

**CONSTITUTION of the *Peterborough Horticultural Society***  
**as revised at a General Meeting of the Society**  
**June 27th, 2007**

**ARTICLE I - NAME**

The name of the organization shall be the 'PETERBOROUGH HORTICULTURAL SOCIETY' henceforth referred to as 'THE SOCIETY'.

**ARTICLE II- AUTHORITY**

The Society is organized under the authority of the Horticultural Societies Act of the Province of Ontario, and all articles of this constitution shall be read to conform with said Act.

**ARTICLE III - PURPOSES**

The objects of a 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 outdoor art, public beautification, balcony and plot gardening;
- 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; and
- g) by promoting the circulation of horticultural information through any media.

A society shall not expend more than one-half of its total annual receipts, other than grants or donations made for specific purposes, upon any one of the objects, except for the purposes of planting trees, shrubs and plants on public grounds and the promotion of outdoor art and public beautification.

**ARTICLE IV - HEAD OFFICE**

The head office of the Society shall be located in the City of Peterborough 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.
- 2) A Firm or an Incorporated Company may become a member by payment of the regular fee, but the name of one person only in any one year may be entered as the representative or agent of such Firm or Company and that person shall exercise

the privileges of membership in the Society.

3) Requirements for membership:

- a) Payment of the annual membership fee as determined by the Board of Directors from time to time and approved at the Annual meeting of the Society.
- b) Attainment of the age of 16 years.

4) Associate Membership:

Associate membership is open to those who do not meet all the requirements for full membership but nevertheless declare an intention to pursue the stated purposes of the Society. Associate members shall not have voting rights or be eligible to serve as officers of the Society.

5) Privileges of Membership:

A member or associate member shall be entitled to participate in the activities of the Society shall be defined by the Board of Directors each year, but only full members may vote or hold office in the Society.

**ARTICLE VI- BOARD OF DIRECTORS**

The Board of Directors shall consist of:

Immediate Past President, President, First Vice President, Second Vice President, Secretary, Treasurer, ten (10) Directors and up to a maximum of five (5) Associate Directors.

**OFFICERS**

- 1) The members shall elect from among themselves at the Annual Meeting a President, First Vice President, and Second Vice President, to be known as the Officers of the Society, who shall hold office for one year, renewable to a maximum for four years.
- 2) The Board, from among themselves or otherwise, shall appoint a Secretary and a Treasurer, who shall hold office for one year, renewable to a maximum of four years, both acting under the control of and with the approval of the Board.
- 3) The Secretary shall keep an accurate account of the proceedings of the Board and General meetings.
- 4) The Treasurer shall keep an accurate account of all financial transactions of the Society.

The Treasurer, before entering upon the duties of office, may be asked to give Bond for faithful performance of duties and especially for the due accounting for and paying over all monies which may be received.

## DIRECTORS

- 1) The members shall elect at each Annual Meeting from among themselves, five (5) directors for a term of two (2) years.
- 2) Directors shall be eligible for re-election at the end of the two year term to a maximum of two (2) terms.
- 3) The members may elect at each Annual Meeting from among themselves up to a maximum of five (5) Associate Directors.
- 4) The immediate Past President will be an ex-officio member of the Board and shall have voting privileges.
- 5) One third (1/3) of the members of the Board of Directors shall constitute a quorum.
- 6) In the event of a vacancy occurring on the Board by the death of or resignation of any officer or director or otherwise (eg failure to attend a minimum of half the meetings during the year, except in extenuating circumstances) the remaining members of the Board shall have power to appoint any member of the Society to fill such a 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.
- 7) 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.
- 8) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by the Treasurer and to report thereon to the Society.
- 9) If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be personally responsible for his/her share of any loss suffered by the Society hereby.

## ARTICLE VII- MEETINGS OF THE SOCIETY

- 1) Annual Meeting
  - a) The Annual Meeting of the Society will be held in November, December or January of each year, as determined by the Board of Directors At least two (2)

weeks notice of the Annual Meeting shall be given.

b) One third (1/3) members present shall constitute a quorum at the Annual Meeting.

c) At the Annual Meeting

i) The Board shall present a report of the activities and accomplishments of the Society since the last Annual Meeting and a detailed statement of the receipts and expenditures since the last Annual Meeting and a statement of the assets and liabilities of the Society, certified by the Auditors.

ii) The officers and 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(3),(5).

2) General Meetings

a) Regular meetings shall be held at a time and place determined by the Board of Directors.

b) One third (1/3) members present shall constitute a quorum at a general meeting.

c) A general meeting may decide on all matters brought to it by the Board.

3) Directors' Meetings

a) A meeting of the Board shall be called by the Secretary upon the direction of the President or any three (3) members of the Board by sending notice thereof to all the members of the Board at least seven (7) days before the time fixed for the meeting.

b) One third (1/3) members of the Board shall constitute a quorum.

c) Voting

At a Board meeting, officers, the elected Directors, Associate Directors and any ex-officio member, are eligible to vote.

d)

Powers and Duties

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

- i) take the initiative in preparing general policies and actions for consideration and possible adoption by the membership.
  - ii) put into effect all policies and actions approved by the membership.
  - iii) have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership.
  - iv) be responsible for the management of the affairs of the Society between general meetings.
- e)
- Committees and Subcommittees

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.

#### **ARTICLE VIII - FINANCES**

- 1) The fiscal year of the Society shall be from September to August.
- 2) All expenditures for items in excess of \$150.00 require approval by a motion passed at a general Board of Directors' meeting.
- 3) Cheques to disburse the funds of the Society shall bear the signatures of two of three signing officers, specified at the first meeting of the Board of Directors each year.
- 4) The financial records of the Society shall be audited by a qualified accountant or by two qualified individuals (neither of whom is an Officer of the Society) appointed at the Annual Meeting.
- 5) The financial accounts and other books of the Society shall be made available for inspection by members' reasonable request.
- 6) No officer, director, or member of the Society, except the Secretary and Treasurer, shall receive any remuneration for carrying out his/her duties officers, director, or member, but traveling expenses may be allowed any officer, director or member while engaged in duties on behalf of the Society, the Board may fix such remuneration and expense which shall be payable out of the funds of the Society.

#### **ARTICLE IX - RESPONSIBILITIES OF OFFICERS**

- a) The President shall preside at all meetings of the Society, decide all questions of order, advance the interests of the Society, and be a member of all committees. Also shall have other such powers and duties as may from time to time be assigned by the Board.

- b) The First Vice President and Second Vice President shall be vested in the order named, with all powers, and perform all duties of the President in his/her absence and shall also have other such powers and duties as may from time to time be assigned by the Board.
- c) The Secretary shall attend all meetings of the Society, record all proceedings, conduct all correspondence, and perform other duties as required by the board. The Secretary shall also be responsible for the safekeeping of the constitution and by-laws and amendments thereto, and shall keep a record of all current members of the Society.
- d) The Treasurer shall have the care and custody of all funds and securities of the Society; shall pay out and dispose of same under direction of the Board; shall keep records of account and present these to the Board of the Society as directed. The Treasurer shall be bonded as is considered necessary to ensure faithful performance of duties and proper administration of all funds.
- e) At every Annual Meeting, there shall be two (2) auditors to office until the next Annual Meeting.

#### **ARTICLE X - CHANGE IN CONSTITUTION**

- 1) The Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is confirmed at an annual or regular meeting of the Society.
- 2) All regulations as set forth in the Horticultural Societies Act, or as it may be revised from time to time, shall become part of this Constitution.