

FRASER NORTH FARMERS MARKET SOCIETY CONSTITUTION

The name of the Society is the Fraser North Farmer's Market Society.

The purpose of the Society is:

The Fraser North Farmer's Market has been created to encourage a healthy community. In doing so, we strive to offer a safe, relaxing and enjoyable place for people to come together. The Market will serve to stimulate and support local economic initiatives, to provide an opportunity for community groups and individuals to inform and entertain their neighbours, to support and strongly encourage practices which work towards ecological and community health.

Bylaws of Fraser North Farmers Market Society (the "Society")

Part 1 – Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" means the directors of the Fraser North Farmers Market Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Class of membership:

(a) All vendors are voting members along with others who pay the vendor membership fee.

(b) Friends of the Market membership are non-voting.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues and the member is not in good standing for so long as those dues remain unpaid.

2.5 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

(c) a person ceases to be a member of the Society

(i) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(ii) on his or her death or, in the case of a corporation, on dissolution,

(iii) on being expelled

Notices to members

2.6 A notice may be given to a member, either personally, by email, or by mail to the member at the member's registered email address or address.

(a) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

(b) A notice given by email sent 2 weeks prior to the AGM date is considered valid.

2.7 Notice of a general meeting along with the agenda must be given to

(a) every member shown on the register of members who are in good standing at least 14 days prior to the Annual General Meeting

(b) No other person is entitled to receive a notice of a general meeting.

Bylaws

2.8 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

2.9 These bylaws must not be altered or added to except by special resolution.

2.10 For further information refer to the Fraser North Farmers Market Society's Guiding Principles and the Fraser North Farmers Market Society's Guidelines and Regulations.

Part 3 – General Meetings of Members

Time and place of general meeting

3.1 A general meeting must be held, annually, at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any special business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the Chair,
 - (ii) the Vice-Chair, if the Chair is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the Chair and Vice-Chair are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is four (4) voting members.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;

(g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;

(h) terminate the meeting.

Methods of voting

3.13 A member in good standing, who has been a member for at least the year prior to the date of the meeting, and present at a meeting of members, is entitled to one vote.

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must then be by a secret ballot.

3.15 Special resolutions require passage by 2/3 of voting members present at the meeting.

Announcement of result

3.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy and/or electronic voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 – Directors

Number of directors on Board

4.1 The Society must have no fewer than five (5) and no more than ten (10) directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

4.3 A call for nominations to the Board will be posted 30 days prior to the date of the AGM. Members in good standing may submit the names of potential nominees for directors, and the Board will assess the potential nominee in accordance with the procedures established by the Board from time to time. Nominees shall be members in good standing and be willing to stand.

4.4 There will be no nominations from the floor at the Annual General Meeting.

Election of Directors

4.5 The term of office of elected directors shall normally be two (2) years on a staggered cycle.

4.6 Directors may be elected to a maximum of three consecutive two-year terms and thereafter must take a minimum of two years away from active service as a director before being eligible for re-election as a director.

4.7 An election of a director may be by acclamation; otherwise it must be by ballot.

Directors may fill casual vacancy on Board

4.8 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.9 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Employment of immediate family

4.10 A board member cannot be the immediate family member of any staff with the exception of Market Assistants.

Part 5 – Directors' Meetings

Calling directors' meeting

5.1 A directors' meeting may be called by the chair or by any two other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors or a minimum of four (4).

Part 6 – Board Positions

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the chair, may hold more than one position:

- (a) chair;
- (b) vice-chair;
- (c) secretary;

- (d) treasurer;
- (e) past chair.

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.3 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors or other members in good standing as they think fit.

(a) The members of a committee must elect a chair and may meet and adjourn as they think proper.

(b) The Chair of the committee must report a summary and conclusions of their committee meeting at the next board meeting.

6.4 The appointed director(s) is expected to attend the first Board meeting following the Annual General Meeting.

6.5 Questions arising at a meeting of the directors must be decided by a majority of votes

(a) in the case of a tie vote, the chair has a casting vote.

(b) a resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

(c) a resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Role of Officers

Role of Chair

6.6 The chair of the Board is responsible for supervising the other directors in the execution of their duties.

(a) Preside at, and facilitate all Board and Executive meetings, monthly, quarterly, annual general/special and encourage participation by all members;

(b) Guide and advise committee directors and cooperate with each advisory committee chair to affect regular functioning and reporting;

(c) Supervise executive director and act as liaison between the executive director and all Board of Directors and membership;

(d) Can be a representative of FNFMS at community functions and agencies or delegate to another Board member

(e) removed;

(f) Sign cheques with the Vice-Chair, Treasurer, Executive Director and/or one other appointed Board member and other correspondence as requested

(g) Initiate and appoint, (with Board approval) a nominating committee, and see that regular elections (AGM) are duly called, noticed and held in accordance with Society's bylaws;

(h) Ensure that the business of the society is kept up to date.

Role of Vice-Chair

6.7 The Vice-chair of the Board is responsible for carrying out the duties of the Chair if the Chair is unable to act.

- (a) Carry out the duties of the Chairman during his/her absence;
- (b) Signing officer for cheques;
- (c) Keep abreast of current issues with the Society;
- (d) Assist the Chair as requested;
- (e) To develop Staff and Volunteer Training Programs as required;
- (f) Board liaison with Executive Director in the interviewing and hiring process.

Role of Secretary

6.8 The Secretary of the Board, with the assistance of the Executive Director, is responsible for doing, or making the necessary arrangements for, the following:

- (a) Issuing notices of general meetings and directors' meetings;
- (b) Taking minutes of general meetings and directors' meetings;
- (c) Keeping the records of the Society in accordance with the Act;
- (d) Conducting the correspondence of the Board;
- (e) Filing the annual report of the Society and making any other filings with the registrar under the Act;
- (f) Maintain the register of members;
- (g) Comply with Federal and Provincial reporting requirements for corporate records, including the preparation of the Annual Report to the Registrar of Companies (added: 2011 February 21).

Role of Treasurer

6.9 The Treasurer of the Board is responsible for doing, or overseeing and making the necessary arrangements for, the following:

- (a) Keeping financial records in respect of the Society's financial transactions;
- (b) Overseeing the preparation of the Society's financial statements;
- (c) Making the Society's filings respecting taxes;
- (d) Responsible for designing financial control systems and for ensuring deposits of all monies to bank;
- (e) Ensure books are audited by certified accounting firm each year; (deleted: 2011 February 21);
- (f) Comply with Federal and Provincial financial reporting requirements, including the preparation of the annual Corporate Income Tax Return (amended: 2011 February 21) ;
- (g) Responsible for maintaining payroll and related records;

(h) Ensure that financial statements issued, published or circulated by the Society to any party other than a director, employee or officer must first be approved by the directors and that approval be evidenced by the signatures of two (2) directors. (added: 2011 February 21).

Role of Past Chair

6.10 The Past Chair of the Board acts as Parliamentarian. The Past Chair will carry out the duties of the Chair or Vice-chair if either is unable to act.

Part 7 – Remuneration of Directors and Signing Authority

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the Chair, together with a director with signing authority;

(b) if the Chair is unable to provide a signature, by the Vice-chair together with one other director,

(c) if the Chair and Vice-chair are both unable to provide signatures, by any 2 other directors, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Termination of Society

7.3 On the windup or dissolution of the Society after all debts have been paid, or provision for payment made, the assets remaining are to be distributed to other local agricultural or like-minded non-profit organizations, or disposed of and the proceeds distributed to other local agricultural or like-minded non-profit organizations. (added: 2011 February 21)

Approved: February 22, 2021.