

**WEST CARLETON GARDEN CLUB
and
HORTICULTURAL SOCIETY**

CONSTITUTION

ARTICLE 1 - NAME

The name of the organization shall be the West Carleton Garden Club and Horticultural Society, henceforth referred to as "the Society."

ARTICLE II - AUTHORITY

The Society is organized under the authority of the *Agricultural and Horticultural Organizations Act of Ontario*, and all articles of the 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 by:

- (a) holding meetings respecting the theory and practice of horticulture;
- (b) encouraging the planting of trees, shrubs and flowers on public and private grounds;
- (c) promoting outdoor art, public beautification, balcony and plot gardening;
- (d) arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
- (e) distributing seeds, plants, bulbs, flowers, trees and shrubs;
- (f) promoting the protection of the environment;
- (g) promoting the circulation of horticultural information through any media;
- (h) promoting the benefits of therapeutic horticulture;
- (i) stimulating an interest in the study of horticulture; and
- (j) encouraging youth in horticulture.

The Society shall not expend more than one-half of its total annual receipts, other than grants and donations made for specific purposes, upon any one of the objects, except for the purpose 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 village of Carp, Carleton County 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 18 years of age or older 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 only shall exercise the privileges of membership in the Society.

- (3) Requirements for membership
 - (a) Payment of the annual membership fee (e.g., \$4.00) as determined by the Board of Directors from time to time.
 - (b) Attainment of the age of 18 years.
 - (c) Family membership is defined by two (2) or more residents residing at the same residence.
- (4) Privileges of membership
 - (a) Participation in bulk purchases made by the Society.
 - (b) Participation in Society sponsored field trips.
 - (c) Eligibility to vote and hold office.

ARTICLE VI - DIRECTORS

The Board of Directors shall consist of 11 Directors, with a minimum of three (3) Directors on the Board.

- (1) The membership shall elect at each Annual Meeting from among themselves five (5) Directors for a term of two (2) years. Maximum length of term is four (4) years.
- (2) The Immediate Past President of the Society shall be a full member of the Board of Directors.
- (3) One half of the members of the Board will constitute a quorum.
- (4) In the event of a vacancy occurring on the Board by a death of or a resignation of any Officer or Director or otherwise (e. failure to attend a minimum of four (4) 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 manners, subject to the bylaws and regulations of the Society.
- (6) Two or more offices may be held by the same person (e.g. Secretary/Treasurer Chair/President).
- (7) An office can be shared by two (2) individuals. (e.g. Hospitality, Membership, Co-Presidents)

ARTICLE VII - OFFICERS

- (1) The Directors shall elect from among themselves at a meeting to be held immediately following the Annual Meeting, a President and 1st Vice President to be known as the Officers of the Society.
- (2) The President, Immediate Past President and 1st Vice President and the remaining 8 Directors shall constitute the Board of Directors.
- (3) The Board, from among themselves or otherwise, shall appoint a Secretary and a Treasurer or Secretary-Treasurer who shall remain in office during pleasure. The

- Secretary or Secretary-Treasurer shall keep an accurate account of the proceedings of Board and General Meetings, acting under the control and with approval of the Board.
- (4) Directors must consent in writing to holding the office within ten (10) days after an election or appointment.
 - (5)(a) The Treasurer or Secretary-Treasurer of the Society, before entering upon the duties of his/her office, shall give Bond for the faithful performance of his/her duties and especially for the due accounting for and paying over all monies which may come into his/her hands.
 - (b) It shall be the duty of the Board in each and every year to enquire into the sufficiency of the security given by such Treasurer or Secretary-Treasurer and to report thereon to the Society.
 - (c) If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be personally responsible for any loss suffered by the Society thereby.
 - (d) Members may remove directors (except ex-officio directors) by a majority vote at a special meeting. Directors are entitled to give reasons for opposing their removal.

ARTICLE VIII - MEETINGS OF THE SOCIETY

(1) Annual Meeting

- (a) The Annual Meeting of the Society shall be held in November of each year, as determined by the Board of Directors. At least two (2) weeks' notice of the Annual Meeting shall be given by publishing it in a newspaper generally circulated in the area of the Society's headquarters.
- (b) 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 Reviewers.
 - (ii) The Directors shall be elected.
 - (iii) The Board is required to elect a President and a Secretary.
 - (iv) Reviewers shall be appointed.
 - (v) The Secretary shall make available a list of those members eligible to vote and hold office as determined in Article V (3).
 - (vi) Twenty percent (20%) of the members of the Society present at the Annual Meeting will constitute a quorum, whether present in person, by telephone, or through another electronic or virtual link.

(2) General Meetings

- (a) Regular monthly meetings shall be held from September to June at a time and place determined by the Board of Directors.
- (b) Notice of a meeting must be given to members no later than 10 days and no earlier than 50 days before each meeting.
- (c) A General Meeting may decide on all matters brought to it by the Board.
- (d) Twenty (20%) of the members of the Society present at a General Meeting will constitute a quorum, whether present in person, by telephone, or through another electronic or virtual link.
- (e) Meetings will be held in person, by telephone, electronically or virtually.

- (f) Members may demand a meeting, but to do so, at least ten percent (10%) of the voting members must send a request with reasons to each director and the WCGC registered office.

(3) Directors' Meetings

- (a) A meeting of Board shall be called by the Secretary upon the request of the President or any three (3) members of the Board by sending notice thereof to all members of the Board at least seven (7) days before the time fixed for the meeting.
- (b) Five (5) members of the Board shall constitute a quorum, whether present in person, by telephone, or through another electronic or virtual link.
- (c) The Board must meet at least three (3) times per year.
- (d) Voting:
 - (i) At a Board meeting only the elected Directors and the Immediate Past President are eligible to vote.
- (d) Powers of Duties
 - (i) In addition to other specific duties and powers assigned elsewhere in this Constitution, the Board shall:
 - a. take the initiative in preparing general policies and actions for the consideration and possible adoption by the membership;
 - b. put into effect all policies and actions approved by the membership;
 - c. have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership;
 - d. be responsible for the management of the affairs of the Society between General Meetings; and
 - e. Committees and Subcommittees: The Board may establish committees and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board.

ARTICLE IX - FINANCES

- (1) The fiscal year of the Society shall be from September 1 to August 31.
- (2) All expenditures for items in excess of \$100 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a General or Board of Directors Meeting.
- (3) Cheques to disburse the funds of the Society shall bear the signatures of two (2) members designated by the Board of Directors.
- (4) The financial records of the Society shall be reviewed by two (2) qualified individuals, neither of whom a member of the Board, appointed at the Annual Meeting.
- (5) Remuneration
 - (a) No Officer, Director or member of the Society, except the Secretary, Treasurer or Secretary-Treasurer, shall receive any remuneration for carrying out his/her duties as an Officer, Director or member while engaged in duties on behalf of the Society, and the Board may fix such remuneration and travelling and living expenses which shall be made payable out of funds of the Society.
- (6) The financial accounts and other books of the Society shall be made available for inspection by members upon reasonable request.

ARTICLE X - CHANGE IN CONSTITUTION AND BY-LAWS

- (7) By-laws of the Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Director providing such action is confirmed at an Annual Meeting or General Meeting of the Society by two-thirds (2/3) majority of votes cast.

(8) ARTICLE XI - DUTIES OF OFFICERS

- (1) Officers of a 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 the minutes of proceedings, resolutions and by-laws of the Society; and
 - (c) books and records of the Society;
- (2) The Secretary of the Society shall:
- (a) attend all meetings of the Society and keep true minutes thereof;
 - (b) conduct the correspondence of the Society; and
 - (c) keep a record of:
 - (i) all business transactions of the Society;
 - (ii) all resolutions passed by the Society;
 - (iii) all amendments to the By-laws of the Society;
 - (iv) a list of the members of the Society and their addresses;
 - (v) a list of the names and addresses of person 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; and
 - (vii) all annual statements and financial and reviewer's reports.
- (3) The Treasurer or Secretary-Treasurer of a Society shall:
- (a) receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, as the Society may by resolution direct;
 - (b) keep the securities of the Society in safe custody;
 - (c) keep or cause to be kept the proper books of account or make or cause to be made entries of all receipts and expenditures of the Society;
 - (d) prepare the annual financial statements of the Society; and
 - (e) prepare reports showing the financial position of the Society, as the Officers from time to time direct.

ARTICLE X11- INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and Officer of the Society and their heirs, executors and administrators respectfully from time to time, and at all times, be indemnified and saved harmless out of the funds of the Society only from and against the following:

1. all costs, charges and expenses whatsoever as such Director or officer sustains or incurs in or about any action, suit, or proceeding that is brought, commences, or prosecuted against them for or in respect of any deed, act, manner or thing whatsoever made, done or committed by them in or about the execution of the duties of their office.

2. All costs, charges and expenses that a Member, Director or Officer 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 of the best interest of the Society.
3. The West Carleton Garden Club and Horticultural Society may provide insurance to cover this liability of the West Carleton Garden Club and Horticultural Society.

Amended September 24, 2024 by the WCGC Board of Directors