

Manotick Horticultural Society Constitution and By-laws

MANOTICK HORTICULTURAL SOCIETY

CONSTITUTION

Adding a Constitution part followed by By-Laws part

- Tracking Document re – Revisions and Rational – 2023-11-27 -

Revision 2024-01-08

Article I - NAME

The name of the organization shall be the Manotick Horticultural Society, henceforth referred to as “The Society”

New wording:

The name of the **corporation** shall be the Manotick Horticultural Society, henceforth referred to as “The Society”.

Rational:

- Aligns with Definition of “Corporation”.

Article II - AUTHORITY

The Society is organized under the authority of the Horticultural Societies Act of the Province of Ontario and all articles of these By-laws shall read to conform to said Act.

New wording: grammar edits, replace organized with ‘incorporated’; replace Horticultural Societies Act with *Agricultural and Horticultural Organizations Act*

The Society is **incorporated** (1930) **by/under the Ontario Ministry of Agricultural, Food and Rural Affairs Act (OMAFRA)** under the authority of the ***Agricultural and Horticultural Organizations Act*** of the Province of Ontario and all articles of these By-laws shall read to conform to said Act.

Rational:

- *Note - MHS was incorporated under said act in 1930.
- MHS incorporated in 1930 as stated on our letter of good standing.
- It would not have been OMAFRA (but probably Ministry of Agriculture) and the original Act had another title.

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Article III - PURPOSE

The objectives of the Society are to encourage interest and improvement in horticulture through actions and activities and enumerated in the By-Laws.

Article IV - MISSION

The Society invests in the community through its horticultural programming, with the goal of building a strong social network which provides the membership and the public with opportunities to learn and actively engage in horticultural education, activities and fellowship.

New Article: **Article V - ADMINISTRATION**

The Society is located within the City of Ottawa, with the civic address of a current Officer. Membership is open to any individual eighteen years of age and over, subject to the conditions outlined in the By-Laws.

A Board shall be elected by voting members of the Society at the Annual Meeting. The terms of reference for election/appointment and duties of Directors and Officers are set out in the By-Laws.

The Society files an Annual Return to OMAFRA, with all required supporting documentation to remain a corporation in good standing.

Article VI - AMENDMENTS

The Constitution and By-Laws may be amended or revoked by the Board provided the changes are approved by a two-thirds (2/3) majority of the votes cast at an Annual Meeting or Special Meeting called for that purpose. A notice of motion for such change must be distributed to all members within 30 days prior to the meeting.

Amended: _____

Approved at the Annual Meeting, January 8, 2024

President

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MANOTICK HORTICULTURAL SOCIETY

BY-LAWS

Revision 2024-01-08

By-Law I - INTERPRETATION

New By-law:

By-Law I - INTERPRETATION

In these by-laws, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario), henceforth referred to as ONCA;
- b. "Corporation" means the corporation, Manotick Horticultural Society, henceforth referred to as the "Society", that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- c. "Board" means the Board of Directors of the Society, comprised of Directors and Officers;
- d. "Chair" means the Chair of the Board;
- e. "Officer(s)" of the Society includes a Chair, President, Vice President, Secretary and Treasurer. The Officers may be referred to as Officers of the Board;
- f. "Director" means an individual elected to the position of Director by the members;
- g. "Member" means a member in good standing of the Society;
- h. "Member in good standing" means a member whose membership is current and annual dues paid;
- i. "Member(s)" means the collective membership of the Society;
- j. "Members Meeting" is a meeting of the members of the Society;
- k. "Annual Meeting" is a meeting of the members of the Society held annually; and
- l. "Special Meeting" is a meeting of the members, called by the Board to discuss a specific issue or concern or, called by the Board at the request of 10% of the members and approved by the Board.

Rational:

ONCA - All terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

By-Law II - OBJECTIVES

The purpose of a horticultural society is 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;

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- 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 encouraging youth in horticulture.

New Wording: replace purpose with 'objectives'; added new objectives

The **objectives** 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 **plants** on public and private grounds;
- c. Promoting **balcony and community gardening and outdoor beautification**;
- 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. Encouraging youth in horticulture;
- i. **Promoting the benefits of therapeutic horticulture**;
- j. **Stimulating an interest in the study of horticulture**; and
- k. **To develop a strong social network by program activities open to the public and/or collaborating with or contributing to other community organizations that are relevant to member's or the Society's interests.**

Rational:

- This is the verbatim wording of Article 36 of the *Agricultural and Horticultural Organizations Act*.
- The language "trees, shrubs and flowers" seems too limited. For accuracy and to include more than just plants grown solely for their flowers, it is recommended to replace "flowers" with "plants". This will allow capture of all Angiosperms (flowering plants) including things like vegetables, grasses and other plants where their flowers are not their defining characteristic. SS
- General grammar and or spelling edits.

By-Law III - MEMBERSHIP

- a. Membership shall be open to any person eighteen (18) years of age and over.

New wording: replace the person with 'individual'

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a. Membership shall be open to any **individual** eighteen (18) years of age and over.

Rational:

- The ONCA's reference to "persons" includes individuals, Corporations, and other entities.
- *Note: The *Agricultural and Horticultural Organizations Act* states anyone paying the annual fee can be a member but only persons 18 or older can vote at meetings.

b. Membership shall be open to any partnership, company, or association, who wish to contribute to the programs of the Society, but in each case, the partnership, company, or association, shall delegate one person to exercise the privilege of membership.

Remove:

~~b. Membership shall be open to any partnership, company, or association, who wish to contribute to the programs of the Society, but in each case, the partnership, company, or association, shall delegate one person to exercise the privilege of membership.~~

Rational:

- ONCA allows for this statement to be volunteer statement. Remove in order to avoid conflict of interests with partnership, company or association.
- ONCA requires language in your by-laws that details the conditions for being a Member of your corporation, including whether a corporation can be a Member. Refer ONCA s. 48(1)

c. The annual membership fee shall be decided by the Board of Directors, from time to time.

New wording: replace Board of Directors with 'Board'

c. The annual membership fee shall be decided by the **Board**, from time to time.

Rational:

- "Board" means the Board of Directors of the Society.

d. A family membership is defined as two (2) related individuals each residing at the same residence. Any additional family member(s) at the same residence will be charged five dollars (\$5.00) per person extra under the family membership.

New wording: remove the word related, clarify language

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d. A family membership is defined as two (2) individuals each residing at the same residential address. Any additional individual(s) at the same residential address will be charged an additional amount per person extra under the family membership.

Rational:

- Difficult to fully define ‘related’; interpretation is more inclusive.
- Residential address is more specific than residence.

e. The membership year shall be defined as January 31st to January 30th of the following year.

By-Law IV - MEETINGS

a. The Annual General Meeting of the Society shall be held in January of each year, at such time and place as the Board of Directors determines. At least two weeks’ notice shall be given by a method as determined appropriate by the Board of Directors.

New wording: remove the word General; replace Board of Directors with ‘Chair’

- The Annual Meeting of the Society shall be held in January of each year at such time and place as the Chair determines. Should circumstances where this timeline cannot be met due to a natural disaster or a pandemic the meeting will be held later in the calendar year.
- At least two weeks notice for any meeting shall be given by a method as determined appropriate by the Chair.

Rational:

- ONCA has replaced Annual General Meeting with Annual Meeting.
- ONCA defines Chair as determining meetings, Board meetings and presiding over such meetings.
- Refer ONCA 53(2); s. 84(2) for the requirement to provide information to Members prior to a meeting; s. 56 for information on “proposals” put forward by Members.

c. General Meetings shall be held monthly, with the exception of July and August, at a time and place determined by the Board of Directors.

New wording: replace Board of Directors with ‘Chair’; remove the word General

c. Member Meetings shall be held monthly, with the exception of July and August, at a time and place determined by the Chair.

Rational:

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- ONCA has replaced General Meeting with Member Meeting.
- ONCA defines Chair as determining meetings, Board meetings and presiding over such meetings.

d. 20% of the members of the Society present at any General or Annual General Meeting shall constitute a quorum.

New wording:

d. Ten **percent (10%)** of the Society **membership** shall constitute a quorum at any **member** or Annual Meeting.

Rational:

- More reasonable percentage than the previous 20 percent.
- ONCA has replaced Annual General Meeting w Annual Meeting.
- ONCA has replaced General Meeting with Member Meeting.

e. A meeting of the Board of Directors shall be called by the President/designate, or of any three members of the Board of Directors upon written notice of five (5) business days to the President.

New wording: replace President/designate with 'Chair'

e. A meeting of the Board shall be called by the **Chair**, or **by** any three members of the Board upon written notice of five (5) business days to the **Chair**.

Rational:

- ONCA defines Chair as determining meetings, Board meetings and presiding over such meetings.
- "Board" means the Board of Directors of the Society.

f. The Board of Directors must meet a minimum of three (3) times per year.

New wording: replace Board of Directors with 'Board'

f. The **Board** must meet a minimum of three (3) times per year.

Rational:

- "Board" means the Board of Directors of the Society.

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g. Meetings of the Executive Committee may be called by the President to address issues of an emergency or sensitive nature, when the Board is not in session. Any decision made at such a meeting must be ratified as soon as possible by the Board of Directors.

New wording: replace President with ‘Chair’; replace Board of Directors with ‘Board’; replace Executive Committee with ‘Officers’

g. Meetings of the **Officers of the Board** may be called by the **Chair** to address issues of an emergency or sensitive nature when the Board is not in session. Any decision made at such a meeting must be ratified as soon as possible by the **Board**.

Rational:

- ONCA defines Chair as determining Member Meetings and Board meetings and presiding over such meetings.
- “Board” means the Board of Directors of the Society.

h. All meetings may be held at an in-person venue or may be held via electronic means provided such means allows all in attendance the ability to hear and also the opportunity and ability to have voice and to vote.

New wording: edit

h. All meetings may be held at an in-person venue **and/or** may be held via electronic means provided such means allows all in attendance the ability to hear and also the opportunity and ability to have voice and to vote.

Rational:

- Clarity.
- Refer to ONCA S. 52(4).

New section: Special Meeting

i. Special Meetings may be called by the Board at any time or may be called at the request of the members if approved by the Board (By-Law I 1.)

Rational:

- The directors of a corporation may at any time call a Special Meeting of the members.
- Refer ONCA s. 52(2).
- Refer ONCA s. 52 and s.60 for information on Special Meetings of Members.

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By-Law V - VOTING

New By-law: By-Law V - VOTING

- a. All motions shall be passed by a simple majority plus one (50 +1%) vote at all meetings with the following exceptions in By-law V b.
- b. Governance issues including but not limited to Constitution amendments, By-law and Article changes must be presented at a special or Annual Meeting, require two-thirds (2/3) majority votes to pass.
- c. There is no proxy voting for any meeting of the Society.

Rational:

- Robert's Rule come into play here and also a governance principle that most not for profits use. The difference in the vote % relates to governance issues, Constitution/Constitutional amendment, By-law and Article changes etc. Most organizations do not allow changes to governance documents except at a Special or Annual Meeting.
- Refer ONCA s. 57(3).

By-Law VI - BOARD OF DIRECTORS

The Society members shall elect or re-elect, from among themselves, at the Annual General Meeting, a Board of Directors.

New wording: edits, remove the word General

The Society members shall elect or re-elect, at the Annual Meeting, a Board of Directors.

Rational:

- ONCA has replaced Annual General Meeting with Annual Meeting.

1. Composition

- a. The Board shall be comprised of a maximum of eleven (11) Directors.

New wording: replace Board of Directors with 'Board'

- a. The **Board** shall be comprised of a maximum of eleven (11) Directors;

Rational:

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- “Board” means the Board of Directors of the Society.
- Refer ONCA s. 24 (8).

New section: Chair

b. The Chair shall be a Society member and will be an Officer.

Rational:

- A Chair must be appointed and must be a Director. No other Officer position is required, and no Officer other than the Chair is required to be a Director under the ONCA. Your Corporation’s By-laws could require certain Officers to be Directors. Refer to ONCA s. 22(3) and s. 42(2).

d. The Executive Committee (Officers of the Board) shall be comprised of the President, Vice President, Secretary and Treasurer. These four (4) positions shall be filled by a vote among the Directors of the Board at its first meeting to be held within two (2) weeks after the Annual General Meeting. The results reported to the Society’s membership at the next general meeting.

New wording: remove Executive Committee, remove the word General; replace Board of Directors with ‘Board’; add Chair; edits

- c. The Officers of the Board shall be comprised of a Chair, the President, Vice President, Secretary and Treasurer.
- d. Officers of the Board **are chosen from those Directors** at the first meeting of the Board to be held within two (2) weeks following the Annual Meeting.
- e. Two or more Officer positions may be held by the same person.**
- f. The results **will be** reported to the Society membership at the next **Member Meeting**.

Rational:

- ONCA states: i. The Directors may designate the offices of the corporation, appoint Officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation; ii. A Director may be appointed to any office of the corporation; and iii. Two or more offices of the corporation may be held by the same person. Refer ONCA 42(1)
- A Chair must be appointed and must be a Director. No other Officer position is required, and no Officer other than the Chair is required to be a Director under the ONCA. Your Corporation’s By-laws could require certain Officers to be Directors. Refer to ONCA s. 22(3) and s. 42(2).
- “Officer” means an Officer of the Society.
- “Board” means the Board of Directors of the Society.
- ONCA has replaced Annual General Meeting with Annual Meeting.
- ONCA has replaced General Meeting with Member Meeting.

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- c. Quorum for the Board of Directors will be fifty-one percent (51%) of the total number of elected directors.

New wording: replace Board of Directors with ‘Board’

h. Quorum for the **Board** will be fifty-one percent (51%) of the total number of elected Directors.

Rational:

- “Board” means the Board of Directors of the Corporation.

2. Terms of Office

- a. Directors shall be elected for two (2) two-year terms. Directors may only be reelected for one additional two-year term, and then must retire from the Board for at least one (1) year before seeking re-election.

New wording: edits

a. Directors shall be elected for **a** two (2) year term. Directors may be re-elected for **two** additional two-year terms, and then must retire from the Board for at least one (1) year before seeking re-election.

Rational:

- General grammar edits.

New section: **Removal of Director**

b. Removal of a Director shall be carried out by the Chair and the Board.

c. Circumstances for removal may include but are not limited to contravention of the Society by-laws and protocols.

Rational:

- Refer to ONCA s. 26.

- Section 25(1) of the ONCA describes the ways that a Director ceases to hold office. These ways cannot be deleted or varied, and no additional ways can be added.

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New section:

d. An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless the individual consents in writing to hold office as a Director before or within 10 days after the election or appointment.

Rational:

- Under ONCA each Director is required to sign a document accepting their position.
- Example - refer to OHA Code of Conduct - OHA Board, Employees and Contractors.

3. Powers and Duties

Authority for the pursuit of the purposes of Article III shall be vested in the Board of Directors of the Society who shall:

- a. take the initiative in preparing policies and action for 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 the policies and practices approved by the membership;
- d. be responsible for the management of the affairs of the Society;
- e. 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; and
- f. in the event of a vacancy occurring on the Board of Directors by the death or resignation of any Officer or Director during the year, other remaining members of the Board shall have the power to fill such vacancy.

New Wording: edits

Authority for the pursuit of the objectives of By-law II shall be vested in the Board of the Society who shall:

- a. Take the initiative in preparing policies and action for 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 the policies and practices approved by the membership;
- d. Be responsible for the management of the affairs of the Society;
- e. 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;
- f. In the event of a vacancy occurring on the Board by the death or resignation of any Officer or Director during the year, other remaining members of the Board shall have the power to fill such vacancy for the remaining length of the term.

Rational:

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- General grammar and spelling edits.
- “Board” means the Board of Directors of the Society.
- Refer to ONCA s. 4 24.8.

By-Law VII - RESPONSIBILITIES OF OFFICERS

- a. The President shall preside at all meetings of the Society, decide all questions of order and advance the interests of the Society and be an ex-officio member of all committees. They shall also have other such powers and duties as may from time to time be assigned to them from the Board.

New wording: replace President with ‘Chair’

- a. The Chair shall determine Annual Meetings, Member Meetings and Board meetings and shall preside over such meetings and decide all questions of order.

And

- b. The President shall advance the interests of the Society and be an ex-officio member of all committees. They shall also have other such powers and duties as may from time to time be assigned to them from the Board.

Rational:

- ONCA defines Chair as determining meetings, Board meetings and presiding over such meetings.
- Refer to ONCA s. 42.

- c. The Vice President shall be vested with all powers and shall perform all duties of the President in their absence and shall also have other such powers and duties as may from time to time be assigned to them from the Board.
- d. The Secretary shall attend all meetings of the Society, record all proceedings, conduct all correspondence and perform other duties as the Board of Directors may require of them. The Secretary shall 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.

New wording: replace Board of Directors with ‘Board’, edits

- d. The Secretary, or in their absence a designated Director, shall record all proceedings, conduct all correspondence and perform other duties as the Board may require of them at Board or Officer of the Board meetings. The Secretary shall 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.

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Rational:

- Covers Secretary's absence.
- "Board" means the Board of Directors of the Society.

- e. The Treasurer shall have the care and custody of all funds and securities of the Society. They shall pay out and dispose of the same under the direction of the Board. They shall keep records of account and present these to the Board of the Society as directed. The Treasurer shall be bonded.

New wording:

e. The Treasurer shall have the care and custody of all funds and securities of the Society. They shall pay out and dispose of the same under the direction of the Board. They shall keep records of account and present these to the Board of the Society as directed. The Treasurer shall be bonded **by the Society**.

Rational:

- Clearer definition that the Society provides the insurance not the individual.

By-Law VIII – FINANCE

- a. The fiscal year of the Society shall be from January 1st to December 31st.
- b. All expenditures that will cause a deficit of more than five hundred dollars (\$500) for the current fiscal year (unless already included in the budget approved by the membership) shall require approval by a motion passed at a General Meeting. (Revised 2016-11-14)

New wording: replace General with 'Member'

b. All expenditures that will cause a deficit of more than five hundred dollars (\$500) for the current fiscal year (unless already included in the budget approved by the membership) shall require approval by a motion passed at a **Member Meeting**. (Revised 2016-11-14)

Rational:

- ONCA has replaced General Meeting with Member Meeting.

- c. The Society shall have three (3) signing Officers; the President, Vice President, & Treasurer.

New wording: edits

c. The Society shall have three (3) signing Officers; the President, Vice President **and** Treasurer.

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Rational:

- General grammar/spelling edits.
- Authority to make banking arrangements falls under ONCA s. 32(1) (f).

d. Cheques for the disbursement of funds of the Society shall bear the signatures of any two (2) of the signing Officers.

e. Remuneration: Society funds shall only be made available to defray part or all of the expenses incurred by a member in the performance of Society duties subject to approval by the Board of Directors or as subject to the Financial Policies of the Society.

New wording: replace Board of Directors with ‘Board’

e. Remuneration: Society funds shall only be made available to defray part or all of the expenses incurred by a member in the performance of Society duties subject to approval by the **Board** or as subject to the Financial Policies of the Society.

Rational:

- “Board” means the Board of Directors of the Society.

f. The Society shall not spend more than one-half (1/2) of its total annual receipts, excluding grants or donations made for specific purposes, upon any one of the projects enumerated in By-Law IV, except for the planting of trees, shrubs and plants on public grounds and the promotion of outdoor beautification.

New section:

g. From time to time, when authorized by the Board by resolution, donations, sponsorships and/or bursaries may be made to other local community individual(s) and/or group(s).

Rational:

- To grant the Society the authority to spend on non-horticultural organizations with our local partners such as the Manotick Royal Legion, Watson’s Mill Incorporated, the Manotick Food Cupboard, and other not-for profits.
- Refer to By-Law II Objectives – k. To develop a strong social network by program activities open to the public and/or collaborating with or contributing to other community organizations that are relevant to member's or the Society's interests

h. The financial records of the Society shall be reviewed by two reviewers appointed by the membership at every Annual General Meeting. The reviewers shall not be related to any

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Board Member or each other.

New wording:

h. Financial Reviewers will be appointed at each Annual Meeting to undertake a review of the year-end financial statements of the Society prior to the next Annual Meeting.

i. The reviewers must not currently be on the Executive or Board, or related to each other; or related to the Treasurer.

Rational:

- MHS is NOT a public benefit corporation because it does not receive more than \$10,000.00 from the government or by outside donations.
- Therefore, MHS could, if it wanted to, pass an extraordinary resolution to have neither an audit nor a review engagement. (MHS however, DOES want to have the finances reviewed, so we would NOT pass such a resolution.)
- Even if ONCA says you do not have to do a review, or an audit, you may have to do one if a funder (member) requires it. (This applies to MHS, because our funder OMAFRA requires a review at minimum).
- OMAFRA requires submission of the reviewed financial statements. They supply a Financial Review Statement, which can be completed by 2 volunteers (stipulated as not members of the board, related to the Treasurer or to each other), OR a review by 1 professional (individual or a firm). There is an option to have an Audit by 1 professional, but it is not a requirement.
- From the above, we are ONCA compliant with our regular review by 2 volunteers.
- Leaves who and how many up to what OMAFRA requires, and leaves the criteria - not related to board/each other/ treasurer, and the process of signing various statements like the Financial Review Statement, to be covered under internal Financial Procedures
- Clearer detail re – responsibilities and requirements.
- Clearer definition re – ‘related to’.
- Refer to ONCA s. 69.

New section:

j. The financial statements must be submitted with all required documentation, to OMAFRA by the stated deadline in order to remain a corporation in good standing and to support any grant application.

Rational:

- "all required documentation" includes the Review Certificate, statements, reconciliation, list of eligible expenses, and the Grant Application, so we do not need to say reviewed or audited financial statements

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By-Law IX - NOMINATING COMMITTEE

- a. The Nominating Committee shall consist of four (4) members of the current Board of Directors.

New wording: replace Board of Directors with 'Board'

- a. The Nominating Committee shall consist of up to four (4) members of the current Board who will identify a proposed list of members for election/re-election to the Board.

Rational:

- "Board" means the Board of Directors of the Society.

By-Law X - AMENDMENT OF THE BY-LAWS

- a. These By-laws of the Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors, providing they are confirmed at an Annual or General Meeting of the Society.

New wording: replace Board of Directors with 'Board'; replace General Meeting with 'Member Meeting'; remove constitution

- a. The Board of the Society may by resolution, add, amend, adopt, or repeal any By-laws providing the change is approved at the next Annual Meeting with two-thirds (2/3) majority votes to pass.

Rational:

- The default rule under the ONCA is that the Board will be able to amend your Corporation's By-laws subject to certain exceptions and to the subsequent approval of your Members. Refer ONCA s. 7
- "Board" means the Board of Directors of the Society.
- ONCA has replaced General Meeting with Member Meeting.

- b. All regulations as set forth in the Horticultural Societies Act, or as it may be revised from time to time, shall become a part of these By-laws.

New wording: replace Horticultural Societies Act with 'Not-for-Profit Corporations Act'

- b. Where these By-laws are silent, the *Not For Profit Corporations Act (ONCA)*,

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(Ontario 2010) take precedence.

Rational:

- ONCA takes precedence over *Horticultural Societies Act*.
- *Note: compliance with the *Agricultural and Horticultural Organizations Act* is covered in Article II
- **Note: Not all parts of ONCA are applicable to MHS and MHS By-laws only have to meet the minimum requirements of ONCA.

By-Law XI - RULES OF ORDER

- a. Roberts' Rules of Order, Revised, shall govern the Society in matters not covered by the Constitution or policies of the Society.

New wording: replace constitution with 'By-laws'

- a. Roberts' Rules of Order, Revised, shall govern the Society in matters not covered by the **By-laws** or policies of the Society.

Rational:

- General edit

By-Law XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and Officer of the Manotick Horticultural Society and their 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 Manotick Horticultural Society only from and against:

Every Director and Officer of the Manotick Horticultural 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 Manotick Horticultural Society 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 Manotick Horticultural 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 Manotick Horticultural Society. The Manotick Horticultural Society may provide insurance to cover this liability of the Manotick Horticultural Society.

Manotick Horticultural Society Constitution and By-laws

New wording:

Every Director and Officer of the Manotick Horticultural Society and **their** 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 Manotick Horticultural Society 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 **them** for or in respect of any deed, act, matter or thing whatsoever made, done or committed by **them**, in or about the execution of the duties of **their** office;
- b. All other costs, charges and expenses that **a Member, Director or Officer** sustains or incurs in or about or in relation to the affairs of the Manotick Horticultural 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 Manotick Horticultural Society. The Manotick Horticultural Society may provide insurance to cover this liability of the Manotick Horticultural Society.
- c. **The Manotick Horticultural Society may provide insurance to cover this liability of the Manotick Horticultural Society.**

Rational:

- General edits – gender neutral language.
- Refer to ONCA s. 46(5).

- Amended November 7, 2023 by Board of Directors - **pending**.
- Revised January 8, 2024 by membership vote at Annual Meeting - **pending**.

[Insert President Name]

[Insert Secretary Name]

Revision history of MHS By-laws:

- Amended November 14, 2016 (Article VIII b. (limit on budget deficit)).
- Revised January 9, 2017 by membership vote at the Annual Meeting.
- Amended April 14, 2021 by Board of Directors. (Article V g. electronic vote).

Manotick Horticultural Society Constitution and By-laws

- Revised January 10, 2022 by membership vote at the Annual Meeting.
- Amended November 7, 2023 by Board of Directors. (ONCA compliance)
- Revised January 8, 2024 by membership vote at the Annual Meeting.