

BYLAWS OF SORRENTO VILLAGE FARMERS' MARKET

Schedule B, Modified

Society Act of British Columbia

Bylaws of SORRENTO VILLAGE FARMERS' MARKET ASSOCIATION

Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
- “**directors**” means the directors of the society for the time being;
 - “**registered address**” of a member means the member’s address as recorded in the register of members;
 - “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it: and
 - “**vendor**” means a person who is the owner or a near family member of the owner of the products being offered for sale at the farmers’ market.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2 Words importing the singular include the plural and vice versa, and words importing a gender include both male and female persons and a corporation.

Part 2 – Membership

3 The members of the society are the applicants for incorporation of the society and vendors, past or present, who support the purposes of the society and subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

A person may apply to the directors for membership in the society and on acceptance by the directors is a member.

4 An organization that becomes a member shall designate in writing the name of its representative and one alternate for the purposes of voting at general meetings.

5 Every member must uphold the constitution and comply with these bylaws.

6 The amount of the annual membership dues is \$10 and may be varied at any annual general meeting of the society.

7 A person ceases to be a member of the society

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- a) 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,
- b) on his or her death, or in the case of a corporation, on dissolution,
- c) on being expelled, or
- d) on having been a member not in good standing for 12 consecutive months.

8 (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put in place.

9 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or for any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 – Meetings of Members

10 General meetings of the society must be held at the time and place, and in accordance with the *Society Act*, that the directors decide.

11 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12 The directors may, when they think fit, convene an extraordinary general meeting.

13 (1) Notice of a meeting must be given at least 15 days before hand and must specify the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

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Part 4 – Proceedings at General Meetings

15 Special business is

- a) all business at an extraordinary general meeting, except the adoption of rules of order, and
- b) all business conducted at an annual general meeting, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors;
 - iv. financial review report, if required;
 - v. the election of directors, if required
 - vi. request for financial review, if required; and
 - vii. the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

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

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

18 Subject to bylaw 19, the president of the society or if he or she is absent, one of the other directors present must preside as chair of a general meeting.

19 If at a general meeting

- a) there is no president or other director present within 15 minutes after the time appointed for holding the meeting, or
- b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

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20 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does have a tie breaking vote if the vote to which he or she may be entitled as a member was not exercised.

22 (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands

(3) Voting by proxy is not permitted

23 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 – Directors and Officers

24 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless to

- a) the laws affecting the society,
- b) these bylaws, and
- c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) A rule made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

25 (1) The president and secretary and at least 3 other elected members are the directors of the society.

(2) The number of directors must be at least 5 but not more than 9.

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26 (1) At the first annual general meeting, four directors shall be elected for a one year term and five directors shall be elected for a two year term. Thereafter, the term of office for a director shall be two years. A director can only serve for three consecutive terms unless there is no member willing to take his or her place. In this instance, a member may be re-elected for a period of one year.

(2) An election may be by acclamation; otherwise it must be by ballot.

(3) The election will be for directors and the directors, at their first meeting following their election, shall elect a president and a secretary.

27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

28 If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director if this causes the number of directors to fall below five.

29 The members may, by special resolution, remove a director, before expiration of his or her term of office, and may elect a successor to complete the term of office.

30 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society provided these expenses are approved in advance by the Board of Directors, or a Board Designate with the authority to approve expenses.

Part 6 – Proceedings of Directors

31 (1) The directors may meet at the place they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.

(3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.

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32 (1) A quorum of directors may delegate any, but not all, of their powers to committees consisting of at least one director and members in good standing as they think fit.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

33 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.

34 The members of a committee may meet and adjourn as they think proper.

35 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

36 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, facsimile, or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- a) a notice of meeting of directors is not required to be sent to that director, and
- b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

37 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote and the motion is defeated.

38 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.

Part 7 – Duties of Officers

39 (1) The president presides at all meetings of the society and of the directors.

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(2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

(3) The president must be a signing officer of the society

40 Directors must appoint someone to act as president if the president is unable to carry out his or her duties.

41 The Secretary shall:

- a) ensure that correspondence of the society is conducted;
- b) ensure that notices of meetings of the society and Directors are issued;
- c) ensure that minutes are kept of all meetings of the society and Directors;
- d) ensure that all records, documents, and the common seal of the society are secure; and
- e) ensure that a current register of members is maintained

42 The directors shall:

- a) ensure that financial records are kept, including books of account, necessary to comply with generally accepted accounting principles, and
- b) ensure that financial statements are rendered to the Directors, members and others when required.

43 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 - Indemnification of Directors and Officers

44 (1) In this bylaw, "director" includes a former director and the heirs and personal representatives of such director or former directors; and "officer" includes an employee or agent, and the heirs and personal representatives of such officer.

(2) Subject to such court approval as may be required by the Society Act, the directors shall cause the Society to indemnify a director against all costs, charges and expenses actually and reasonably incurred by such director, including an amount paid to settle or satisfy a judgement in a civil, criminal or administrative action or proceeding to which the director is made a party by reason of being or having been a director of the Society. Each director of the Society on being elected or appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.

45 The directors may cause the Society to indemnify any officer of the Society against all costs, charges and expenses whatsoever incurred by him or them and resulting from acting as an officer and each officer shall on being appointed be

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deemed to have contracted with the Society on the terms of the foregoing indemnity.

46 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a director or officer against any liability incurred as such.

Part 9 – Seal

47 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

48 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified, or if no persons are specified, by any of the authorized signatories in the resolution, plus a witness.

Part 10 - Borrowing

49 In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

50 A debenture must not be issued without the authorization of a special resolution.

51 The members may borrow up to \$1000 by a resolution of a majority of the directors present. The directors may not borrow more than \$1000 without first having the approval of the members by ordinary resolution.

Part 11 – Financial Review

52 A financial review may be requested at the annual general meeting by a vote of the membership to be carried out by an arms-length reviewer approved by the membership.

Part 12 – Notices to Members

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

54 A notice sent by mail is deemed to have been given on the second day following the day on which the notice was 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.

55 (1) Notice of a general meeting must be given at least 15 days in advance to every member shown on the register of members on the day notice is given.

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

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Part 13 - Bylaws

56 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 if requested. The constitution and bylaws may be delivered to a member via email.

57. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objects. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities, shall be given to or distributed among such organizations concerned with promoting the same objects of the Society as may be determined by the members of the Society at the time of winding up or dissolution and if effect cannot be given to the aforesaid provision, then such funds shall be given to or distributed to such other charitable organizations recognized by Revenue Canada as being qualified as such under the provisions of the *Income Tax Act, Canada* from time to time in effect, the objects of which organizations in the opinion of the directors most closely accord with those of the Society. This article is unalterable.

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