21-7)
3. "Society" means the Kitchener Horticultural Society.
4. "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.
5. "Board" means the Board of Directors of the Society.
6. "Member" an individual who pays the annual fee to a Society according to the Act (19-8)

By-Law 2 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.

By -Law 3 MEMBERTSHIP

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.

By-Law 4 OBJECTIVES

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

1. Operating and maintaining Rockway Gardens;
2. Holding meetings respecting the theory and practice of horticulture;
3. Encouraging the planting of trees, shrubs and flowers on public and private grounds;
4. Promoting balcony and community gardening and outdoor beautification;
5. Arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
6. Distributing seeds, plants, bulbs, flowers, trees and shrubs;
7. Promoting the protection of the environment;
8. Promoting the circulation of horticultural information through any media;
9. Promoting the benefits of therapeutic horticultural;
10. Stimulating an interest in the study of horticulture;
11. 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 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.

By-Law 5 – DIRECTORS

1. The Board of Directors shall be made up of a minimum of 12 Directors
2. The executive committee including the President, Vice-President and Treasurer will be elected at each annual meeting as well as a board of Directors.
3. The Board of Directors shall select the secretary from amongst themselves at the 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 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.

By-Law 6 MEETINGS

1. A Quorum for meetings of the officers shall be 50% plus one of the Officers. At all meetings of the officers, every question shall be decided by a majority vote. In case of a tie, the Chair shall cast the deciding vote.
2. 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 hear and also the opportunity and ability to have voice and to vote as provided by the by-laws (21-01)
 1. Annual Meetings
 - a. The Annual General Meeting shall be held at such time and place as the Board of Directors may decide for the purpose of allowing delegates to review the work of the year, prepare policy, approved the audited financial report, elect officers and conduct such other business deemed necessary.
 - b. At least two weeks notice of every annual meeting shall be given by e-mailing a notice of the meeting to each member of the Society at the e-mail address provided. If no e-mail address is available information will be mailed to the member two weeks before the event.
 - 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 Statements
 - ii. A new Board of Directors shall be elected
 2. Fifteen (15) members present shall constitute a quorum at all annual meetings.
 3. General Meetings
 - a. 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
 4. Directors Meetings
 - a. Regular monthly meetings shall be held on a designated date 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 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;
 - 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. By 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 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 purposes;
 - 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.

By-Law 7 FINANCES

1. The fiscal year of the Society shall be the calendar year.
2. All expenditures from the Kitchener Horticultural Society budget in excess of \$2,000 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 officers, or directors as approved by a motion of the Board of Directors
4. The financial records of the Society shall be reviewed by a qualified individual(s) who are not a member of the Board.
5. No Office, Director or member of the Society, except 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 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.

By-Law 8 RULES OF ORDER

The latest Edition of Roberts Rules of Order shall govern proceedings at all meetings of the Society. If the rules of order are in conflict with the By-Law, the latter shall prevail (17-23)

By-Law 9 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 Organization Act, RSO 1990 form part of the constitution

By-Law 10 – DUTIES OF OFFICERS.

1. President: The President, as Chief Executive Officer, shall be responsible for the general management and direction of the business and affairs of the Society, and perform duties incident to the office and those prescribed from time to time by the Officers and the Board of Directors. The President shall be a member of all Committees. The President or designate shall preside at all meetings of the Officers, Board of Directors and any Special Meeting(s) and the Annual General Meeting of the Society. (19-38, 21-11)
2. Past President. The immediate Past President or the person identified in By-Law shall advise and assist the President where needed (19-17)
3. Vice President. It shall be the duty of the Vice Present to assist the President where needed.(18-16)
4. Secretary. The Secretary shall attend all meetings of the Society and keep correct minutes, conduct the correspondence of the Society, and perform such other duties as may from time to time be prescribed by the Board.
5. Treasurer. The Treasurer 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 made or cause to be made entries of all receipts and disbursement of the Society
 - d. Working with the assigned accountant assist in the preparation of
 - e. Prepare reports showing the financial position of the Society as the Officers and Directors from time to time direct.

By-Law 11 INDEMNIFICATION OF DIRECTORS AND OFFICERS (19-3)

Directors or Officers or the person/persons appointed under by-law 10 and their 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 (19-34)

1. All costs, charges and expenses whatsoever such Director or person appointed under by-law 10 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 on, or committed by him or her, in or about the execution of the duties of his or her office (17-180)
2. 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 interest of the Society. The Society may provide insurance to cover this liability of the Society.

By-Law 12 GENDER NEUTRAL

It is understood that where the masculine gender is used in the Constitution and By-Laws, that the feminine gender shall equally apply.

Amended September 2022

Date

President
