

Society Incorporation Number: **S-0033956**



CONSTITUTION

The name of the Society is FORT ST. JOHN FARMERS' MARKET ASSOCIATION

Incorporation Number: S0033956

Business Number: 84901 4881 BC0001

The purposes of the Society are:

1. to provide an outlet in the Peace River region of British Columbia for local farmers and residents to sell such items as fresh vegetables, eggs, plants, crafts, or any item that pass the Ministry of Health regulations, and
2. to promote and maintain a Farmers' Market for the Fort St. John City and area.



FORT ST. JOHN FARMERS' MARKET ASSOCIATION BYLAWS

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1. INTERPRETATION

1.1. Definitions

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- a) “**Act**” means the Societies Act, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- b) “**Address of the Society**” means the registered office address of the Society on record from time to time with the Registrar;
- c) “**Alter**” includes create, add to, vary and delete;
- d) “**BC Vendor**” means a Person or Organization located within British Columbia that grows, makes, bakes, raises, produces, or wild harvests the products it sells at a Farmers’ Market operated by Fort St. John Farmers’ Market, all of which products must be grown, made, baked, raised, or wild harvested and processed (as applicable) in British Columbia;
- e) “**Board**” means the Executives acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- f) “**Board Resolution**” means:
 - 1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Executives entitled to vote on such matter:
 - A. in person at a duly constituted meeting of the Board,
 - B. by Electronic Means in accordance with these Bylaws, or
 - C. by combined total of the votes cast in person and by Electronic Means; or
 - 2) a resolution that has been submitted to all Executives and consented to in writing by two-thirds (2/3) of the Executives who would have been entitled to vote on the resolution at a meeting of the Board,
- g) “**Bylaws**” means the bylaws of the Society as filed with the Registrar;
- h) “**Constitution**” means the constitution of the Society as filed with the Registrar;
- i) “**Executives**” means those Persons who are, or who subsequently become, Executives of the Society in accordance with these Bylaws and have not ceased to be Executives;
- j) “**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - 1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - 2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- k) “**Farmers’ Market**” means a market operated by Fort St. John Farmers’ Market Association and located in Fort St. John, British Columbia comprised exclusively (100%) of BC Vendors, and which prioritize primary producers/farmers and food, all in accordance with such criteria as may be established by the Board



- from time to time;
- l) “**General Meeting**” means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
 - m) “**Guest Vendor**” means a BC Vendor who has not paid membership dues in accordance with these Bylaws;
 - n) “**Market Manager**” means the Person appointed or elected to the office of market manager of the Society in accordance with these Bylaws;
 - o) “**Members**” means those Persons that are, or that subsequently become, members of the Society in accordance with these Bylaws and that, in either case, have not ceased to be members of the Society and will be known as Vendor Members;
 - p) “**Membership Year**” means the period of approximately one (1) year relating to the term of membership in the Society, which period may differ between classes of membership and which, unless otherwise determined by the Board, shall be from the conclusion of each annual general meeting to the conclusion of the next annual general meeting;
 - q) “**Mutatis mutandis**” means with the necessary changes having been made to ensure that the language makes sense in the context;
 - r) “**Ordinary Resolution**” means:
 - 1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote:
 - A. in person at a duly constituted General Meeting, or
 - B. by Electronic Means in accordance with these Bylaws, or
 - C. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - 2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the Members, and
 - 3) an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
 - s) “**Organization**” means an association, cooperative, corporation or society
 - t) “**Person**” means a natural person;
 - u) “**President**” means the Person appointed or elected to the office of president of the Society in accordance with these Bylaws;
 - v) “**Publicity Chairperson**” means the Person appointed or elected to the office of publicity President of the Society in accordance with these Bylaws;
 - w) “**Registered Address**” of a member or Executive means the address of that Person as recorded in the register of Members or the register of Executives;
 - x) “**Registrar**” means the Registrar of Companies of the Province of British Columbia;
 - y) “**Secretary**” means the Person appointed or elected to the office of secretary of the Society in accordance with these Bylaws;
 - z) “**Society**” means the “Fort St. John Farmers’ Market Association”;
 - aa) “**Special Resolution**” means:
 - 1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote:



- A. in person at a duly constituted General Meeting,
 - B. by Electronic Means in accordance with these Bylaws, or
 - C. by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
- 2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting, and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- bb) “**Treasurer**” means the Person appointed or elected to the office of treasurer of the Society in accordance with these Bylaws;
- cc) “**Vendor Member**” means a Vendor that has become a Member of the Society in accordance with these Bylaws and has not ceased to be a Member; and
- dd) “**Vice-President**” means a Person appointed or elected to the office of vice-president of the Society in accordance with these Bylaws

1.2.Societies Act Definitions

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

1.3.Plural and Singular Forms

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

2. MEMBERSHIP

2.1.Admission to Membership

Membership in the Society is restricted to:

- a) those Persons and Organizations who grows, makes, bakes, raises, produces, or wild harvests the products it sells at a Farmers’ Market operated by Fort St. John Farmers’ Market Association and
- b) those Persons and Organizations who subsequently are accepted as Vendor Members in accordance with these Bylaws.

2.2.Classes of Membership

There will be one (1) class of voting membership, called Vendor Members, and one (1) class of non-voting membership, called Guest Vendors.

2.3.Eligibility for Vendor Membership

A Person may be eligible to be accepted as a Vendor Member if they:

- a) Live in the BC Peace River area;
- b) Grows, makes, bakes, raises, produces, or wild harvests the products it sells;
- c) is nineteen (19) years of age or older; and
- d) agrees to advance the purposes and support the activities of the Society.

2.4.Application for Vendor Membership

An eligible Person or Organization may apply to the Society to become a vendor member by:



- a) submitting a completed application, in such form and manner as may be established by the Society, to the Society;
- b) by submitting payment for applicable fees or dues payable at the Annual General Meeting; and
- c) submitting such information or documentation as the market manager may require confirming eligibility for membership.

2.5. Reviewing and Acceptance of Applications

The market manager will review all applications for membership in the Society and to determine eligibility for membership, may, if necessary, request the Person or Organization to provide further information or documentation in support of the application.

The market manager may, by entering the Person's or Organization's information into the register of members, accept that Person or Organization as a Member in the appropriate class as determined in accordance with these Bylaws.

2.6. Reporting and Ratification of Membership

The membership coordinator will regularly report to the Board regarding applications for membership received and approved.

The Board will consider a Board Resolution to ratify the approval of memberships made in the last interval and may, if necessary, determine any issues related to membership of an applicant

2.7. Referral of Application to Board

The membership coordinator may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone, or refuse such application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

2.8. Membership not Transferable

Membership is not transferable.

2.9. Term of Membership

Once accepted as a Member, a Person or Organization continues as a member until the end of the 30th day after the current Membership Year expires, unless renewed in accordance with Bylaw 2.10.

2.10. Renewal and Re-application of Membership

- a) A Member may apply to renew his, her or its membership within thirty (30) days of the conclusion of the last Membership Year by completing and submitting an updated application in accordance with Bylaw 2.4.
- b) A Person or Organization whose membership has expired or otherwise ceased other than by expulsion and who remains eligible may re-apply for membership after its expiry in accordance with Bylaw 2.4.
- c) A Person or Organization expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with the terms of the expulsion resolution, provided that if the expulsion resolution does not restrict re-application, the Person or Organization may re-apply for membership after one (1) year from the date of expulsion.



- d) All renewals and re-applications for membership are subject to ongoing eligibility and acceptance by the Society in accordance with Bylaws 2.5, 2.6 and 2.7, as applicable.

2.11 Cessation of Membership

A Person or an Organization will immediately cease to be a member:

- a) upon the date which is the later of:
 - 1) the date of delivering his or her or its resignation in writing to the Secretary or to the Address of the Society; and
 - 2) the effective date of the resignation stated thereon;
- b) upon the date which is thirty (30) days after the conclusion of the previous Membership Year, unless renewed in accordance with these Bylaws;
- c) upon his or her or its expulsion; or
- d) upon his or her death or, in the case of an Organization, dissolution.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1. Rights of Membership

In addition to any rights conferred by the Act, a member in good standing has the following rights and privileges of membership, by class:

Vendor Members

- a) to receive notice of, and to attend, all General Meetings;
- b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- c) to exercise a vote on matters for determination at General Meetings;
- d) may be eligible for election as an Executive; (replaces 4.d)
- e) may nominate eligible Persons for election as an Executive, in accordance with these Bylaws;
- f) may serve on committees of the Society, as invited; and
- g) may participate in the programs and initiatives of the Society, in accordance with such terms and criteria as may be determined by the Board from time to time.

Guest Vendors

- h) to receive notice of, and to attend, all General Meetings;
- i) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- j) may serve on committees of the Society, as invited; and
- k) may participate in the programs and initiatives of the Society, in accordance with such terms and criteria as may be determined by the Board from time to time.

3.2. Member not in Good Standing

A Member, who is not in good standing, has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good



standing.

3.3. Dues (replaces 2.a and 2.b)

Dues and/or fees payable by Vendor Members will be determined from time to time by Ordinary Resolution. An Ordinary Resolution may provide that Vendors Members will pay additional dues or fees based on the number of Farmers' Markets it operates. Once determined, dues and/or fees payable by Vendor Members are deemed to continue each year until altered by Ordinary Resolution. Dues and/or fees are payable at the Annual General Meeting.

3.4. Standing of Members

All Members are deemed to be in good standing except:

- a) a member who has failed to pay such membership dues as are determined by the Board, if any, when due and owing and such Member is not in good standing so long as such amount remains unpaid; and
- b) a member who has been suspended by the Society pursuant to section 3.6.

3.5. Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- b) abide by such codes of conduct and ethics adopted by the Society; and
- c) further and not hinder the purposes, aims and objects of the Society.

3.6. Suspension or Expulsion of Member

Following an appropriate investigation or review of a member's conduct or actions in accordance with such policies as the Board may establish from time to time, the Board may, by Board Resolution, expel, suspend or otherwise discipline a Member for conduct which, in the reasonable opinion of the Board:

- a) is improper or unbecoming for a Member;
- b) is contrary to Bylaw 3.5; or
- c) is likely to endanger the reputation or hinder the interests of the Society.

The Board must provide notice of a proposed expulsion, suspension, or discipline of a Member to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of the proposed expulsion, suspension or discipline will be provided a reasonable opportunity to respond to the proposed discipline at or before the resolution for expulsion, suspension or discipline is considered by the Board.

3.7. No Distribution of Income to Members

The activities of the Society will be carried on without purpose of gain for its members and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society.

4. MEETINGS OF MEMBERS

4.1. Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.



4.2. Annual General Meeting

An annual general meeting will be held at least once in every calendar year by March 31 and in accordance with the Act.

4.3. Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4. Calling of Extraordinary General Meeting

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- a) at the call of the President;
- b) when resolved by Board Resolution; or
- c) when such a meeting is requisitioned by the Members in accordance with the Act.

4.5. Notice of General Meeting

The Society will, in accordance with Bylaw 16.1, send notice of every General Meeting to each Member shown on the register of Members on the date the notice is sent, not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting.

No other Person is entitled to be given notice of a General Meeting.

4.6. Contents of Notice

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has decided to hold a General Meeting with participation by Electronic Means, the notice of that meeting must inform Members how they may participate by Electronic Means.

4.7. Omission of Notice

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a member, does not invalidate proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1. Business Required at Annual General Meeting

The following business is required to be conducted at each annual general meeting of the Society:

- a) the adoption of an agenda;
- b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- c) consideration of the financial statements and the report of the auditor thereon, if any;
- d) consideration of any Members' proposals submitted in accordance with the Act;
- e) the election of Executives, as necessary; and



- f) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2. Attendance at General Meetings

In addition to Members, Executive, and Guest Vendors, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

5.3. Electronic Participation in General Meetings

The Board may decide, in its discretion, to hold any General Meetings in whole or in part by Electronic Means.

When a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by Electronic Means are deemed to be present at the General Meeting.

5.4. Registration of Members

Every Member or Guest Vendor attending a General Meeting must register his or her attendance prior to the commencement of the meeting in such manner as may be established by the Board from time to time.

5.5. Requirement of Quorum

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

5.6. Quorum

A quorum at a General Meeting is the greater of:

- a) ten percent (10%) of the total number of Farmers' Market Members on the date of the meeting; or
- b) ten (10) Farmers' Market Members in good standing on the date of the General Meeting.

5.7. Lack of Quorum

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Vendor Members present will constitute a quorum and the meeting may proceed.

5.8. Loss of Quorum

If at any time during a General Meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.9. Chair



The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as President at all General Meetings.

If at any General Meeting the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Executives present may select one of themselves to preside as President at that meeting.

5.10. Alternate Chair

If a Person presiding as President of a General Meeting wishes to step down as President for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Vendor Members present at such meeting, he or she may preside as chairperson.

5.11. Chair to Determine Procedure

In the event of any doubt, dispute, or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as President will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

5.12. Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.13. Minutes of General Meeting

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

6. VOTING BY MEMBERS

6.1. Ordinary Resolution Sufficient

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

6.2. Entitlement to Vote

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person or Organization is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

6.3. Voting Other than a General Meeting

The Board may, in its sole discretion, conduct a vote of Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Society provides each Member in good standing with notice of:

- a) the text of the resolutions to be voted on;
- b) the open and closing dates for casting a vote; and
- c) instructions on how a member may cast a vote.

6.4. Voting Methods



Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- a) by show of hands or voting cards;
- b) by written ballot; or
- c) by vote conducted by Electronic Means

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Farmers' Market Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Farmers' Market Member voted.

6.5. Voting by Chair

If the Person presiding as President of a General Meeting is the authorized representative of a member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A Person presiding as President who is not the authorized representative of a member has no vote.

The Person presiding as President of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

6.6. Voting by Proxy

Voting by proxy is not permitted.

7. ELECTION OF EXECUTIVES

7.1. Election at Annual General Meeting (replaces 4.a and 4.c)

The election of Executives will take place at the annual general meeting and Executives so elected will take office commencing at the close of such meeting.

7.2. Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Executives that will become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

7.3. Election by Show of Hands

In elections where there are more eligible nominees in the positions for Executives at the close of the nomination period, election may be by show of hands and the following rules apply:

- a) no Member will vote for more Executives than the number of vacant positions.
- b) nominees will be deemed to be elected in order of those nominees receiving the most votes; and
- c) nominees are not to be present in the room during voting of the position they have been nominated for.

7.4. Election by Secret Ballot



In elections where there are more eligible nominees than vacant positions for Executives at the close of the nomination period, election may be by secret ballot, if deemed necessary, and the following rules apply:

- a) the secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board;
- b) ballots will be sent or otherwise made accessible to all Farmers' Market Members in good standing present at the meeting or otherwise participating in the election, and only to those Members;
- c) each ballot will include the name of each eligible nominee and the number of vacancies to be filled;
- d) no Member will vote for more Executives than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- e) ballots will be counted following the close of the election period by scrutineers appointed by the Board;
- f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the President will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

7.5. Nominations and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Executives as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

8. POWERS AND RESPONSIBILITIES OF THE EXECUTIVE BOARD

8.1. Powers of Executive

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- a) all laws affecting the Society; and
- b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts, and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter in to trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society. (replaces 2.c)



8.2. Duties of Executive Board

Pursuant to the Act, every Executive will:

- a) act honestly and in good faith with a view to the best interests of the Society;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c) act in accordance with the Act and the regulations thereunder; and
- d) subject to Bylaws 8.2(a) to 8.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 8.2(a) to 8.2(d), an Executive, when exercising the powers and performing the functions of an Executive, must act with a view to the purposes of the Society.

8.3. Policies and Procedures

The Board may establish such rules, regulations, policies, or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy, or procedure is valid to the extent that it is inconsistent with the Act, the Constitution, or these Bylaws.

8.4. Remuneration of Executives and Reimbursement of Expenses

An Executive is not entitled to any remuneration for acting as an Executive. However, an Executive may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

8.5. Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Executives is that they will exercise the care, skill, diligence, and judgment that a prudent investor would exercise in making investments considering the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

8.6. Investment Advice

The Executives may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

8.7. Delegation of Investment Authority to Agent

The Executives may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

9. PROCEEDINGS OF THE BOARD

9.1. Regular Meetings (replaces 5.a)

The Board is to hold regular monthly scheduled meetings to take place at dates



and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Executives, no further notice of those meetings is required to be provided to an Executive unless:

- a) that Executive was not in office at the time notice of regular meetings was provided; or
- b) the date, time or place of a regular meeting has been altered.

9.2. Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- a) at the call of the President; or
- b) by request of any two (2) or more Executives.

9.3. Notice of Executive Meetings

At least two (2) days' notice will be sent to each Executive of a board meeting. However, no formal notice will be necessary if all Executives were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Executive or Executives conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Executive is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Executive or Executives for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Executives and other participants (if any) that they may participate by Electronic Means.

9.4. Attendance at Executive Meetings

Every Executive is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Executive by Board Resolution may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers, or guests.

9.5. Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

9.6. Quorum

Quorum for meetings of the Board will be a majority of the Executives currently in office.

9.7. Executive Conflict of Interest

An Executive who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Executives:

- a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;



- c) is not entitled to vote on the contract, transaction or matter;
- d) will absent himself or herself from the meeting or portion thereof:
 - 1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - 2) in any case, during the vote on the contract, transaction, or matter; and
- e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Executives and others, provided that such policies must not contradict the Act or these Bylaws.

9.8. Chairing of Meetings

The President (or, in the absence or inability of the President, the Vice-President) will, subject to a Board Resolution appointing another Person, preside as President at all meetings of the Board.

If at any meeting of the Board the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Executives present may choose one of their number to preside as President at that meeting.

9.9. Alternate Chair

If the Person presiding as President of a meeting of the Board wishes to step down as President for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Executives present at such meeting, he or she may preside as chairperson.

9.10. Chair to Determine Procedure

In the event of any doubt, dispute, or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as President will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

9.11. Minutes of Board Meetings

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all meetings of the Board.

10. DECISION MAKING AT BOARD MEETINGS

10.1. Passing Resolutions and Motions

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

10.2. Resolution in Writing

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the



proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

10.3. Entitlement to Vote

Subject to Bylaw 9.7, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.

10.4. Procedure of Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

- a) by show of hands;
- b) by written ballot;
- c) by roll-call vote or poll; or
- d) by Electronic Means.

On the request of any one (1) or more Executives, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

11. EXECUTIVE

11.1. Positions of Executive

The executives of the Society are the President, Vice-President, Secretary and Treasurer, together with such other executive, if any, as the Board, in its discretion, may create.

The Board may, by Board Resolution, create and remove such other executive of the Society as it deems necessary and determine the duties and responsibilities of all executives.

11.2. Term of Executives

The term of office for each executives will be one (1) year, commencing on the date the member is elected as an officer in accordance with Bylaw 7.1 and continuing until the first meeting of the Board held after the next following annual general meeting. A Member may be elected as an officer for consecutive terms.

11.3. Removal of Executives

A Person may be removed as an executive by Board Resolution.

11.4. Replacement of Executives

Should the President or any other executive for any reason be unable to complete his or her term, the Board will remove such executive from his or her office and will elect a replacement without delay.

11.5. Duties of President

The President will supervise the other executive in the execution of their duties and will preside at all meetings of the Society and of the Board.

11.6. Duties of Vice-President

The Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The Vice-President will also perform such additional duties as may be assigned by the Board.

11.7. Duties of Secretary



The Secretary will be responsible for making the necessary arrangements for:

- a) the issuance of notices of meetings of the Society and the Board;
- b) the keeping of minutes of all meetings of the Society and the Board;
- c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- d) the maintenance of the register of Members; and
- e) the conduct of the correspondence of the Society.

11.8. Duties of Treasurer

The Treasurer will be responsible for making the necessary arrangements for:

- a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the Income Tax Act; and
- b) the rendering of financial statements to the Executives, Members and others, when required.

11.9. Absence of Secretary at Meeting

If the Secretary is absent from any General Meeting or meeting of the Board, the Executives present will appoint another Person to act as secretary at that meeting.

12. INDEMNIFICATION

12.1. Indemnification of Executives and Eligible Parties

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- a) is or may be joined as a party to such legal proceeding or investigative action; or
- b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

12.2. Purchase of Insurance

The Society may purchase and maintain insurance for the benefit of any or all Executives against personal liability incurred by any such Person as an Executive Member.

13. COMMITTEES

13.1. Creation and Delegation to Committees

The Board may create such standing and special committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Executives as it thinks fit.

13.2. Standing and Special Committees

Unless specifically designated as a standing committee, a committee is deemed to



be a special committee and any special committee so created must be created for a specified time period.

A special committee will automatically be dissolved upon the earlier of the following:

- a) the completion of the specified time period; or
- b) the completion of the task for which it was created.

13.3. Terms of Reference

In the event the Board decides to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the terms of reference or otherwise, and will report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board may determine.

13.4. Meetings

The members of a committee may meet and adjourn as they think proper, and meetings of the committees will be governed mutatis mutandis by the rules set out in these Bylaws governing proceedings of the Board.

14. EXECUTION OF INSTRUMENTS

14.1. Seal

The Society will not have a corporate seal.

14.2. Execution of Instruments

Contracts, documents, or instruments in writing requiring execution by the Society may be signed as follows:

- a) by the President, together with one (1) other Director, or
- b) in the event that the President is unavailable, by any two (2)

Executives,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or executive, or any Person or Persons, on behalf of the Society to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents, or instruments in writing.

14.3. Signing Authority

Signing authority for all financial and legal documents will be any two (2) of the following: President, Vice-President, Treasurer and Market Manager.

The Board will, from time to time by Board Resolution, appoint signing executive who are authorized to sign cheques and all banking documents on behalf of the Society.

15. FINANCIAL MATTERS AND REPORTING

15.1. Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.



15.2. Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

15.3. Restriction on Borrowing Powers

The Fort St. John Farmers' Market Members Association may by Ordinary Resolution restrict the borrowing powers of the Board.

15.4. Funds (replaces 6.a)

The funds of the Fort St. John Farmers' Market Association not required for immediate use, shall be used for the expenses in the following years.

16. NOTICE GENERALLY

16.1. Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a member or an Executive either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Executive has provided a fax number or e-mail address, by fax or e-mail, respectively.

16.2. Notice of General Meeting

Written notice of the date and time and, if applicable, the location of a general meeting must be sent to every member of the society;

- a) At least fourteen (14) days before the meeting but;
- b) not more than 60 days before the meeting.

16.3. When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

16.4. Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

17. MISCELLANEOUS

17.1. Dissolution

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 the satisfaction of its debts and liabilities, shall be given to or distributed among such organizations 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 Executives most closely accord with those of the society. This clause was previously unalterable.

17.2. Disposition of Funds upon Dissolution

Should the Fort St. John Farmers' Market Association cease to operate as described under the Societies Act at anytime in the future, all remaining funds are to be equally divided and donated to:

- a) North Peace Historical Society and Museum,
- b) North Peace Fall Fair Board, and
- c) 4-H Scholarship Fund.

17.3. Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Executive at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at a pre-determined location and time with an Executive present:

- a) the Constitution and these Bylaws, and any amendments thereto;
- b) the statement of Executives and registered office of the Society;
- c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d) resolutions of the Members in writing, if any;
- e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- f) the register of Executives;
- g) the register of Members;
- h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- i) copies of orders made by a court, tribunal, or government body in respect of the Society; and
- j) the written consents of Executives to act as such and the written resignations of Executives;

Except as expressly provided by statute or at law, a member will not be entitled or have the right to inspect any other document or record of the Society.

However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may



allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

18. BYLAWS

18.1. Entitlement of Members to copy of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

18.2. Special Resolution required to Alter Bylaws (replaces 8.a)

These Bylaws will not be altered except by Special Resolution.

These Bylaws may be amended, altered or repealed by a 75% vote of the members in good standing present at any ordinary meeting of the Farmers' Market or at any special meeting called for that purpose provided that written notice of the proposed amendments, alterations, or repeals shall be in the notice for the meeting at which they are to be considered.

18.3. Effective Date of Alteration

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

THESE BYLAWS AMENDED BY SPECIAL RESOLUTION DATED: