

SOCIETY ACT
CONSTITUTION

1. The name of the society is: **Bulkley Valley Farmers' Market Association**
2. The purpose of the society is:
 - (a) to educate and encourage local production by providing an outlet for local farm produce, crafts and products of cottage industry.

BYLAWS OF THE BULKLEY VALLEY FARMERS' MARKET ASSOCIATION

Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
 - “**directors**” means the directors of the society/association for the time being;
 - “**association**” and “**society**” are used interchangeably throughout these bylaws to refer to the Bulkley Valley Farmers' Market Association;
 - “**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - “**registered address**” of a member means the member's address as recorded in the register of the members.
- (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 male person include a female person and a corporation.

Part 2 – Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 There shall be two classes of membership
 - (a) regular (annual, voting) member being those individuals who pay the prescribed annual membership fee, or
 - (b) associate (annual, non-voting) member being those individuals and households who pay the prescribed fee.
- 5 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 6 Every member must uphold the constitution and comply with these bylaws.
- 7 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society. See Appendix I.
- 8 A person ceases to be a member of the society
 - (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.

- 9 (1) A member may be expelled by a special resolution of the members passed at an annual 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 annual general meeting before the special resolution is put to a vote.
- (4) Voting is not permitted by proxy.
- 10 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or 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 – Vendors

- 11 All vendors are required to be voting members of the society and adhere to the rules of the society.

Part 4 – Meeting of Members

- 12 General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide.
- 13 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 14 The directors may, when they think fit, convene an extraordinary general meeting.
- 15 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in 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.

Part 5 – Annual General Meetings

- 16 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 once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- 17 An annual general meeting shall be held once yearly at a date, time and place agreed to by the board of directors but no later than 90 days following the end of the financial year.
- 18 (1) Members of the association shall be notified of an annual general meeting 30 days prior to meeting date either personally or by mail, email, or notice in a newspaper.
- (2) Ten members present shall constitute a quorum.
- 19 (1) Only members in good standing are eligible to vote.
- (2) Voting shall be by show of hands or by ballot.
- 20 (1) Special meetings of the association may be called by the directors as they deem necessary.
- (2) Any 10 voting members may request in writing that the board of directors call a special meeting when required.

Part 6 – Proceedings at General Meetings

- 21 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) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (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 notices convening the meeting.
- 22 (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 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 10 members present or a greater number that the members may determine at a general meeting.
- 23 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.
- 24 Subject to bylaw 25, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 25 If at a general meeting
- (a) there is no president, vice 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.
- 26 (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.
- 27 (1) A resolution proposed at a meeting need not be seconded, and the chair of the meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 28 (1) A member in good standing present at a meeting of members is entitled to one vote.

- (2) Voting is by show of hands or by ballot.
- (3) Voting by proxy is permitted.
- 29 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 7 – Board of Directors

- 30 (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) all 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.
- 31 (1) The board of directors shall consist of up to 10 members duly elected from the membership at large at an annual general meeting.
- (2) To allow for continuity of association business only one-half of the directors shall be elected each year.
- (3) Each director will serve a term of two consecutive years. No board member shall serve more than four terms.
- (4) The board of directors may appoint a member to fill a vacancy occurring on the board, but only for the unexpired remainder of the term.

Part 8 – Directors’ Meetings/Proceedings

- 32 Meetings of the directors
 - (a) shall be held as required during the market season at a place agreed to by the board of directors and approved by the president, or
 - (b) shall be held weekly, following the conclusion of the market
- 33 (1) Meetings of the board of directors may be held at any time and place determined by any three directors or by the president.
- (2) Notice of these meetings will be distributed seven days in advance, with agenda circulated at the same time, wherever possible.

Part 9 – Committees

- 34 (1) The directors may appoint special or standing committees for the purpose of delegating specific tasks and duties (see Appendix III for current organizational structure).
- (2) The chairman of each must be a director.
- (3) Members of a committee may be called from members at large and in such number deemed necessary by committee chairman.
- (4) Committees may last as long as deemed necessary.

Part 10 – Election and Terms of Office for Directors

- 35 (1) The president shall be elected by the members at large at an annual general meeting.
- (2) Duties of the office of the president, as chief executive officer of the association, shall be

- (a) to maintain general supervision of the affairs of the association, subject at all times to all orders and resolutions of the board of directors, and
 - (b) to preside over all meetings of the board of directors.
- 36 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 vice president must act as chair, but if neither is present the directors present may chose one of their number to be the chair at that meeting.
- 37 The president must present a report to the annual general meeting of the year's activities of the association, and to give proper counsel and advice.
- 38 (1) The vice president shall be elected by the members at large at an annual general meeting.
- (2) The duties of the office of vice-president shall be
- (a) to assume the presidential duties in the absence of, at the request of, or inability or failure (as determined by the board of directors) of the president, and
 - (b) to perform other duties as shall, from time to time, be imposed upon the office by resolution of the board of directors.
- 39 The secretary shall be appointed by the board of directors to carry out the following duties
- (a) conduct the correspondence of the society,
 - (b) issue notices of meetings of the association and directors,
 - (c) keep accurate records of the association in regard to minutes of meetings, and carry out duties pertaining to these minutes,
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer,
 - (e) have custody of the common seal of the society,
 - (f) maintain an accurate list of members,
 - (g) liaise between the membership, vendors and the board of directors, and
 - (h) make stall bookings.
- 40 The treasurer may be
- (a) an elected position at the annual general meeting, or
 - (b) appointed by the board of directors.
- 41 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the *Society Act*, render financial statements to the directors, members and others when required,
 - (b) deposit funds on a weekly basis during the period the Farmers' Market is in progress, and
 - (c) after the close of the financial year, make and submit to the board of directors an account of the financial position of the association and readies the accounts for scrutiny by an appointed auditor(s) if necessary.
- 42 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) The secretary treasurer shall perform the duties of the secretary and the treasurer as mentioned above.

Part 11 – Financial Accounts

- 43 The fiscal year of the Bulkley Valley Farmers' Market Association ends on December 31st of each year.

- 44 With respect to the year-end financial statements
- (a) the directors shall appoint a qualified accountant to undergo a financial review of the associations accounts, or
 - (b) the directors shall appoint three members in good standing to review the accounts and report back to the board of directors.
- 45 An annual report will be presented at each annual general meeting of the association; the treasurer shall, on behalf of the board of directors, present a report of reviewed financial statements of the association for the preceding fiscal year.

Part 12 – Office of the Association

- 46 The office of the association shall be at the home of the secretary or at such place as the board of directors may determine.

Part 13 – Seal of the Association:

- 47 (1) The association shall have a seal for use on official documents.
(2) Authorization for use of the seal shall reside with any two officers.
(3) The seal shall remain in the custody of the secretary.

Part 14 – Use of Funds

- 48 The association may use its funds for any purpose calculated to advance the purposes of the association as outlined in the proposed budget and approved by the membership, for each fiscal year.

Part 15 – Borrowing

- 49 For the purpose of carrying out its objectives, the association may borrow, raise, or secure funds in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the association and sanctioned by a special resolution, as defined by the *Societies Act*.

Part 16 – Liability

- 50 The property of members, directors or officers shall not be subject to the payment of association debts to any extent whatsoever.
- 51 Members, directors or officers shall not be held personally liable for anything that results during the conducting of business on behalf of the association at the request of the board of directors, if bylaws, policy and procedures and other guidelines for conducting such business were duly followed.

Part 17 – Insurance and Directors’ Liability Insurance

- 52 The Bulkley Valley Farmers’ Market Association shall carry an appropriate insurance policy to cover both the market and the board of directors, and loss of equipment to fire and theft.

Part 18 – Bylaws and Amendments

- 53 On being admitted to membership, each member is entitled to, and the society must give the member, without charge, a copy of the bylaws of the society.
- 54 The objects and/or bylaws shall not be rescinded, altered, or added to, except by special resolution of the members, as defined in the *Societies Act*.

- 55
- (1) Proposed amendments to the objects and/or bylaws may be made by any member in good standing.
 - (2) Proposed amendments shall be submitted to the board of directors at least 60 days prior to the general meeting, to ensure proper form and legality.
 - (3) The board of directors shall give a decision to the secretary or secretary treasurer at least 45 days prior to the general meeting.
 - (4) If approved, the secretary or secretary treasurer shall include the proposed amendment in the notice of meeting to members.
 - (5) If disapproved, the reason(s) shall be submitted in writing to the secretary who shall then advise the petitioning parties as to said reasons.
 - (6) The proposed amendment shall be discussed at the general meeting and shall be duly voted upon, as a special resolution.
 - (7) If approved by not less than 75% of eligible members voting in person or by proxy, the special resolution is deemed to have been passed and becomes effective upon the approval of the Registrar, as set out by the *Societies Act*.
 - (8) A copy of the exact wording of any approved amendment shall be included in the next issue of the official publication of the association.

Part 19 – Contractors

- 56
- (1) The board of directors may, at their discretion, hire individuals to assist in the running of the association.
 - (2) These individuals will work under contract as agreed to by the board of directors and signed by the president and one other director.

Part 20 – Equipment

- 57
- (1) The association shall own equipment to assist in the overall operation of the Bulkley Valley Farmers' Market.
 - (2) Such equipment shall be the responsibility of the market manager and housed at a location determined by the directors.
 - (3) Cost of equipment rental will be determined by the board of directors and reviewed annually at a directors' meeting.

Part 21 – Operation of the Market

- 58 See Appendix IV.

Part 22 – Effective Date

- 59 These bylaws become effective once they are officially registered under the *Society Act*.