

## **Memorandum of Association (Constitution) of Langley Community Farmers Market Society**

The purposes of the society are:

1. to contribute to the economic viability of local farms, cottage industries and small businesses that make, bake or grow their products.
2. to operate a market that creates opportunities for these producers and customers to interact with each other.
3. to offer opportunities for public education in related areas such as nutrition, sustainable agriculture, the local economy, the environment.

# Bylaws of Langley Community Farmers Market Society

## Part 1 – Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:
  - "Board" means the directors of the society;
  - "Act" means the Societies Act of British Columbia as amended from time to time;
  - "Bylaws" means these Bylaws as altered from time to time.
- (2) The definitions in the Act apply to these bylaws.
- 2 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 – 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 **A person, other than an individual, who is admitted as a member of a society must authorize an individual to be the person's representative to act on that person's behalf, and, if so authorized, the representative is entitled to exercise the same powers on behalf of that person as that person could exercise if that person were an individual member of the society.**
- 5 **A person may apply to the directors for membership in the society, as either a vendor member or a general member, and on acceptance by the directors is a member.**
- 6 **Vendor members are members who also pay stall fees at one or more markets in the year for which they are applying for membership. Vendor members are responsible for complying with all the policies of the Society, and most particularly those found in the Vendor Handbook.**
- 7 **Both vendor members and general members are voting members.**
- 8 Every member must uphold the constitution and comply with these bylaws.

- 9 The annual membership dues must be determined at the annual general meeting of the society.
- 10 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.
- 11 A 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.
- 12 A person's membership in the Society is terminated if the person is not in good standing for 12 consecutive months
- 13 **A vendor member's membership may be terminated, upon resolution of the Board, for failure to comply with policies as set out in the Vendor Handbook.**

### **Part 3 - Meetings of Members**

- 14 General meetings of the society must be held at the time and place, in accordance with the Societies Act, that the Board determines.
- 15 At a general meeting, the following business is ordinary business:
- (a) adoption of the 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
  - (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.
- 16 A notice of a general meeting must state the nature of any 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 judgment concerning that business.
- 17 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.

- 18 (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 5 members present or a greater number that the members may determine at a general meeting.
- 19 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting,
- (a) if convened on the requisition of members, must be terminated,
- (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 adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

In the event that either time or place or both are not suitable to hold such adjourned meeting, members will be notified of the new time and/or location.

- 20 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.
- 21 (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 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.**
- 22 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.

23 (1) Any resolution proposed at a meeting needs seconding before further consideration. The chair of a meeting may move or propose a resolution.

(2) The chair of the meeting cannot vote except in the case of a tie vote, when they have the discretion of casting a deciding vote. A proposed resolution with a tie vote does not pass.

24 Voting is by show of hands.

25 Voting by proxy is not permitted.

26 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 4 - Directors and Officers**

27 (1) The number of directors must be 7 or a number determined from time to time at an annual general meeting.

(2) Directors shall be elected for a three-year term with approximately 1/3 being elected each year as required to keep the number of directors at 7, or a number otherwise determined in accordance with these bylaws.

(3) A director can only serve two consecutive terms.

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

- (5) If a successor is not elected, the position shall remain open and the board will find a representative from the general membership. This appointment must be acclaimed by consensus at a subsequent board meeting.
- 28 (1) The directors may at any time and from time to time appoint a member as a director to fill a casual 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.
- 29 The members may, by special resolution, remove a director, before the expiration of their 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 may be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## **Part 5 - Proceedings of Directors**

- 31 (1) The directors may meet at the places 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 vice president must act as chair, but if neither is present 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.
- 32 (1) The directors may delegate any, but not all, of their powers to committees consisting of members and/or associates 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 committee members present 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 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.
- 36 **Members have access to all society records, as set out in the Act under subsection 20 (1). Member access to records under subsection 20 (2) is restricted, except with respect to: the dates and attendance of directors at any meeting of the directors; and, the text of resolutions passed at a given meeting, including any consent resolutions and a copy of each of the consents to that resolution.**
- 37 **A person who is not a member or director of the Society may not inspect the records of the Society, unless by resolution of the Board.**

## **Part 6 - Duties of Officers**

- 38 The directors will select the executive at the first board meeting after the annual general meeting. The executive consists of the following positions:
- (a) president;
  - (b) vice-president;
  - (c) secretary; and
  - (d) treasurer
- All other directors are directors at large.
- 39 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- 40 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- 41 Directors with direct or indirect material interest in a contract or transaction within the Society, or a matter for consideration by the board, must:
- (a) fully disclose the nature and extent of the interest to the other directors;

- (b) abstain from voting on the resolution;
- (c) leave the board meeting when the matter is discussed, unless asked by the other directors present to provide information, and in any case when the other directors vote on the matter; and
- (d) refrain from any action intended to influence the discussion or vote.

42 The secretary must do, or cause to be done, the following:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) maintain the register of members.
- (f) filing the annual report of the Society and making any other filings with the registrar under the Act.

43 The treasurer must:

- (a) prepare or oversee the preparation of the financial records, including books of account, necessary to comply with the Societies Act, and
- (b) make available the financial statements to the directors, members and others when required.

44 The offices of secretary and treasurer may be held by one person who would then be known as the secretary treasurer.

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

## **Part 7 – Borrowing**

46 The directors, on behalf of the society, have no borrowing powers.

## **Part 8 – Dissolution**

47 In the event of the Langley Community Farmers Market Society winding up or dissolving, its assets, after the proper satisfaction of its liabilities, costs, charges and expenses will be transferred to one or more charities or organizations with similar goals. **This provision was previously unalterable.**

## **Part 9 – Bylaws**

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