

# CONSTITUTION

Updated December 4, 2022, Amended May 29, 2025

## **Article I NAME**

The name of the organization shall be the Grimsby Garden Club, hereinafter referred to as the Garden Club, The Garden Club is a Member of District 9 of the Ontario Horticultural Association, hereinafter referred to as the Association.

## **Article II MISSION**

The mission of the Garden Club is the promotion of education to encourage interest and improvement in horticulture, and related environmental issues in the community. The Society's dedication is to the beautification of its community, as outlined in Article 36 of the Agricultural and Horticultural Organizations Act, R.S.O. 1990, Chapter A.9, hereinafter called the Act.

## **Article III ORGANIZATION**

The Garden Club 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**

Societies and Garden Clubs, through the Association, are incorporated and their legal status and direction is governed by the Act, and any revisions thereof as promulgated in the Statutes of Ontario.

## **Article V MEMBERSHIP**

Membership in the Garden Club is open to any person who is interested in gardening, who agrees to the Garden Club objectives and who pays the annual membership fee. Any classes of membership and their terms of reference shall be as provided in the by-laws of the Garden Club.

## **Article VI ADMINISTRATION**

Members, in accordance with the Act, shall elect a Board of Directors and Executive Officers. The terms of reference for election/appointment and duties to be performed by Directors and Officers shall be provided in the By-Laws of the Garden Club.

## **Article VII AMENDMENTS**

The Constitution may be amended or revoked provided that the changes are approved by a vote 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 secretary at least 30 days in advance of the meeting so that all members may be notified within a period of 20 to 10 days prior to the meeting. Any member of a Garden Club may submit such a notice of motion.

## **Article VIII Dissolution**

The Garden Club may be dissolved by (a) Dissolution for Cause or (b) Dissolution by Request, as set out by the Ontario Agricultural and Horticultural Organizations Act.

# **BY-LAWS**

## **BYLAW 1 Interpretation**

In the By-Laws and in the Constitution of the Garden Club, unless the context otherwise specifies or requires:

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. "Association" means the Ontario Horticultural Association;
3. "Audit" means an examination of books and records by a qualified Auditor or Financial Reviewers;
4. "Financial Reviewers" are two (2) independent, objective and knowledgeable persons in accordance with generally accepted accounting principles. They are not executive officers or board members of the Garden Club and related to one another or the treasurer.
5. "Auditor" is an individual who is a qualified Chartered Professional Accountant, and who are therefore qualified to conduct an audit of the books and records of the Garden Club in accordance with Canadian generally accepted accounting principles. May not be a member of the Executive or Board.
6. "Board" means the Board of Directors of the Garden Club;
7. "District" refers to a group of societies designated by the Association as a geographic entity within the Province;
8. "Horticultural Garden Club" or "Garden Club" means Horticultural Garden Club, Garden Club or Garden and Horticultural Garden Club incorporated under the Act;
9. "Member" shall be any person that has paid their current membership fee as set from time to time by the membership at an annual meeting;
10. "Ex officio" designates a member of a Board or Executive who is a person who holds or held an office to which he was neither directly elected nor appointed, often as the representative of an external body, in which case he is non-voting. An immediate past president or past director of a body is their ex officio, but has the right to vote, as long as immediate past president or past director is a member of good standing.

## **BYLAW 2 Head Office**

The head office of the Garden Club shall be located at such place therein as the Directors may from time to time determine.

## **BYLAW 3 Mission**

The mission of the Garden Club is to promote interest and advances in gardening, horticulture and related environmental issues.

- a) To assist the municipality in the beautification of public areas by the use of suitable landscaping and landscape material;
- b) To forward the cause of conservation of our natural resources and the preservation of wildlife in the Niagara region and through the country;
- c) By holding meetings respecting the theory and practice of horticulture;
- d) By encouraging the planting of trees, shrubs and flowers on public and private grounds;
- e) By promoting balcony and community gardening and outdoor beautification;
- f) By arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
- g) By distributing seeds, plants, bulbs, flowers, trees and shrubs;
- h) By promoting the protection of the environment;
- i) By promoting the circulation of horticultural information through any media;
- j) By promoting the benefits of therapeutic horticulture; and
- k) By stimulating any interest in the study of horticulture.

## **BYLAW 4 Membership**

### **4.1 Types of Membership**

- a. Any person may join the Garden Club by paying the annual fee but no person under the age of eighteen years is eligible to vote at meetings of the Garden Club.
- b. The Garden Club may have 2 different types of Membership:
  - i. Individual membership – this membership is for one (1) name and one (1) vote.
  - ii. Couple Membership – will consist of two (2) people's names and each person shall have one (1) vote.

c. A partnership or corporation or an association directed towards horticultural interests may become a member of the Garden Club upon payment of the annual fee and shall designate one person to exercise the privilege of membership in the Garden Club.

4.2 Rights: All members shall have equal rights and privileges, except members under the age of eighteen who shall not have the right to vote at meetings of the membership nor to serve on the Board of Directors.

4.3 Fees: Membership fees shall be as determined by a vote of the membership present at an regularly scheduled meeting. Any change in fee structure shall take effect the fiscal year) after the change has been approved.

## **BYLAW 5     Administration**

### **5.A Board of Directors**

5.A.1 Board of Directors: The Board of Directors shall consist of elected Executive Officers, an appointed Treasurer, an Ex-officio Advisor and up to TEN (10) elected Directors. The directors will have had no less than 50% attendance at regular monthly meetings in the previous 12 months. If a member of the Board misses 3 consecutive Board meetings without attending, the Board of Directors may ask for the board member's resignation. The Board may fill Board vacancies occurring between Annual Meetings.

5.A.2 Elected Executive Officers: The elected officers may include a President and one Vice-President and a Secretary. These officers shall be elected at the Annual General Meeting.

5.A.3 Time in office: President and Secretary can be re-elected for a second TWO (2) year term. Directors serve a TWO (2) year term and can be re-elected for further TWO (2) year terms

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5.A.4 Appointed: The Treasurer shall be appointed by the Board from among its members or the membership of the Garden Club. This appointment will take place at the first board meeting in the new fiscal year.

5.A.5 Ex-officio Advisor: The ex-officio advisor may be the immediate Past President of the Garden Club, or any other person appointed by the Board.

5.A.6 Nominations: A slate of names from among the membership of the Garden Club over the age of eighteen (18) to serve as elected members of the Board, shall be put forward at the Annual Meeting by a Nominating Committee, whose membership shall be as determined by the Board. Additional names from among the eligible membership may be proposed from the floor for any elected position of the Board.

5.A.7 Rights: All Board members shall have voice and one vote at any Board meeting.

## 5.B Meetings

- 5.A.1 General Meetings: Meetings may be held once a month.
- 5.A.2 Meeting locations will be determined by the Board within the Town of Grimsby.
- 5.A.3 The Board may choose to change location of the meetings away from the Town of Grimsby with advance notice to the members.
- 5.A.4 Voice: All those members attending shall have a voice.
- 5.A.5 Vote: All members of the Garden Club shall have a vote in general matters.
- 5.A.6 Other Meetings: Other meetings of the membership and meetings of the Board shall be as determined from time to time by the Board. Any regular business brought forward by a member may be considered at any meeting.
- 5.A.7 Board Meeting: A 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 notice thereof to all the members of the board at least seven days before the time fixed for the meeting.
- 5.A.8 Meeting means any meeting that may be held at an in-person venue or may be held by telephone or other communication facilities as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

## BYLAW 6 Election/Appointment of Officers and Auditor

- 6.1 The Board shall appoint the Treasurer. All other positions are elected annually by the general membership.
- 6.2 An Auditor or Financial Reviewers shall be recommended by the Board, and are appointed by the Board at the Annual Meeting to carry out the audit of the ensuing year. Auditors may not be members of the executive.
- 6.3 A Nominating Committee, chaired by the Immediate Past President, shall be appointed by the Board to ensure that candidates are available for each Office. All nominations must be forwarded to the Garden Club Secretary, who shall forward them to the Committee Chair. A Report of the Nominating Committee shall be submitted to the members 30 days prior to the Annual Meeting. The Chair of the Nominating Committee shall call for any further nominations from the floor at the Annual General Meeting, and complete the nomination process.
- 6.4 Nominees for Office should be a member in good standing.
- 6.5 A nomination must include the following information:
  - a. Name of the Office and the nominee
- 6.6 If there is more than one candidate for a position. The candidate receiving a simple majority vote in a **secret ballot** shall be declared the winner.

6.7 For an Officer of the Garden Club who is unwilling or unable to carry out the responsibilities of office, the Board shall appoint, for the balance of his or her term, a replacement from among themselves, subject to succession by the next ranking Officer.

## **BYLAW 7    Duties of the Officers and Directors**

7.1 Duties: General duties of the Board, Officers, Financial Reviewers/Auditors, Committees and Members shall be as determined by the Board or Membership from time to time. These shall be known as Operating Policies (see Schedule A) and shall be in effect until amended or rescinded.

7.2 Authority: The legal authority for the Garden Club shall be vested in the Board. Between meetings of the membership, the Board shall have the authority to act for the membership. Between meetings of the Board, the authority to act for the Board shall be as determined by the Board.

## **BYLAW 8    Fiscal Year and Membership Year**

8.1 The fiscal year of the Garden Club shall be from October 1st to September 30th

8.2 The membership year shall be from October 1st to September 30th.

## **BYLAW 9    Quorums and Voting**

9.1 General Meeting or Annual Meeting Quorum: 50% plus ONE (1) of those present, a member in good standing and voting. Every question shall be decided by a majority vote. In case of a tie, the Chair shall cast the deciding vote.

9.2 Executive Meeting Quorum: 50% plus ONE (1) of the voting members of the Board of Directors. Every question shall be decided by a majority vote. In case of a tie, the Chair shall cast the deciding vote.

9.3 General Meeting or Annual Meeting Vote: 50% plus ONE (1) of those present, a member in good standing and voting, shall qualify for a vote, any time a vote is taken at a membership meeting.

9.4 Executive Meeting Vote: 50% plus ONE (1) of those present, a member in good standing and voting when convening a Board meeting and at any time a vote is taken at a Board meeting.

## **BYLAW 10 Annual General Meeting**

- 10.1 Annual Meeting: The Annual Meeting shall be held in November. The Annual Meeting shall be held on the scheduled date and shall start no earlier than 6:00 PM at a place located within the town of Grimsby.
- 10.2 The Retiring Board shall present a report of the activities of the Garden Club during the previous year.
- 10.3 The Audited Financial Statement for the previous year.
- 10.4. Elections shall be held; and
- 10.5. Any other business which may be brought forward by a member shall be considered.
- 10.6. Voice: All those members attending shall have a voice.
- 10.7. Vote: All members of the Garden Club shall have a vote in general matters.
- 10.8. Reporting to the District: The Garden Club, within ninety days of the annual meeting of the organization, submit to the Director,
  - a) a copy of the audited financial statement;
  - b) a statement of the number of current members;
  - c) a list of the directors and officers of the organization and their addresses; and
  - d) a copy of the annual report submitted at the annual meeting.

## **BYLAW 11 Execution of Documents**

- 11.1 Any two of the President, Secretary, Treasurer, and Vice-President shall sign all cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange.
- 11.2 The President or the Vice-President together with the Secretary or Treasurer may sign contracts, documents or any instructions in writing requiring the signature of the Garden Club. The Executive Board has power from time to time by resolution to appoint any Officer or Officers to sign contracts, documents or instruments in writing relating to special projects.

## **BYLAW 12 Finances**

- 12.1 Financial Reports: Regular financial reports shall be presented to the membership and to the Board. A reviewed financial report shall be presented to the membership at the Annual Meeting.
- 12.2 Budget: A budget, approved by the Board, for the current year shall be presented to the membership at the first meeting of the new fiscal year.

- 12.3 Expenditures: Budgeted expenditures may be disbursed by the Treasurer when authorized by the President. Unbudgeted expenditures over the amount of two hundred dollars (\$200) must be approved by the Board prior to expenditure.
- 12.4 Security: The Garden Club shall provide for Security of the Treasurer to cover any loss of the funds of the Garden Club.

## **BYLAW 13 Indemnification of Directors and Officers**

Every Director and Officer of the Garden Club 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 Garden Club only from and against:

- 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 Garden Club; 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 Garden Club. The Garden Club may provide insurance to cover this liability of the Garden Club.

## **BYLAW 14 Rules of Order**

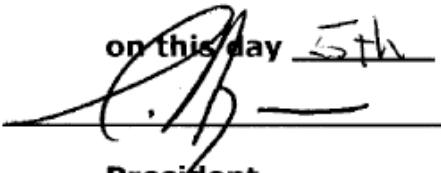
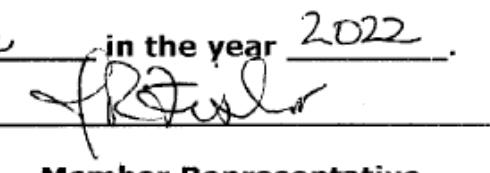
Robert's Rules of Order shall govern proceedings at all meetings of the Garden Club. If the rules of order are in conflict with the Bylaws, the latter shall prevail.

## **BYLAW 15 Dissolution**

- 15.1 Dissolution for Cause: If the Garden Club fails to comply with Section 15 of the Ontario Agricultural and Horticultural Organizations Act of Ontario, the Minister may cancel the certificate of incorporation of the organization and it is dissolved on the date specified by the Minister.
- 15.2 Dissolution by Request: If the Garden Club fails to provide the necessary administrative authority to function, the organization may be dissolved by the Minister upon the authorization of a special resolution passed at a meeting of the members duly called for that purpose.
- 15.3 Whether dissolved by Cause or Request, the persons comprising the board at the date of dissolution are the trustees of the assets of the Garden Club and shall deliver to the District Director a statement of the assets and liabilities of the organization.

15.4 The District Director may direct the trustees to pay the debts of the Garden Club and liquidate any assets for such purposes. All money and assets remaining after payment of debts shall be disposed of by the trustees in such a manner as they may determine.

**Approved by Members of the Grimsby Garden Club**

Signed by  on this day 5th in Dec in the year 2022.  
and 

**President** **Member Representative**

# Schedule A: Operating Policies

## Duties for Executive Officers

### **President**

The President is a key figure in horticultural Garden Club activities and programmes. The President provides leadership by coordinating and delegating tasks and seeing that these tasks are completed.

The President shall be the chief executive officer of the Club. The President shall, if present, preside at all meetings of the members and executive; sign all instruments which require a signature and shall perform all duties incumbent to the office and have such powers and duties as may from time to time be assigned by the executive. .

The President:

Chairs general and board meetings of the Garden Club.

1. Prepares an agenda in consultation with the secretary.
2. Is conversant with the Garden Club's constitution, the Agricultural and Horticultural Organizations Act, and the structure of the Ontario Horticultural Association.
3. Is an ex-officio member of committees.
4. Involves vice-president wherever possible to prepare for the role of President.
5. Ensures that everyone who has a role at meetings is aware of his/her duties and has prepared in advance.
6. Ensures that all correspondence, newsletters, are shared with the membership.
7. Ensures that required forms and reports are completed and submitted before the deadline. .
8. Presents a review of the year's work at the Garden Club's annual meeting,
9. Attends and encourages others to attend OHA District Meetings and Provincial Conventions.
10. Must pass all information, books, records, to the next President once the term of office is complete.

### **Vice-President**

The Vice-President's position is a training period for the position of president. The Vice-President assumes all the powers of the president in the absence or in the case of the disability of the president.

The Vice-President shall be vested with all powers and shall perform all duties of the president in the absence, or refusal of, the president to act, and shall also have such other powers and duties as may from time to time be assigned by the executive.

## Operating Policies

### The Vice-President:

1. Prepares to become President, by:
  - a. Chairing some committees to acquire a thorough understanding of Garden Club activities,
  - b. Becoming familiar with the Garden Club's past activities,
  - c. May attend OHA District Meetings and Provincial conventions.
2. Must pass all records to next Vice-President once the term of office is complete.

### Secretary

The Secretary is responsible for keeping an accurate record of all decisions and proceedings of the organization. The secretary shall be responsible for the safe keeping of the Constitution and all Bylaws and amendments thereof.

#### Secretary :

1. Records the minutes of all general and board meetings of the Garden Club and keeps these as permanent, complete records of the Garden Club.
2. Reads the minutes at the next meeting or circulates printed copies of the minutes prior to the next meeting.
3. Co-signs the minutes together with the chairperson upon their acceptance.
4. Keeps the board informed of all correspondence and newsletters, notifies the president, committee chairmen or other appropriate individuals of relevant correspondence without delay, and acts upon these as directed.
5. Keeps an up-to-date- list of members (this duty may be assigned to a membership secretary), committee personnel, and a record of attendance at board meetings.
6. Notifies Board Members and the OHA District Director and Secretary of Garden Club meetings.
7. Keeps a copy of Garden Club correspondence.
8. Keeps official correspondence and records for 7 years.
9. Maintains and passes on to the next secretary all Garden Club files including copies of the Agricultural and Horticultural Organizations Act, Garden Club Constitution and bylaws, OHA constitution, OHA Awards Booklet, Certificate of Insurance, Treasurer Bond (where applicable), General Guidelines for Horticultural Garden Club Officers and the Horticultural Societies Newsletter.
10. In conjunction with the president prepares an agenda before each meeting.
11. Receives and compiles committee reports of the Garden Club's activities for presentation at the annual Garden Club and District meetings.
12. May attend OHA District Meetings and Provincial Conventions.

## **Treasurer**

The Treasurer or Secretary-Treasurer of a Horticultural Garden Club is appointed annually, by the elected board members, at the first board meeting held after the Garden Club's Annual Meeting.

The Treasurer:

1. Maintains accurate records, keeping records of all transactions of income and expense.
2. Ensures the distribution of all funds -- a motion for expenditure having been seconded and approved by the Board.
3. Deposits all monies received in the Garden Club bank account. This account should have two or three designated signing officers, with two signatures necessary to sign a cheque, one of which should be the Treasurer, with either the President or the Secretary.
4. Submits an up-to-date financial statement at any meeting - with one copy for inclusion in the Secretary's records. The Secretary will sign cheques together with the President or Vice President in the absence of the Treasurer.
5. At the end of the fiscal year prepares books of account for auditing or financial review.
6. Presents an audited, detailed financial statement for the previous fiscal year at the Annual Meeting, either by reading the statements or by providing a copy of the financial statements to each one present.
7. Submits the audited annual financial statements to OMAFRA by the required date, to maintain status as a Garden Club incorporated by the Agricultural and Horticultural Organizations Act, and to qualify for the Legislative grant administered by OMAFRA.
8. Must retain all records for at least seven years, or as required by law.
9. Prepares a yearly budget for Board approval, estimating receipts and expenses as a guide for the year's activities.
10. May attend District Meetings and other OHA meetings.
11. Must pass all records (including records for the past seven years) to the incoming Treasurer, as soon as possible, when the term of office is completed.

## **Immediate Past President**

The Immediate Past President is an executive officer and can contribute the knowledge gained from experience on resources and past events within the Garden Club.

The Immediate Past President:

1. Is an ex-officio member of the Board of Directors.
2. Continues to attend meetings and events, being available for consultation, offering encouragement and constructive advice when appropriate.
3. Is part of the Nominating Committee.

## **Auditors/ Financial Reviewers**

At each Annual Meeting, up to two financial reviewers shall be appointed until the next Annual Meeting OR a Chartered Professional Accountant may be designated to perform the auditing service. Financial reviewers must be from outside the board of directors and unbiased.

## **Board of Directors**

### **Directors**

Directors are elected at the Annual Meeting in accordance with Constitution of the Garden Club. The Board of Directors of the Horticultural Garden Club is responsible to the members for the operation of the Garden Club in accordance with the Constitution and Bylaws of the Garden Club. Regular Board Meetings are essential.

In accordance with the Agricultural and Horticultural Organizations Act, members of the Board of Directors are responsible for replacing Garden Club funds which have been lost to the Garden Club through the malfeasance of the treasurer, unless the treasurer is adequately bonded.

## **Committees**

The Board establishes committees in order to conduct its business more effectively. All committees are accountable to the Board which shall define the responsibilities of each committee. The committee chairperson is often a director or vice-president.

Suggested Committees.

- Membership
- Special Events
- Civic Improvements/Planting
- Speakers and Event Programme & Youth
- Flower Show (and Photography)
- Newsletter
- Public Relations
- Social
- Constitution and By-laws
- Nominations
- Finance
- Plant Sale
- Garden Tour
- Social Media/Website
- Trillium Awards
- Garden of the Month

## Operating Policies

Every Committee Chair needs:

- a. To keep a portfolio of the Committee Activities to be handed to the next chair.
- b. To provide a written report to the Garden Club Secretary by a month prior to the AGM to be included in the Report of Garden Club activities.