

# HOLLAND MARSH GROWERS' ASSOCIATION CONSTITUTION

## ARTICLE I - NAME

The name of the organizations shall be the "HOLLAND MARSH GROWERS' ASSOCIATION", henceforth known as "the Organization".

## ARTICLE II – AUTHORITY

- The organization will be free standing and not for profit
- Upon inception, the organization will be non-affiliated, with the option to affiliate at a later date as needed
- The organization is organized as a corporation without share capital under the authority of both the Agriculture & Horticultural Organizations Act of the Province of Ontario and the Corporate Not-for-Profit Act of Ontario, and all articles of the constitution shall conform to the Agriculture and Horticultural Organizations Act and its regulations.

## ARTICLE III – OBJECTIVES

- Liaison with government agencies regarding pertinent issues
- Promote the area's economic sustainability and viability
- Highlight the geographic prominence and create consumer awareness of the unique area
- Address any and all issues regarding further opportunities

## ARTICLE IV – HEAD OFFICE

The head office of the organization shall be located at 481 West Canal Bank Rd in the town of Bradford-West Gwillimbury (L0G 1C0) in the province of Ontario, and may be relocated as determined by the Board of Directors of the organization; with a mailing address of:

12-16715 Yonge Street, Ste. 296  
Newmarket, Ontario L3X 1X4

## ARTICLE V – AUTHORITY

- Membership shall be open to farmers in the Bradford, Holland Marsh areas, Keswick, Cookstown, Beeton, Alliston marshes

- Membership shall be part and parcel of the users of the Bradford Co-op, with a full and complete listing to worked through as affiliation proceeds
- Member fees are part of the funding derived from the Bradford Co-op and are now exempt for the farming community; opportunities exist for associate memberships at a rate of \$100 per year
- The organization is organized as a not-for-profit corporation without share capital under the authority of both the Agriculture & Horticultural Organizations Act of the Province of Ontario and the Corporate Not-for-Profit Act of Ontario, and all articles of the constitution shall conform to the Agriculture and Horticultural Organizations Act and its regulations
- No person under the age of 18 is eligible to vote at meetings of the organization

### Categories of Membership

- a) Active Members – as indicated above
- b) Associate Members – associate membership is open to those who not meet all the requirements for full membership but nevertheless declare an intention to pursue the stated purposes of the organization. Associate members shall not have voting rights or be eligible to serve as officers of the organization
- c) Business Members – a firm or an incorporated company may become a member by payment of an established 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 organization
- d) Honorary Members – as selected by the board

### Privileges of Membership

A member or associate member shall be entitled to participate in the activities of the organization as shall be defined by the Board of Directors each year, but only full members may vote or hold office in the organization. In addition, only those members during the previous year are entitled to vote at the Annual Meeting.

### ARTICLE VI – DIRECTORS

- The Board shall consist of nine (9) directors
- The first year, the board will be elected into three groups of three, with group A serving for four years, group B serving for three years, and group C serving for two years. As each groups term expires, a new group of three will be elected to take their place, with the terms from that time onwards

being three years. In this way, there will always be a roster of returning and new board members serving at any one time

- Directors shall be eligible for re-election at the end of three years, and may run for an unlimited number of terms
- In addition, there may be two ex-officio directors representing, but without voting rights
- In the event of a vacancy occurring on the Board by the death or resignation of any officer or director or otherwise (failure to attend a minimum of eight meetings during the year), the remaining members of the Board shall have the power to appoint any member of the organization to fill such vacancy provided that, when three or more vacancies occur at the same time, a special general meeting of the organization shall be called and directors elected to fill the vacancies
- The Board of Directors shall have the power to act for and on behalf of the organization in all matters, subject to the Bylaws and regulations of the organization

#### ARTICLE VII – OFFICERS

- The Directors shall elect and/or appoint from among themselves at a meeting to be held immediately following the Annual Meeting – a Chair, a Vice-Chair, and a Treasurer, to be known as the officers of the organization
- The officers of the organization and the remaining Directors shall constitute the Board of Directors
- The immediate past Chair, if not re-elected as an officer of the Board, shall act for one year as an ex-officio member of the Board, but will not have voting privileges
- The term of office for each officer will be one year
- If the Board elects to employ a secretary and/or treasurer who is not a director, that secretary/treasurer will not have voting rights
- It is the Board's responsibility to put adequate controls in place to ensure accountability for all monies handled by any member, director, or officer

#### ARTICLE VIII – MEETINGS

At least two weeks' notice of every Annual General Meetings shall be given to members by mail and/or e-mail and/or print advertising.

#### Annual Meeting

- The Annual Meeting of the organization shall be held on the first (1<sup>st</sup>) Thursday in December of each year at 1 p.m.
- The Board shall present a report of the activities and accomplishments of the organization 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 organization, as certified by accountants
- The Directors shall be elected
- Auditors may be appointed for the upcoming year

### General Meeting

- Only those persons who are members for the current year are eligible to vote at any general meeting
- 30 per cent (%) of members shall constitute a quorum for a general meeting
- A general meeting may decide on all matters brought to it by the Board

### Special General Meetings

- On the petition of 10 members of the organization, the Chair – with the Vice-Chair and Secretary, shall call a special general meeting for the transaction of business mentioned in the petition and the meeting shall be advertised in the manner prescribed in Article VIII
- A special general meeting will be called to deal with the selling, mortgaging, leasing, or otherwise disposing of property owned by the organization
- Only those persons who are members for the current year and who were members for the two previous years are entitled to vote at this meeting

### Voting

- Voting shall be by a majority show of hands. Voting for elections shall be by secret ballot
- Proxies, in writing, are permitted at any general or annual meeting of the organization

## ARTICLE IX – BOARD OF DIRECTORS’ MEETING

- An established meeting schedule, flexible as required, will be distributed to board members in the first full board meeting following its Annual General Meeting
- Six members of the Board shall constitute a quorum
- Voting at a Director's meeting shall be by a majority show of hands. Voting for elections can be held, at the discretion of the board, by secret ballot
- No proxies shall be accepted at a Director's meeting
- In the event of a tie, the chair shall cast the tie-breaking vote

### Powers and Duties

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

- Ensure the overall activities of the organization harmonize with the objectives of the organization
- Take the initiative in preparing the general policies and actions for consideration and possible adoption by the membership
- Put into effect all policies and actions approved by the membership
- Have power to enter into contracts in the name of the organization in accordance with policies and practices approved by the membership
- Authorize expenditures and obtain funds necessary for the operation of the organization
- Be responsible for the management of the affairs of the organization between general meetings

### Committees and Sub-Committees

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 of Directors. Terms of reference for all committees shall include the following:

- The status of the committee (standing or ad hoc)
- The type of committee (discussion, working, task force, etc.)
- The overall purpose
- Any specific directives defining goals or tasks
- The relationship to any other overlapping activities of the organization

- 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
- Any assignment of staff or associate members
- Any special mode of operation
- An upper limit of expenses the committee can occur
- The preferred time and method for reporting

#### ARTICLE X – CONFLICT OF INTEREST

- Where a Director of the organization has a financial interest, direct or indirect, in any matter in which the organization is concerned, s/he will disclose their interest and shall not take part in the consideration or discussion of, or vote on any question with respect to this matter
- No member of the Board of Directors shall receive any direct remuneration from the organization for services rendered as a member of the Board of Directors of the organization, provided that any Director may be reimbursed for reasonable expenses actually incurred in connection with the business of the organization

#### ARTICLE XI – INDEMNIFICATION

The organization agrees to indemnify and save harmless the Directors for all actions undertaken by them in good faith on behalf of the organization, claims, suits, or proceedings brought against them, provided that no Directors shall be indemnified by the organization in respect to any liability, costs, charges, or expenses the s/he sustains or incurs as a result of their own fraud, dishonesty, willful neglect, or willful default.

#### ARTICLE XII – FINANCES

- All monies belonging to the organization shall be deposited in a bank account in the name of the organization at a branch of a charter bank or trust company in Canada by any officers so designated by the board
- No cheque or any other order for the payment of monies shall be valid unless signed by in accordance with a resolution made by the Board. Cheques to disburse the funds of the organization shall bear the signature of two or the four appointed Directors and at least two of the following: the Chair, the Treasurer, and/or the Vice-Chair
- The fiscal year of the organization shall be from November 1 to October 31

- The financial records of the organization will be, at an appointed time, audited by a qualified accountant, or by at least two members of the organization appointed at the Annual General Meeting
- The financial accounts and other books of the organization shall be made available for inspection by members upon reasonable request
- No officer, director, or member of the organization (except the secretary and/or treasurer if hired from outside the organization) shall receive any remuneration for carrying out their duties as officer, director, or member, but travelling and living expenses may be allowed for any officer, director, or member while engaged in duties on behalf of the organization, and the Board may fix such remuneration for travelling and living expenses which shall be payable out of the funds of the organization

### ARTICLE XIII – ADMINISTRATION

- Deeds, transfers, contracts, and other documents may be signed on behalf of the organization by two persons – one being the Chair, and the other as appointed
- The Board of Directors shall, from time to time, ensure that the books and records prescribed under are kept by the organization and such books, together with all other records shall be open to inspection with reasonable notice
- Officers of the organization are responsible for the safe custody of:
  - a) Deeds, title papers, and other documents relating to the organization's property
  - b) At least one copy of minutes of proceedings, resolutions, and constitution, or bylaws of the organization
  - c) Books and records of the organization
- All records of the organization will be kept at the head office in Bradford

### ARTICLE XIV – DUTIES OF OFFICERS

The Chair of the organization shall:

- Be a member in good standing and a Director for at least a year
- Chair all meetings
- Be responsible for management and supervision of the affairs and operations of the organization
- Have signing authority
- Represent and promote the organization
- Have no vote unless to break a tie

- Be an ex-officio member of all committees

The Vice-Chair of the organization shall:

- Be a member in good standing and a Director for at least one year
- Have signing authority
- Carry out duties as prescribed by the Board of Directors
- Assist and act as Chair in the absence of the Chair
- Become Chair if a vacancy occurs unless otherwise voted in difference by the Board

The Secretary of the organization shall:

- Be appointed by the Board of Directors
- Attend all meetings of the organization and keep true minutes thereof
- Keep a record of:
  - 1) All business transactions of the organization
  - 2) All resolutions passed by the organization
  - 3) All amendments to the bylaws of the organization
  - 4) A list of the names and addresses of all members
  - 5) All reports of committees that may from time to time be appointed by the organization
  - 6) All annual statements and financial and auditor's reports

The Treasurer of the organization shall:

- Follow the policies as determined by the Board of Directors
- Receive all monies paid to the organization and deposit them to the credit of the organization in a chartered bank or trust company as directed by the organization
- Have signing authority
- Keep the securities of the organization in safe custody
- Keep or cause to be kept full and accurate proper books of accounts and make or cause to be made entries of all receipts and expenditures of the organization
- Work with appointed auditors to ensure a financial review is conducted
- Prepare reports showing the financial position of the organization

#### ARTICLE XV – RULES OF ORDER

Roberts Rules of Order shall govern the organization on all matters not covered by the Bylaws.

#### ARTICLE XVI – CHANGE IN CONSTITUTION AND BYLAWS



This Constitution of the organization may be made, adopted, amended, or repealed by a two-thirds majority vote of those members in attendance at an Annual General Meeting or at a special meeting of which notice has been given in the manner provided in Article VII.

#### ARTICLE XVII – DISSOLUTION

In the event of the dissolution of the organization, after payment of all debts and liabilities, the remaining assets shall be distributed as determined by the Board of Directors.

#### ARTICLE XVIII – ADOPTION

This Constitution was adopted at a special meeting of the Holland Marsh Growers' Association on April 10, 2008 and was subsequently amended on December 1, 2011 at its Annual General Meeting.