

CONSTITUTION

Canadian Nursery Landscape Association

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***Canadian Nursery
Landscape Association***

***Association Canadienne des
Pépiniéristes et des Paysagistes***

Canadian Nursery Landscape Association Constitution

Article 1 The name

The name of the corporation shall be Canadian Nursery Landscape Association; provided that it may be registered and carry on business in those provinces represented in the association as "Landscape Canada".

Article 2 The seal

The seal of the corporation shall be in the form presently adopted by the association; shall have the words "Canadian Nursery Landscape Association" endorsed thereon; and shall be kept at the head office of the association.

Article 3 Interpretation

Section 1

Except where otherwise specified, wherever the words "the corporation" or "Landscape Canada" occur in this constitution and bylaws, they shall be understood to mean the "Canadian Nursery Landscape Association".

Section 2

Wherever the words "the board" appears in this constitution and bylaws, they shall be understood to mean "the board of directors" of the Canadian Nursery Landscape Association.

Section 3

A decision by the board as to the interpretation of this constitution, or whether in a particular instance the provisions of this constitution have been complied with, shall be final and binding unless such decisions rescinded or amended at a subsequent board of directors meeting or by regional or provincial horticultural trades associations representing two-thirds of the votes applicable at a board of directors meeting.

Article 4 Scope and purpose

Section 1

The purpose of the corporation is to act as a federation of regional and provincial horticultural trades associations and thereby represent all nurserymen, landscape contractors, landscape maintenance contractors, garden centre operators, nursery sod growers and any other related ornamental horticultural groups recognized by the corporation.

Section 2

To maintain liaison with the federal and provincial governments and other agencies on matters of interest to the ornamental horticultural industries and in particular in the areas of research, tariffs, quarantines legislation, public relations, communications, and any and all matters which may arise from time to time.

Section 3

To maintain close contact with all member regional and provincial horticultural trades associations and the national horticultural commodity groups, Especially with respect of a federal nature.

Section 4

To establish and provide for the corporation a professional staff and office to manage the affairs of the corporation in accordance with the policies and programs enacted by the board and to provide the member regional and provincial horticultural trades association and the national horticultural commodity groups with collective services of technical nature.

Section 5

To provide solidarity and cohesion to the ornamental horticultural Industry within Canada and assume a posture of Clarity and strength as a national body.

Section 6

To disseminate pertinent information to the member, regional or provincial horticultural trades association and the national horticultural commodity groups by way of newsletters, by e-mail or by inclusion within a member association's mailings.

Section 7

To study horticultural and produce standards and specifications for all related areas within horticulture in Canada.

Section 8

To promote within the member regional or provincial horticultural trades associations, an improved overall professional status for the horticultural industry in Canada.

Section 9

To maintain contact and membership with other horticultural trade associations in other countries.

Article 5 Structure

Section 1

The regional or provincial horticultural trades associations along with the commodity groups shall comprise the membership in the association and shall be the governing bodies of the corporation.

Section 2

The corporation shall be administered by a board of directors consisting of a representative from each of the regional or provincial horticultural trade associations and the national horticultural commodity groups as provided within the bylaws.

Section 3

The board shall elect an executive body from within the board as provided by the bylaws.

Section 4

The board shall appoint committees and chairmen as provided by the bylaws.

Section 5

The board shall meet on a regular basis as provided by the bylaws.

Articles 6 Membership

Section 1

Membership of the corporation shall consist of:

1. Regional or provincial horticultural trades associations
2. National horticultural commodity groups
3. Honorary members

Section 2

Regional or provincial horticultural trades association members:

Trade associations regionally constituted whose members are actively engaged in horticulture.

Section 3

National horticultural commodity group members:

Commodity groups, e.g. - garden centre group, growers group, landscape contractors group, sod growers group, tree arborist group, wholesale distributor group, landscape maintenance contractors group, landscape design contractors group, or similar groups which represent a specialized interest of the membership of the regional or provincial horticultural trades associations.

Section 4

Honorary members:

Distinguished persons who have made an outstanding contribution to the field of horticulture or to the nursery industry and whom the corporation wishes to honor. They shall be elected for such term as the board of directors may see fit.

Section 5

Membership shall continue as long as a member is in good standing.

Section 6

Admission for all types of membership shall be decided by a majority vote at any board of directors meeting.

Article 7

Rights and privileges of membership

Section 1

Regional or provincial horticultural trades association members:

- A. May send a director and one or more observers to all board of directors meetings according to their membership as set out in the bylaws.
- B. Its representative on the board may vote at all board of directors meetings according to their active and associate membership as set out in the bylaws.

C. May receive all correspondence and publications of the corporation.

Section 2

National horticultural commodity group members:

- a. May send a director to all board of director meetings as set out in the bylaws.
- b. Its representative on the board may vote at all board of directors meetings as set out in the bylaws.
- c. May receive all correspondence and publications of the corporation.

Section 3

Honorary members:

- A. May receive all correspondence and publications of the corporation.

Article 8

Head office

Section 1

The head office of the corporation shall be located in the city of Mississauga, regional municipality of Peel, Ontario, or such other place or province as the board may decide from time to time.

Section 2

Whenever possible the head office shall be located in conjunction with a member regional or provincial Horticultural trades association within Canada.

Article 9

Procedure

In all matters of procedure, the corporation must follow the procedure set forth by the bylaws.

Article 10

Bylaws

Bylaws for the government of the corporation not Inconsistent with this constitution shall be enacted and may be amended from time to time as hereinafter provided in accordance with section 155(2) of the Canada corporations act.

Article 11
Auditors

The board of directors shall appoint an auditor, being a chartered accountant in public practice, to audit the books and accounts of the association at least once in each year or more often should the board direct to do so.

Article 12
Fiscal year

The fiscal year of the association shall be the calendar year.

Article 13
Directors and officers

Section 1

Each regional or provincial horticultural trade association or national horticultural commodity group which are members of the association shall designate one of its members to serve as a director of the association to serve as such for one year and such representatives shall constitute the board of directors.

Section 2

The board shall elect from among its members a first vice president, second vice president, and secretary-treasurer, all of whom shall serve the association for one year. The first vice president so elected will automatically be the president of the association for the ensuing year.

Section 3

Following the election of the first vice president the regional or provincial horticultural trade association or national horticultural commodity group represented on the board by such person shall appoint another representative to the board to serve as a director within the intention that the board of directors shall be comprised of a representative from each of the said associations or groups plus the president, the first vice president and the immediate past president.

Section 4

A director who is elected by the board to serve as president shall not serve as such for more than two (2) consecutive years.

Section 5

The executive of the association shall be comprised of the officers and the person appointed as executive director.

Section 6

The board may engage an executive director and such other staff as may be deemed desirable for the proper functioning of the association.

Section 7

An officer or director may be removed from the board before the expiration of his term in accordance with the provisions prescribed in the bylaws.

Section 8

No officer or director may receive any remuneration for serving as such but may be reimbursed reasonable transportation or out-of-pocket expenses.

Article 14

Execution of documents

Section 1

Negotiable instruments:

All negotiable instruments shall be signed by any two of the following: the president, secretary treasurer, the executive director and a director specifically named by the board by resolution.

Section 2 - documents:

Contracts, documents or any instruments in writing requiring the signature of the corporation may be signed by the president together with the secretary-Treasurer or the officer appointed by the board of directors for the purpose, and all contracts, documents and instruments in writing so signed and shall be binding upon the corporation without any further authorization or formality. The board of directors shall be power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the board of directors. The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or

other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

Article 15

Protection of directors

Every director, officer or authorized representative of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless by the corporation from and against - all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability unless occasioned by his own willful neglect or default.

Article 16

Dissolution

Upon dissolution of the association and after payment of all indebtedness of the association, the funds, dues, assessments, investments, and assets of the association shall not be distributed to the members thereof at the time of dissolution but shall by resolution of the board be paid to one or more charitable organizations having like objects and purpose.

Article 17

Amendments to the constitution

Changes to the constitution can be made, repeated or amended by a two-thirds vote at any board of directors meeting. Changes to the constitution must be ratified by boards of directors of the regional or provincial horticultural trades association who are members of the association representing two-thirds of the votes applicable at the board of directors meeting at which the change to the constitution were made. When board of directors of the said provincial or regional horticultural trades associations representing two-thirds of the votes applicable at a board of directors meeting ratify the change, the changes will then be binding on all members.



**Canadian Nursery
Landscape Association**
*Association Canadienne des
Pépinieristes et des Paysagistes*

Bylaws

Approved [January 30, 2014_St. John's, NL]

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ARTICLE 1 DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "**director**" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**corporation**" means The Canadian Nursery Landscape Association;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**member**" means the members of the Canadian Nursery Landscape Association, being a legally registered Canadian provincial or regional horticulture trades association;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

ARTICLE 2 THE NAME

The name of the Corporation shall be the Canadian Nursery Landscape Association.

Where the name of the Corporation appears in French it shall be known and written as: Association Canadienne des Pépiniéristes et des Paysagistes.

ARTICLE 3 SEAL

The corporation does not have a seal.

ARTICLE 4 HEAD OFFICE

The registered office of the Corporation shall be in Canada.

ARTICLE 5 MEMBERSHIP

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Membership Transferability

A membership may only be transferred to the Corporation.

Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

TERMINATION OF MEMBERSHIP

The Board, upon approval by two-thirds of the Members so entitled to vote, may suspend or terminate a Member of the Association on the following grounds:

- a) A breach of or non-compliance with the Bylaws, agreements, or policies adopted by the Association, or
- b) Any act or conduct committed which is contrary to the interests of the Association, or
- c) Failure to submit annual membership dues on behalf of the Member organization's provincial Members or other indebtedness to the Association.

The Board shall not vote for the suspension or termination of any Member until due notice and an opportunity for an examination of the circumstances is provided to the Member.

Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change Membership Transferability, Notice of Members' Meeting, and Absentee Voting at Members' Meetings.

ARTICLE 6 ANNUAL GENERAL MEETING

Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented

Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if a majority of the members entitled to vote at such meeting so agree, outside Canada.

President of Members' Meetings

In the event that the president of the board and the vice-president of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to president the meeting.

Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the president of the meeting in addition to an original vote shall have a second or casting vote.

Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ARTICLE 7 THE BOARD

The Board shall be comprised of:

One (1) Director from each Member who shall have the title of Representative, and

One (1) representative from each of the National Commodity Groups who shall have the title Commodity Group Representative, and

One (1) representative from each of the Standing Committees who shall have the title Standing Committee Representative.

Each Director shall be entitled to one (1) vote.

Directors shall be a "member" in good standing of their respective provincial Association

Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

ARTICLE 8 BOARD OF DIRECTORS MEETINGS

Calling of Meetings of Board of Directors

Meetings of the board may be called by the president of the board, the vice-president of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than [30] days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the president of the meeting in addition to an original vote shall have a second or casting vote.

ARTICLE 9 Officers

Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A

director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. President – The president of the board, if one is to be appointed, shall be a director. The president of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The president shall have such other duties and powers as the board may specify.
- b. 1st Vice-President of the Board – The vice-president of the board, if one is to be appointed, shall be a director. If the president of the board is absent or is unable or refuses to act, the vice-president of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-president shall have such other duties and powers as the board may specify.
- c. 2nd Vice-President of the Board – The 2nd vice-president of the board, if one is to be appointed, shall be a director. If the vice-president of the board is absent or is unable or refuses to act, the 2nd vice-president of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The 2nd vice-president shall have such other duties and powers as the board may specify.
- d. Past-President – of the board, if one is to be appointed, shall be a director. When present, preside at all meetings of the board of directors and of the members. The Past-President shall have such other duties and powers as the board may specify.
- e. Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.
- f. Executive Director – shall be a director, of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

ARTICLE 10 EXECUTION OF DOCUMENTS

Negotiable instruments and contracts shall be signed by any two (2) of the following: Officer of the Corporation or a Board member named by Resolution of the Board.

ARTICLE 11 BORROWING POWERS

The directors of the Corporation may, without authorization of the members,

- borrow money on the credit of the corporation;
- issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- give a guarantee on behalf and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

ARTICLE 12 ANNUAL FINANCIAL STATEMENTS

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid

mail.

ARTICLE 13 BY-LAWS AND EFFECTIVE DATE

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

ARTICLE 14 DUES AND ASSESSMENTS

The Board will set membership fees on an annual basis.

Upon approval by the Board, new membership fees shall be presented to the Members for ratification and as such shall be approved by a two-thirds majority vote of said Members so entitled to vote.

Member fees will be paid based on each Member organizations total Active and Associate members on record at December 31 of each year.

The said fees shall be remitted by each Member in twelve (12) monthly installments, beginning on the 1st of each month.