

# CONSTITUTION OF THE GALT HORTICULTURAL SOCIETY

Effective January 30, 2017

## 1. Purpose

- a) The purpose of the Galt Horticultural Society ("the Society") is to promote horticulture.

## 2. Objectives

- a) To hold meetings respecting the theory and practice of horticulture.
- b) To encourage and support the planting of trees, shrubs and flowers on public and private grounds.
- c) To promote gardening and outdoor beautification projects.
- d) To organize special events and projects in the area of horticulture.
- e) To promote the protection of the environment.
- f) To provide horticultural information to the community and to stimulate an interest in the study of horticulture.
- g) To support the Ontario Horticultural Association and our local district.
- h) To maintain facilities for Galt Horticultural Society purposes.

## 3. Memberships

- a) Any person is eligible to become a member by paying the annual fee.
- b) Any change in membership fees shall be decided by vote at an Annual General Meeting.

## 4. Meetings

- a) Under normal circumstances General Meetings of the Society will be held monthly with a minimum of eight general meetings each calendar year. In exceptional circumstances a meeting may be held as decided by the Committee of Directors and Executive.
- b) The location will be decided by the Committee of Directors and Executive.
- c) The first meeting of the calendar year shall be designated as the Annual General Meeting.
- d) The Secretary will call a Special General Meeting at the request, in writing, of not fewer than 20% of the members of the Society and shall give at least two weeks notice of such meeting with full particulars of the purpose for which it has been called.
- e) At their regular meeting, the Committee of Directors and Executive shall determine, for the next General Meeting, if there will be any business to be discussed at that meeting.
- f) For the transaction of business:
  - i. General and Special Meetings a quorum will be three times the number of the board plus one;
  - ii. Annual Meetings a quorum will be twice the number of the board plus one.
- g) In the event of a tie the Chairperson casts the deciding vote only when so doing would be in the best interests of the organization, otherwise the motion is defeated. Voting at General Meetings shall be by a show of hands or by ballot if requested.
- h) A Notice of Motion to be presented by a member at a General Meeting must be conveyed to the President at least 10 days prior to the meeting of the Committee

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of Directors and Executive that falls immediately prior to the General Meeting at which the motion is to be put forward.

- i) All paid up and life members over 18 years of age are eligible to vote at meetings.
- j) Visitors are welcome at General Meetings.

## **5. Directors and Executive**

- a) A minimum of six directors shall be appointed by the Society.
- b) A term for a director is two years. Each year 3 directors may be appointed for a 2 year term. It is hoped that at any time 3 directors will be in the 1<sup>st</sup> year of this 2 year term and 3 directors will be in the 2<sup>nd</sup> year.
- c) Directors are expected to hold positions on committees.
- d) The Executive Committee is comprised of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, a Secretary and a Treasurer each to serve a term of two years. The term may be altered at the discretion of the Directors

## **6. Management**

- a) The affairs of the Society shall be managed by the Committee of Directors and Executive.

## **7. Nominating Protocol- Appointments**

- a) The Committee of Directors and Executive shall be responsible annually for designating a nominating protocol for the positions in sections 5 above and advising the membership thereof.

## **8. Committee of Directors and Executive Appointments**

- a) The president or designate shall present the slate of incoming executive directors and nominees to the Committee of Directors and Executive for review and approval. At the Annual General Meeting, the president or designate shall announce the slate of incoming directors and executive for the Directors and Executive Committee, as recommended by the Nominating protocol. Nominations may also be submitted by any members present.

## **9. Committee of Directors and Executive Meetings.**

- a) The meeting of the Committee of Directors and Executive will be held at the call of the President or upon request of any three Directors. Members shall be notified at least seven days before the time fixed for the meeting. The committee shall normally meet one week before the general meeting.
- b) A minimum of four meetings, excluding specially called meetings, shall be held each calendar year. Decisions made at this meeting should be conveyed to the membership through the newsletter.
- c) Any member of the Society may attend a Committee of Directors and Executive Meeting without voting powers by notifying an executive member.
- d) Special Committee of Directors and Executive Meetings, to discuss legal and personnel matters, may be held in closed session.
- e) At a meeting of the Committee of Directors and Executive a quorum of 51 % of the Committee of Directors and Executive is required. In the event of a tie the Chairperson casts the deciding vote only when so doing would be in the best interests of the organization. Otherwise the motion is defeated.

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- f) In the event of a vacancy occurring on the Committee of Directors and Executive due to:
  - i. the death or resignation of an Officer or Director;
  - ii. the unexcused absence from three consecutive Board meetings;
  - iii. a position remaining unfilled at the Annual General Meetingthe Committee of Directors and Executive 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.
- g) The immediate Past President shall automatically become an Ex-Officio Committee member for one year with voting powers.

## 10. Committees

- a) Committees shall be comprised of the list as per Schedule A. Chairpersons to be appointed by the Executive Committee.
- b) Chairpersons' Assistants shall be appointed from among the Committee members at their first meeting.
- c) Chairperson, Chairpersons' Assistants and members of the Committee shall each serve a term, to be reviewed annually.
- d) A member may serve on more than one committee.
- e) The President shall automatically become an Ex-Officio Member of all committees, with no voting powers.

## 11. Accounts

- a) The Society shall maintain one bank account for general purposes and any other special purpose accounts, as required.
- b) The Galt Horticultural Society is a non-profit organization. The Galt Horticultural Society is a recognized Charitable Organization and has been allotted a Charity Number. This Charity Number may be used for a project or projects, affiliated with the Galt Horticultural Society.
- c) The Treasurer shall deposit all funds of the Society in a bank or trust company named by the Treasurer and approved by the Committee of Directors and Executive. The signatories for the General Account will be the Treasurer and the President or one other designated executive member.
- d) All receipts for donations shall be signed by the Treasurer.
- e) It is the duty of the Committee of Directors and Executive to review, in February of each year or on query, the direction of spending of available monies to ensure that it does not lean too heavily in the direction of anyone or small group of objectives (see Section Two).
- f) The maximum amount that any of the Directors, Executive, or Chairpersons of Committees may spend in the course of their duties shall be limited, as prescribed by the Committee of Directors and Executive.
- g) No compensation shall be paid to a Director, Executive or Member of the Society for the performance of his/her normal duties as a Director, Executive or Member. Reasonable expenses incurred in the performance of his/her normal duties may be paid.
- h) The Treasurer shall provide a statement of income and expenditure and bank balance for the Society's accounts at each monthly meeting of the Committee of Directors and

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Executive.

- i) Auditor(s) shall be appointed at a meeting of the Committee of Directors and Executive.
- j) Copies of the Audited Statement of Income and Expenditure and the Bank Balance of the Society for the financial year shall be available for the Committee of Directors and Executive on completion. Any members of the Society may see these statements on request. The Society's financial year ends December 31.
- k) A Statement of Income and Expenditure and Bank Balance as of the end of the Society's year shall be available at the Annual General Meeting.

## **12. Ontario Horticultural Society - Affiliation**

- a) The Society shall be affiliated with the Ontario Horticultural Association and shall pay the fees established by the Association, and shall conform to paragraph 15 of the Agricultural and Horticultural Organizations Act 1987.

## **13. Constitution - Amendments**

- a) The Constitution and by-laws of the Society may be made and/or adopted, amended or repealed by the Committee of Directors and Executive providing it is confirmed at the next Annual Meeting or at a Special General Meeting of the Society called for that purpose.

## **14. Dissolution by the Minister**

- a) The Society may be dissolved in accordance with paragraphs 18, 19, 20 and 15 of the Agricultural and Horticultural Organizations Act, 1987.

## **15. Indemnification of Directors and Officers**

- a) Every Director and Officer of the Society 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:
  - i. 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 or done or committed by him or her, in or about the execution of the duties of his or her office;
  - ii. 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.

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**Standing Committees**

1. Advertising / Web page
2. Newsletter
3. Cottage & Garden Maintenance
4. Dream Garden
5. Membership
6. Open Gardens
7. Program/Speakers/Workshops
8. Raffle
9. Social
10. Special Events / Perennial Sale