

BATH GARDENING CLUB AND HORTICULTURAL SOCIETY

CONSTITUTION

ARTICLE I - NAME

The name of the organization shall be the BATH GARDENING CLUB AND HORTICULTURAL SOCIETY henceforth known as "the Society".

ARTICLE II - AUTHORITY

The Society is organized as a corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act R.S.O. 1990 of the Province of Ontario, and all articles of this constitution shall conform to the Agricultural and Horticultural Organizations Act R.S.O. 1990 and its regulations.

ARTICLE III - PURPOSES AND OBJECTIVES

The purposes of the Society shall be in accordance with the objects as stated in the Agricultural and Horticultural Organizations Act R.S.O. 1990.

The objects of the horticultural 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.
- j. by promoting participation and support of local market gardeners at the weekly Bath Summer Market

ARTICLE IV - HEAD OFFICE

The head office of the Society shall be located in the Village of Bath in the Province of Ontario and at such a place therein as determined from time to time by the Board of Directors of the Society.

ARTICLE V - MEMBERSHIP

1. Every person shall be entitled to be a member of the Society by paying the annual fee of the Society but no person under the age of 18 years is eligible to vote at meetings of the Society.
2. There shall be an annual membership fee as shall be determined from time to time by the Board of Directors.
3. Categories of Membership:
 - a. Active Members – Members who pay an annual fee, are allowed to hold any office in the Society and are active in the Society meetings and events
 - b. Lifetime Members – Charter members of the original Bath Gardening Club (do not pay membership dues or hold office)
4. Privileges of membership - A member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, but only full members may vote or hold office in the Society. In addition, only those who were members during the previous year are entitled to vote at the Annual Meeting. A member in good standing is a person who has paid their membership dues for the current year. Every member in good standing is entitled to:
 - attend and vote at any annual general meetings, general or special meetings of the Society;
 - be elected to the Board of Directors;
 - be a member of and participate in committees of the Society.

ARTICLE VI - DIRECTORS

1. The Board of Directors shall consist of at least 6 directors.
2. The membership shall elect at each Annual General Meeting from among themselves all directors, except the Past President, for a term of 1 year of which all director(s) must be at least 18 years of age upon election.
3. Directors shall be eligible for re-election at the end of the 1 year term (to a maximum of 3 term(s)). After a 1 year sabbatical they may stand for re-election.
4. In the event of a vacancy occurring on the Board by the death of or resignation of any officer or director or otherwise (failure to attend a minimum of 3 meetings during the year), 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, a special general meeting of the Society shall be called and directors elected to fill the vacancies.
5. The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the constitution and regulations of the Society.

ARTICLE VII - OFFICERS

1. The members shall elect, from among themselves at a meeting to be held in June of each year, 6 officers of the Society to serve in office for the following year commencing September 1 and ending August 31 in each year.

2. The newly elected Officers of the Society shall consist of the President, Vice President, Treasurer, Recording Secretary, Publicity Secretary, and Attendance Secretary. The Past President will serve as an advisor and not a voting member.
3. The President will serve a one year term, serving as the Vice President in the previous year of this term and Past President in the year following this term. The President may serve a further term of one year as President, provided he/she is elected as President once again by a majority vote of members present at the meeting held in June of each year.
4. All other Officers will serve a maximum of 3 years in their position; however, all other officers may serve a further term of one year in that same position provided he/she is elected into that same position once again by a majority vote of members present at the meeting held in June of that year.

ARTICLE VIII - MEETINGS OF THE SOCIETY

1. Notice of Meetings

- a. At least two weeks' notice of every Annual General Meeting shall be given by publication of a notice of the meeting in at least two newspapers having a general circulation in the municipality in which the headquarters of the Society is situated and by electronically mailing notices of the meeting to every member of the Society at the e-mail address registered with the Society. The Attendance Secretary will notify those members without e-mail addresses by telephone.

2. Annual General Meeting

- a. The Annual General Meeting of the Society shall be held in October of each year at a time determined by the Board of Directors.
- b. Twenty percent of the members shall constitute a quorum at the Annual meeting.
- c. At the Annual General Meeting
 - i. The Board shall present a report of the activities and accomplishments of the Society since the last Annual General Meeting, a detailed statement of the receipts and expenditures since the last Annual General Meeting, a statement of the assets and liabilities of the Society, certified by the Auditors, and the budget for the new year to be approved by the voting members.
 - ii. The Directors shall be elected.
 - iii. Auditor(s) shall be appointed for upcoming year.
 - iv. The Attendance Secretary shall make available a list of those members eligible to vote and hold office as determined in Article V.

3. General Meetings

- a. Only those persons who are members for the current year are eligible to vote at any general meeting except where property is involved.
- b. Twenty percent of the members shall constitute a quorum for a general meeting.
- c. A general meeting may decide on all matters brought to it by the Board.
- d. A general meeting will be called at the normal scheduled times and also anytime there is something that is too important to wait for a scheduled meeting.

4. Special General Meetings

On the petition of thirty members of a Society, the Recording Secretary and, in the Recording Secretary's absence, the President or Vice President shall call a special general meeting for the transaction of the business mentioned in the petition and the meeting shall be advertised in the manner prescribed by ARTICLE VIII (a).

5.
 - i. A special general meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society.
 - ii. Only those persons who are members for the current year and who were members for the previous year are entitled to vote at this meeting.
6. **Voting**

Proxies are not permitted at any general, special general or annual general meeting of the Society. Voting is by the show of hands at any meeting, with majority rule.

ARTICLE IX - BOARD OF DIRECTORS MEETINGS

1. A meeting of the Board shall be called by the Recording Secretary upon the direction of the President, or in the President's absence, the Vice President, or by any three members of the Board, by notifying all members of the Board at least 7 days prior to the time fixed for such meeting providing that a meeting of the Board may be held immediately following any Annual, Regular or Special Meeting of the Society without notice.
2. **Quorum**

Four members of the Board shall constitute a quorum including at least one of the President or Vice president

3. **Voting**

At a Board meeting, only the elected Directors are eligible to vote. Voting is by the show of hands.

4. **Decision Making at Board Meetings**

Decisions will be by a majority with a tie being a defeated vote.

5. **Powers and Duties**

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

- a. Ensure the overall activities of the Society harmonize with the objectives of the Society;
- b. take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;
- c. put into effect all policies and actions approved by the membership;

- d. have power to enter, into contracts in the name of the Society in accordance with policies and practices approved by the membership;
- e. authorize expenditures and obtain funds necessary for the operation of the Society;
- f. be responsible for the management of the affairs of the Society between general meetings.

6. Committees and Subcommittees

- a. The Board may establish committees and subcommittees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.

Committees may be but are not limited to the following:

Bath Beautification (including Barrels on Main Street, Denys Mailhot Memorial Garden, Christmas Decorations/Caroling)

Plant Sale

Fertilizer

Canada Day Float

Programs

Bath Sunday Market, Bath Fall Festival

- b. Terms of reference for all committees shall including the following:
 - i. the status of the committee (standing or ad hoc);
 - ii. the type of committee (discussion, working, task force, etc.);
 - iii. the overall purpose;
 - iv. any specific directives defining goals or tasks;
 - v. the relationship to any other overlapping activities of the Society;
 - vi. the composition, including statements, on any designated observers, whether officers are appointed as full or associate members, and any authority granted to the chair to co-opt other members;
 - vii. the assignment of any staff or associate members;
 - viii. any special mode of operation;
 - ix. an upper limit of expenses the committee can incur;
 - x. the preferred time and method for reporting.

ARTICLE X - CONFLICT OF INTEREST

- 1. Where a director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he shall disclose his interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.
- 2. No member of the Board of Directors shall receive any direct remuneration from the Society for services rendered as a member of the Board of Directors of the Society. Directors may be reimbursed for reasonable expenses actually incurred in connection with the business of the Society.

ARTICLE XI - INDEMNIFICATION

The Society shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates from and against:

- All costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in the execution of the duties of his/her office except costs, charges and expenses as are occasioned by his/her own willful neglect, default or dishonesty; and
- All other costs that he/she sustains or incurs in or about or arising from or in relation to the affairs of the Horticultural Society except costs, charges or expenses thereof as are occasioned by his/her own willful neglect, default or dishonesty.

ARTICLE XII - FINANCES

1. All monies belonging to the Society shall be deposited in a bank account in the name of the Society at a Branch of a Charter Bank or trust company in Canada by any officer so designated by the Board.
2. No Cheque or any other order for the payment of monies shall be valid unless signed in accordance with a resolution made by the Board. Cheques to disburse the funds of the Society shall bear the signatures of the Treasurer and the Recording Secretary.
3. The fiscal year of the Society shall be from September 1 to August 31.
4. All expenditures for items in excess of one hundred dollars that are not included in the budget for the current fiscal year shall require approval by a motion passed at a general meeting or Board of Directors meeting.
5. The financial records of the Society shall be audited by a qualified accountant, or by at least two members of the Society and not Directors of the Board, who are appointed at the Annual General Meeting.
6. The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.
7. Remuneration
No officer, director or member of a Society shall receive any remuneration for carrying out his duties as officer, director or member, but 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 travelling and business expenses which shall be payable from the funds of the Society.
8. 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 objects, except for the planting of trees, shrubs and plants on public grounds and the promotion of outdoor beautification. If the Society expends any of its funds in a manner inconsistent with the objects set out in Article III, it forfeits all claims to participate in any legislative grant.

ARTICLE XIII – ADMINISTRATION

1. Execution of Documents

Deeds, transfers, contracts and other documents may be signed on behalf of the Society by two persons, one being the President and the other being the Recording Secretary.

2. The Board of Directors shall from time to time ensure that the books and records prescribed here under are kept by the Society and such books, together with all other records shall be open to inspection with two weeks notice.

3. Records of the Society

Officers of the Society 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 constitution or by-laws of the Society;
 - c. books and records of the Society.
4. All records of the Society will be kept at the head office for a period of seven years and at which time they will be transferred to an electronic format as determined by the Board.

ARTICLE XIV - DUTIES OF OFFICERS

1. The President of the Society shall:

- Be a member in good standing and a Director for at least one year.
- Chair all meetings
- Oversee coordination of all activities of the Society
- Have signing authority on administrative documents as become necessary
- Represent and promote the organization
- Prepare agenda for all meetings
- Be an ex-officio member of all committees

2. The Vice President of the Society shall:

- Be a member in good standing for a least one year.
- Carry out duties as prescribed by the Board of Directors
- Serve as an advisory member of the Bath Beautification Committee
- Assist and act as President in absence of the President
- Become President after serving as Vice President for one year

3. The Past President of the Society shall:

- Advise Directors and serve as liaison between executives
- Present nominees for new executives

4. The Recording Secretary of the Society shall:

- attend all meetings of the Society and keep true minutes thereof;
- conduct the correspondence of the Society
- Prepare letters requesting discounts from local garden retailers
- Coordinate phone messages and/or emails for meetings and other activities
- keep a record of:
 - i. all business transactions of the Society;
 - ii. all resolutions passed by the Society;
 - iii. all amendments to the constitution of the Society;
 - iv. a list of the members of the Society and their addresses;

A Master list of the members of the Society along with all their information. Note: the information on this file is: name, address, phone #, email address & who has paid. [NOTE This master file needs to stay with the Recording Secretary because after the initial contact information is received by the Attendance Secretary, the Recording Secretary gets any updates from the members, usually via email. Once the Attendance Secretary passes the info to the Recording Secretary there is no need to keep the address, phone # or email address].

- v. a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;
- vi. all reports of committees that may from time to time be appointed by the Society.

5. **Treasurer of the Society** shall:

- Collect membership dues
- Disburse funds as deemed necessary
- Receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, as directed by the Society
- Apply for grants and prepare all communications and documentation in relation thereto
- Keep the securities of the Society in safe custody
- Keep or cause to be kept full and accurate proper books of account or make or cause to be made entries of all receipts and expenditures of the Society
- Prepare the annual financial statements of the Society
- Work with appointed auditors to ensure financial review is conducted
- Prepare reports showing the financial position of the Society
- Keep a record of all annual statements and financial and auditor's reports

6. **The Attendance Secretary of the Society** shall:

- Take attendance at each meeting
- Prepare and distribute name tags and membership cards
- Prepare and maintain an up-to-date list of all fully paid members
- Collect information from new members and guests at monthly meetings
- Communicate new member information to Treasurer and the Recording Secretary
- Receive any monies in the absence of the Treasurer

7. **The Publicity Secretary of the Society** shall:

- Prepare write-ups for local newspapers and ensure notice of meetings are posted in local newspapers in the manner and within the time frame prescribed herein
- Prepare and post ads or flyers for any special events
- Advise other garden clubs of our programs

ARTICLE XV - RULES OF ORDER

Robert's Rules of Order shall govern the Society on all matters not covered by the constitution.

ARTICLE XVI - CHANGE IN CONSTITUTION

1. This constitution of the Society may be made and/or adopted, amended or repealed at any annual or general meeting when a quorum is present provided that notice of motion for the change(s) was made.
2. All regulations as set forth in the Agricultural and Horticultural Organizations Act R.S.O. 1990, or as it may be revised from time to time, shall become a part of this constitution.

ARTICLE XVII - DISSOLUTION

1. In event of the dissolution of the Society, after payment of all debts and liabilities, the remaining assets shall be distributed:
 - To other organizations within the community, and
 - To other organizations at the recommendation of the Board and approved by the membership

ARTICLE XVIII – ADOPTION

This constitution of the Bath Gardening Club and Horticultural Society shall become effective date and remain so until amendment or repeal.

Amended Date October 19, 2015