

**CONSTITUTION OF THE MANITOBA NURSERY AND LANDSCAPE ASSOCIATION
KNOWN AS LANDSCAPE MANITOBA**

Affiliated with the Canadian Nursery Landscape Association

Article 1 – General

Section 1 – Name

The formal name of the Association shall be the Manitoba Nursery and Landscape Association and the descriptive name shall be Landscape Manitoba.

Section 2 – Objectives

The objectives of the Association shall be to promote the general welfare of its members by:

- a. The cultivation of acquaintanceship.
- b. Fostering & promoting a greater use of horticultural products.
- c. The provision of skilled services to the public by members of the Association.
- d. The improvement and standardization of landscaping and nursery products.
- e. The advancement of lawful and fair-trade practices, customs and usages for the benefit of the public and the industry.
- f. Co-operation with all allied interests.
- g. Promoting the arbitration of disputes.
- h. The study of business methods and standards for recommendation to and use by members.
- i. The compilation and dissemination of scientific information to members.
- j. Gathering, analyzing and disseminating information of general interest and by securing and presenting the views of the members to the public, the governmental agencies and to other organizations.
- k. Co-operating with governmental agencies, in molding policies on legislative and administrative matters in the interest of the public and the industry.
- l. Promoting the propagation, exchange and sale of nursery stock and other landscaping products.
- m. The exhibition of plants, fruits, flowers or other articles produced by or used in the industry.
- n. Engaging in any lawful activities, which will enhance the efficient and economic progress of the industry and apprising the public of its scope and character.

SECTION 3 – OPERATIONS

The operations of the Association are to be chiefly carried on in the Province of Manitoba.

ARTICLE 2 – INTERPRETATION

SECTION 1

Interpretation in this Constitution, unless the context indicates otherwise, shall be:

- a. “Association” – shall mean the Manitoba Nursery and Landscape Association/Landscape Manitoba.
- b. “Board” – shall mean the properly elected Board of Directors.
- c. “Member” – shall mean a member of the association as defined in Article 3.
- d. “Member in Good Standing” – shall mean one who has paid the prescribed fees and assessments of the Association for the current year.
- e. “Extraordinary Resolution” – shall mean a resolution passed by a two-thirds majority of such members entitled to vote, as are present in person, or by proxy, at a General Meeting, of which notice specifying the intention to propose the resolutions as “Extraordinary Resolution” has been duly given.

ARTICLE 3 – MEMBERSHIP

SECTION 1 – MEMBERSHIP CLASSIFICATIONS

Membership in the Association shall consist of:

- a. Active and Interim Active Members
- b. Associate Members
- c. Affiliate / Associate Members – out-of-province
- d. Horticultural Members
- e. Honorary Life Members
- f. Student Members
- g. Sponsored Members

SECTION 2 – DEFINITION OF MEMBERSHIP CLASSIFICATIONS

- a. Active and Interim Active Member (Voting Member)
Any individual, partnership or corporation may become a regular Active Member if they are primarily engaged as growers, landscapers, nursery growers, garden center operators, sod growers, landscape designers or landscape and maintenance contractors or suppliers, and who have a reputation for trustworthy dealings which must be maintained as a condition of membership. An interim active member has been in business for 3 years or less.
- b. Associate Member (Voting Member)
Any individual, partnership, or corporation engaged in allied trades, such as horticultural, printers, publishers of trade papers, seed suppliers, manufacturers of agricultural implements, automotive equipment, etc., may become Associate Members.
- c. Associate Member – Out-of-Province (Non-Voting) Any individual, partnership, or corporation engaged in allied trades, such as horticultural, printers, publishers of trade papers, seed suppliers, manufacturers of agricultural implements, automotive equipment, etc., may become an Associate Out-of-Province member and must also be a member of the provincial association affiliated with the Canadian Nursery Landscape Association (CNLA).”
- d. Affiliate / Horticultural Member (non-Commercial, Voting)
Any person engaged in the industry in the employ of botanical gardens, parks or cemetery boards, city or municipal arborists, golf courses as superintendents or greens keepers, horticultural personnel of agricultural schools, graduates of such schools, government employees engaged in horticultural branches, horticulturists employed in private industry, are eligible for membership. This category is normally confined to residents of the Province of Manitoba. It does not apply to anyone engaged in the propagation, growing or selling of nursery stock or other horticultural products for profit.
- e. Individual Member (non commercial, Voting) Available to teachers, media, government, parks and recreation employees, golf course employees and others allied to the horticulture and landscape industry.
- f. Honorary Life Member (Voting Member)
Any person, who has rendered unusual or distinguished service to the nursery and landscape industry or in the general field of horticulture, may be elected for life, as a voting Honorary Life Member, by vote of the Board.
- g. Student Member (Non Voting)
Any person enrolled in a recognized horticultural program may become a student member providing a proof of student status in a recognized horticultural program i.e.: the Manitoba Apprenticeship program, Greenspace Management program etc. is submitted with the membership application form. Students may continue at the student level of membership for

one year after graduation. After which the student will be entitled to apply for regular membership.

h. **Sponsored Member (Non-Voting)**

Applies to members whose initial membership fees are paid by a third-party vendor in order to secure member discounts on items provided by the third party

SECTION 3 – REQUIREMENT RE: VOTING MEMBERS

There must always be more voting members than non-voting members in the Association.

SECTION 4 – APPLICATION FOR MEMBERSHIP

Application for membership must be made on approved Association forms. All candidates for membership will be vetted and approved by a quorum of the Board of Directors at that time within 30 days of the date of application. Once a decision has been reached, the Executive Director will approve or reject the proposed applicant.

SECTION 5 – TERMINATION OF MEMBERSHIP

Any member may be suspended, or membership terminated for cause. Sufficient cause for such suspension or termination shall be:

- a. Non-payment of dues within 30 days of member renewal date and such assessments as approved under “Dues and Assessments”.
- b. Violation of any of the provisions of the Constitution or any agreement, rule or practice properly adopted by the Association, or any conduct prejudicial to the interests of the Association. Such suspension or termination shall be by vote of a majority of the Board, after due notice and opportunity for hearing.
- c. Suspended members may be reinstated, upon vote of a majority of members on the Board.
- d. The membership of any individual, partnership, or corporation shall be automatically terminated when the ownership or control of such membership changes hands, unless, upon notice of such change of ownership or control, the Board approves the continuation of such membership upon the same or a revised basis.
- e. Resigned or delinquent members may regain membership through the regular procedure of applying for membership and upon the approval and discretion of the board.

Section 6 – USE OF INSIGNIA

On termination of membership, the past member must remove all Association insignia from letterheads, invoices, envelopes, trucks, etc., and return all decals, and signs supplied by the Association, without refund.

ARTICLE 4 – RIGHTS AND PRIVILEGES OF MEMBERS

SECTION 1: the partnership or corporation eligible for membership on the Board. Voting by proxy shall be permitted when an Active Member delegates his vote in writing to another principal shareholder or designated representative in a partnership or corporation or to another Active Member.

- a. Be appointed to Committees.
- b. Receive all publications the Association may issue.

SECTION 2: A Horticultural Member may:

- a. Attend and take part in discussions at general meetings.
- b. Be appointed to Committees.
- c. May receive all publications of the Association.
- d. May be a member of the Board but not hold office as President or Vice-President.

SECTION 3: An Honorary Life Member may:

- a. Attend and take part in discussions at general meetings.
- b. Be appointed to Committees and vote on any matters.
- c. Receive all publications as the Association may issue.

SECTION 4: Student Member may:

- a. Attend and take part in discussions at general meetings.
- b. Receive all publications the Association may issue.

ARTICLE 5 – BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

The Board of Directors shall consist of:

1. Seven individuals representing members that qualify as Active, Associate, Affiliate/Horticulture or individual members. The President, Treasurer, and Secretary will be elected by the seven members.
2. The retiring President shall be Past President and is appointed to a voting Director position until such time as the current President vacates the position to assume the Past-President position.
3. Canadian Nursery Landscape Association (C.N.L.A.) representative

ARTICLE 6 – ELECTION AND APPOINTMENT OF BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

1. Seven members, all of which must be representatives of companies or organizations with voting rights in good standing. Four of these seven Active Members shall be elected for a two-year term by the general membership at the annual meeting held each year. (The three other member's terms will expire in the interim year.)
 - 1.1 If possible a company should only have representation on the board by one member.
2. The President shall be elected by the Board at a meeting of the Board called immediately following the annual general meeting. The term of office of the President shall be for two years.
3. The immediate Past-President is appointed to a Director position automatically upon completion of his/her term of office as President until such time as the current President vacates the position to assume the Past-President position.
4. C. N. L. A. Representative – An Active Member in good standing, shall be appointed by the Board for a Five-year term
5. Committee Chair Appointments– Any member, who has been appointed as a Committee Chair by the Board when Committees are set up throughout the year, for a term of two years.
6. In the matter of eligibility to vote in any election, a roll call of eligible voters will be taken to establish the identities of those eligible to vote and the number of voting members.

ARTICLE 7 – DUTIES OF THE BOARD OF DIRECTORS

The following are general duties and are subject to the BOD policies which are more specific and updated annually.

The Board and Officers of the Board shall conduct the business of the Association and may appoint any member in good standing to fill any vacancy (if eligible to be on the Board) which occurs between annual meetings.

The Board may make or authorize petitions or representations to the Government of Canada, The Government or Legislature of the Province, or to any other governmental or municipal body, as it may determine or as may be required by vote of the majority of members present at a general meeting.

The Board may authorize or confirm all expenditures made in the conduct of the business of the Association.

The Board shall appoint an Executive Director who shall hold office at the will of the Board.

Each member of the Board shall have one vote upon any question, and the vote of the majority shall prevail.

The Board shall adopt such rules and regulations as it, as a body, shall deem necessary, and shall cause proper records to be kept of all proceedings.

The Board may appoint such special sub-committees from their own number or from the general membership, with such powers as the Board sees fit.

The lawful acts done at any meeting of the Board or any committee or person acting as a member of the Board, shall be valid, even if it is discovered after such act has been performed, it was invalid in some way.

ARTICLE 8 – DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS OF THE BOARD

1. President

The President, or in his absence, the Secretary shall:

- a. Preside as chair of all meetings of the Board and of the Association. In the absence of both the President and the Secretary, a member of the Board shall preside as Chair.
- b. The Chair shall regulate the order of business of all meetings of the Board and the Association.
- c. Receive and put lawful motions to such meetings.
- d. Communicate anything the Chair may think concerns the Association. In the event of an appeal being made against the decision of the Chair of any meeting, the vote of the majority shall prevail. The Chair of any board meeting shall have the right to vote in the event of a tie. The Chair shall not have the right to vote to break a tie at an Annual General Meeting.
- e. The President shall be an ex-officio member of all committees.
- f. The President may sign all cheques or other negotiable instruments and all papers and documents requiring signature on behalf of the Association along with another member of the board.

2. Secretary

The Secretary shall take the place of the President in his absence and act as an alternate for signing authority.

3. Treasurer

The Treasurer shall complete duties as outlined in the association by-laws and board policy manual.

4. Immediate Past-President
The immediate Past-President shall perform the duties of the Secretary in the absence of both the President and the Secretary.
5. C.N.L.A. Representative
Attend the C.N.L.A. meetings, on behalf of the Board of Directors to represent the best interests of Landscape Manitoba (MBNLA) and provide to Landscape Manitoba a written report on matters of provincial concern, which transpired at the national level.
6. Academic Appointments
Be available for consultation, and advice, at the discretion of the Board.
7. Committee Chairs
Deal with dispatch, the subject matter they were appointed to investigate on behalf of the Board.
8. Executive Director
The Executive Director shall:
 - a. Maintain a register of members of the Association.
 - b. Keep minutes of all meetings of the Board and the Association.
 - c. Conduct the correspondence of the Association, and retain copies of all official letters.
 - d. Preserve all official documents.
 - e. Sign with the President all documents requiring a signature or execution on behalf of the Association, unless someone else is designated by the Board in the President's place.
 - f. File any annual reports or other documents which may be required.
 - g. Draw up agendas for all meetings.
 - h. Be responsible for the collection of fees, payment of accounts and other financial matters pertaining to the Association.
 - i. Prepare financial statements for the general meetings.
 - j. Prepare cheques to be signed or other negotiable instruments drawn on the funds of the Association. Two Signatures on cheques: The President, Past President, Vice President or another director of the board.
 - k. At the expiration of appointment deliver to the Association all books, papers and other property of the Association.

The Executive Director shall receive for services all necessary expenses and such compensation per annum as the Board may arrange. There shall be an annual review of the compensation at the first meeting after the annual general meeting.

THE EXPIRATION DATE OF THE COMPLETION OF ANY TERM OF OFFICE SHALL BE THE DATE ON WHICH THE ANNUAL GENERAL MEETING IS HELD.

ARTICLE 9 – MEETINGS

SECTION 1: REGULAR BOARD MEETINGS

The Board shall meet at the call of the President at such times as may be necessary for the transaction of the business of the Association, or upon the requisition in writing of four members of the Board. The Executive Director will notify each member in writing at least seven days prior to the meeting.

Order of Business at Regular Board Meetings

- a. Agenda review
- b. Approval of previous meeting minutes
- c. Business arising out of minutes

- d. Unfinished business
- e. New business
- f. Date of next meeting
- g. Adjournment

A quorum shall be five (5 of 8) of the board members.

SECTION 2: SPECIAL GENERAL MEETINGS

Special general meetings may be called by the President or by the request of 20% of the Active members (excluding honorary life members) in good standing at the time of the meeting. The purpose of such special meetings shall be stated in the notification to the membership, in writing, ten days prior to the meeting.

A quorum for the special general meeting shall be 20% of the voting members (excluding Honorary Life Members) in good standing at the time of the meeting.

SECTION 3: ANNUAL GENERAL MEETING

- 3.1 The Annual Meeting shall be held annually at such time and on such day as shall be determined by the Board but within 90 days from the fiscal year end for the association (between October 1 and December 31 annually).

Order of Business at Annual General Meeting

- a. Minutes of previous annual general meeting
- b. Business arising out of minutes
- c. President's report
- d. Auditor's report
- e. Committee reports
- f. Resolutions, if any
- g. Elections of directors
- h. New business
- i. Adjournment

SECTION 4: QUORUM

A quorum for the annual general meeting shall be 20% of the voting members (excluding Honorary Life Members) in good standing at the time of the meeting.

SECTION 5: RULES OF ORDER

Parliamentary procedure shall be followed at all meetings, in accordance with the "Rules of Order" of Roberts.

ARTICLE 10 – COMMITTEES

The Committees of this Association consist of those appointed by the President and approved by the Board, to carry out the work of the Association. Standing committees should include Membership, Legislation, Program and Entertainment, Public Relations, and Education. Other committees shall be formed at the discretion of the Board.

The Nominations Committee, established by the above process, several months prior to the annual general meeting, shall be composed of two Active members and the immediate Past-President. The immediate Past-President shall be the Chair.

All committees shall report to the Board all matters pertaining to their committees for approval or discussion.

ARTICLE 11 – DUES AND ASSESSMENTS

The dues and assessments for the following calendar year shall be reviewed six months prior to the date set for the annual general meeting – in sufficient time to apprise the Canadian Nursery Landscape Association of its intention, in relation to their intention regarding regional dues structure for the following calendar year.

The dues shall be established on a basis reflecting the best interest of the Association in respect of its operation for the following year. At the board's discretion, membership dues will be reviewed annually and may be adjusted to reflect the annual cost of living index.

The dues and assessments structure drawn up by the Board shall form part of the Constitution, as an annual addendum thereto.

Other assessments may be levied against all members, providing they are recommended by the Board, and approved by a majority of the voting members present at a general meeting of the Association. The notice calling such a general meeting shall state the nature and the amount of the proposed assessment.

ARTICLE 12 – SPECIFICATIONS AND STANDARDS

Specifications and standards approved by the Association shall be those recognized by the Canadian Nursery Landscape Association.

ARTICLE 13 – USE OF SEAL

The Seal of the Association shall be kept on the premises of the appointed Executive Administrator and shall be affixed to any document, only upon the direction of the Board.

ARTICLE 14 – AMENDMENTS

These articles may be amended by extraordinary resolution at any general or special meeting, provided notice of such proposed change shall be mailed by the Executive Director to each member in good standing, not less than ten days prior to such meeting.

ARTICLE 15 – AUDITOR

An auditor shall be appointed by the Board, who shall audit the books and accounts of the Association at the direction of the Board but must take place within 5 years of the most recent audit.

ARTICLE 16 – FISCAL YEAR

The fiscal year of the Association shall be from October 1st of one year to September 30th of the following year.

Constitutional Changes:

- Revised and accepted rate: November 1992
- Revised and accepted rate: September 1993
- Revised and accepted rate: September 1994 (by ballot)
- Revised and accepted: Associate out of province rate: 2000
- Revised and accepted: Interim Category–deleted 2001
- Revised and accepted: Student category added: 2002
- Revised and accepted rate: November 2004
- Revised and accepted: Article 11 - At the board’s discretion, membership dues will be reviewed annually and may be adjusted to reflect the annual cost of living index.
- Revised and accepted: Article 9 Section 3 - Amended at the Annual Meeting, February 19, 2008.
Current: The annual general meeting of the Association shall be held in November, at such place as may be recommended by the Board. Changed to: The annual general meeting of the Association shall be held no longer than 18 months apart, at such time and place as may be recommended by the board.
- Revised and accepted: Article 7 (j) and 8 (f) –Amended at the Annual Meeting, February 9, 2010
Duties of the Board: Current: 7(j): Sign with the President, or Past President, or Vice President all cheques or other negotiable instruments drawn on the funds of the Association. Two Signatures on Cheques: The Executive Administrator’s signature must be on all cheques and one of the following: the President, the Past President or Vice President. Changed To: 7(j): Prepare cheques to be signed or other negotiable instruments drawn on the funds of the Association. Two Signatures on cheques: The President, Past President, Vice President or another director of the board. Current: 8(f) “The President may sign all cheques or other negotiable instruments and all papers and documents requiring signature on behalf of the association along with the Executive Administrator” Changed To (f). “The President may sign all cheques or other negotiable instruments and all papers and documents requiring signature on behalf of the association along with another director of the board.”
- Revised and accepted: Amended at the Annual Meeting, February 8, 2011
 1. Annual Membership Dues: as per CNLA increase. 2011
 2. Article 5 (e) Termination of Membership and reinstatement of memberships.
Current: Resigned or delinquent members may regain membership only through the regular procedure of applying for membership and remitting unpaid assessments.
Changed to : (e) Resigned or delinquent members may regain membership through the regular procedure of applying for membership and upon the approval and discretion of the board.

MEMBERSHIP FEE ADDENDUM - 2012

Active:	
Sales up to \$250,000	\$332.00
Sales between \$250,000-\$500,000	\$510.00
Sales over \$500,000	\$730.00
Associate	\$332.00
Associate out-of-province	\$171.00
Horticultural	\$ 76.00
Student	\$ 27.00

- Revised and accepted: Amended at the Annual Meeting, November 28, 2019

(Founded November 1958)