



*Carol Prest*  
CAROL PREST

## Constitution of the Esquimalt Farmers Market Society

1. The name of the society is the **“Esquimalt Farmers Market Society.”**
2. The purposes of the society are to:
  - a) carry on a farmers market
  - b) promote access to local, healthy food
  - c) promote a sustainable local community
  - d) stimulate and support the local economy



## Table of Contents

Constitution of the Esquimalt Farmers Market Society	1
Esquimalt Farmers Market Society Bylaws	3
1. Interpretation	3
1.1 Definitions	3
2. Membership	5
3. Membership Rights and Obligations	8
4. Meetings of Members	9
5. Proceedings at General Meetings	10
<b>6. Voting by Members</b>	<b>12</b>
<b>7. Directors</b>	<b>13</b>
<b>8. Nomination and Election of Directors</b>	<b>15</b>
<b>9. Powers and Responsibilities of the Board</b>	<b>16</b>
<b>11. Decision Making at Meetings</b>	<b>20</b>
12. Officers	20
14. Indemnification	22
15. Committees	22
16. Execution of Instruments	23
17. Financial Matters and Reporting	23



# Esquimalt Farmers Market Society Bylaws

## 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) **“Board”** means the Directors 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;
- d) **“ Board Resolution”** means:
  1. a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
    - i. in person at a duly constituted meeting of the Board,
    - ii. by Electronic Means in accordance with these Bylaws, or
    - iii. by combined total of the votes cast in person and by Electronic Means; or
  2. a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,  
and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- e) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- f) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- g) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with the Bylaw and have not ceased to be directors;
- h) **“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 Board members 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 the Board of Directors to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- i) **“Executive Director”** means a Person appointed by the Board under Bylaw 13.1, if any, to exercise the Board’s delegated authority to manage the activities or internal affairs of the Society as a whole



or in respect of a principal unit of the Society;

- j) **"Farmers Market"** means a market located in the Province of British Columbia comprised exclusively (100%) of vendors who make, bake, grow, raise or wild harvest the products they sell, all of which products must be grown or processed in British Columbia, in accordance with such criteria as may be established by the Board from time to time;
- k) **"General Meeting"** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- l) **"Income Tax Act"** means the Income Tax Act, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- m) **"Members"** means those Persons and Organizations that are, or that subsequently become, members of the Society in any class of members in accordance with these Bylaws and that, in either case, have not ceased to be members of the Society;
- n) **"Membership Year"** means the period of approximately one (1) year relating to the term of membership in the Society, which period shall be from the conclusion of each annual general meeting to the conclusion of the next annual general meeting, unless otherwise determined by the Board;
- o) **"mutatis mutandis"** means with the necessary changes having been made to ensure that the language makes sense in the context;
- p) **"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 in person at a duly constituted General Meeting, 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 Esquimalt Farmers' Market Members,and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- q) **"Organization"** means an association, cooperative, corporation or society;
- r) **"Person"** means a natural person;
- s) **"President"** means the Person appointed or elected to the office of president of the Society in accordance with these Bylaws;
- t) **"Registered Address"** of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- u) **"Registrar"** means the Registrar of Companies of the Province of British Columbia;
- v) **"Secretary"** means the Person appointed or elected to the office of secretary of the Society in accordance with these Bylaws;
- w) **"Society"** means the "Esquimalt Farmers Market";
- x) **"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:

- i. in person at a duly constituted General Meeting,
- ii. by Electronic Means in accordance with these Bylaws, or
- iii. 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;

- y) **“Treasurer”** means the Person appointed or elected to the office of treasurer of the Society in accordance with these Bylaws;
- z) **“Vendor”** means a Person or Organization located in British Columbia that makes, bakes, grows, raises or wild harvests the products it sells at the Esquimalt Farmers’ Market, all of which products must be grown or processed in British Columbia;
- aa) **“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, and words importing a male or female person includes the opposite gender person or a corporation.

## 2. Membership

### 2.1 Admission to Membership

Membership in the Society is restricted to:

- a) those Persons and Organizations who transition as Members pursuant to section 2.4; and
- b) those Persons and Organizations who subsequently are accepted as Members in accordance with these Bylaws.

### 2.2 Classes of Membership

There will be two (2) classes of Esquimalt Farmers Market Membership. The first class of Esquimalt Farmers Market Membership will be called, Members. The second class of Esquimalt Farmers Market Membership will be called, Vendor Members. Vendor Members are also automatically Members.



### **2.3 Eligibility for Membership**

Subject to the provisions of this section, a Person or Organization may be eligible to be accepted as a Member if they are interested in advancing the purposes and supporting the activities of the Society. Subject to the provisions of this section, a Person or Organization may be eligible to be accepted as a Vendor Member if they are a vendor in the current membership year.

Notwithstanding the foregoing, a Person is not eligible to be accepted as a Member if he or she is:

- a) a contractor for services with the Society with an annual aggregate value of \$10,000 or more; or
- b) the spouse of a Person referred to in either paragraphs (a) or (b), above.

An Organization may be eligible to be accepted as a Member if it:

- c) is a Vendor or non-profit organization;
- d) carries on regular operations in British Columbia; and
- e) is interested in advancing the purposes and supporting the activities of the Society.

### **2.4 Transition of Membership**

On the date these Bylaws come into force:

- a) each Person or Organization that is a member of the Society in good standing and that is eligible for membership under these Bylaws will continue as a Member in the appropriate class as determined by the Board until the conclusion of the current term of membership, unless he or she otherwise ceases to be a Member in accordance with these Bylaws; and
- b) each Person or Organization that is a member of the Society not in good standing or that is ineligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

### **2.5 Application for Membership**

An eligible Person or Organization may apply to the Society to become a 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; and
- c) submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

An eligible Person or Organization may apply to the Society to become a Vendor Member by:

- d) submitting a vendor application and receiving official approval as a vendor, in such a form and manner as may be established by the Society, to the Society;
- e) By submitting payment for applicable fees or dues;
- f) And submitting such information or documentation as the Executive Director may require to confirm eligibility for vendor membership.

### **2.6 Membership Coordinator**

The Board may delegate the review and acceptance of new applications and re-applications for membership to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.



If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

### **2.7 Organization to Appoint Representative**

An Organization admitted as a Member must appoint, by notice in writing delivered to the Society, a Person to be its designated representative and exercise the rights of membership on behalf of the Organization.

An Organization may alter its designated representative at any time by providing notice in writing to the Society with the name and contact information for the new representative. The appointment of a new representative is deemed to revoke the appointment of the previous representative.

### **2.8 Reviewing and Acceptance of Application**

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

The membership coordinator 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.

### **2.9 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.

### **2.10 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.

### **2.11 Membership not Transferable**

Membership is not transferable.

### **2.12 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 2.14.

### **2.13 Renewal and Re-application of Membership**



A Member that continues to be eligible may renew his or her or its membership within thirty (30) days of the conclusion of the last Membership Year in such manner as may be determined by the Board from time to time.

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 2.6.

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.

Re-applications for membership are subject to acceptance by the Board.

#### **2.14 Cessation of Membership**

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

- a) upon the date which is the later of:
  - i. the date of delivering his or her or its resignation in writing to the Secretary or to the Address of the Society; and
  - ii. 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 the date which is ninety (90) days from the date on which such Member ceases to be in good standing;
- d) upon the date such Person or Organization is no longer eligible for membership pursuant to these Bylaws, provided in the case of a Member, it has not been exempted from the eligibility criteria under Bylaw 2.3 by Board Resolution;
- e) upon his or her or its expulsion; or
- f) upon his or her death or, in the case of an Organization, dissolution.

### **3. Membership Rights and Obligations**

#### **3.1 Rights of Members**

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

- 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 nominate eligible Persons for election as a Director, in accordance with these Bylaws;
- e) may serve on committees of the Society, as invited; and
- f) may participate in programs or initiatives of the Society, in accordance with such criteria as may be determined by the Board from time to time.

In addition to any rights conferred by the Act, a Vendor Member in good standing has, in addition to the rights





of a Member, the following rights and privileges of membership:

- a) May nominate eligible Vendors for election as the Vendor Representative, in accordance with these Bylaws;
- b) May vote for the election of Vendor Representative in accordance with these Bylaws.

### **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 of 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**

The Board will, by Board Resolution, determine the dues or fees payable by Members from time to time and in the absence of such determination by the Board, dues are deemed to be nil.

In particular, but not limiting the generality of the foregoing, the Board may determine that:

- a) different dues or fees will apply to different classes of membership;
- b) dues may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

Once determined, dues are deemed to continue each year until altered by Board Resolution.

### **3.4 Standing of Members**

All Members are deemed to be in good standing except:

- a) a Member who has failed to pay such annual 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.
- c) a Vendor Member who has been suspended or expelled from the market by the Executive Director.

### **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 Meetings**

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

### **4.3 Extraordinary General Meetings**

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 18.1, send notice of every General Meeting to:

- a) each Member shown on the register of Members on the date the notice is sent; and
- b) the auditor of the Society, if any is appointed,

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.

### **4.7 Omission**



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 Directors, 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, Directors and the Society's auditor, if any, 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 Registration of Members**

Every Member 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.

### **5.4 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.

### **5.5 Quorum**

A quorum is five (5) members in good standing present on the date of the General Meeting.

### **5.6 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 Members present will constitute a quorum and the meeting may proceed

### **5.7 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.



### **5.8 Chairperson**

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 chairperson 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 Directors present may select one of their number to preside as chairperson at that meeting.

### **5.9 Alternate Chairperson**

If a Person presiding as chairperson of a General Meeting wishes to step down as chairperson 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 Members present at such meeting, he or she may preside as chairperson.

### **5.10 Chairperson 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 chairperson 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.

### **5.11 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.

### **5.12 Notice of Adjustment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

### **5.13 Minutes of General Meetings**

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 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 at 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; or
- b) by written ballot;
- c) by email; or
- d) by electronic meeting 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 Members equal to not less than five (5) 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 Member voted.

### **6.5 Voting by Chairperson**

If the Person presiding as chairperson 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 chairperson who is not the authorized representative of a Member has no vote.

The Person presiding as chairperson 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. Directors**

### **7.1 Management of Property and Affairs**

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

### **7.2 Qualifications of Directors**

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- a) is less than eighteen (18) years of age;
- b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own



affairs;

- c) is an undischarged bankrupt; or
- d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.

### **7.3 Composition of Board**

The Board will be composed of a minimum of five (5) and a maximum of eleven (11) Directors, as follows:

- a) no less than five (5) and no more than eight (8) Persons, as set by Board Resolution, elected by the Members as Directors in accordance with Part 8; of which
  - 1. No more than one (1) Vendor may be elected by the Members as a Director in accordance with Part 8;
- b) up to two (2) Persons appointed as Directors by the Board in accordance with Bylaw 7.5; and
- c) one (1) additional Vendor may be elected as a Vendor Representative by the Vendor Members (as defined in Section 2.2) as a Director in accordance with Part 8.

### **7.4 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

### **7.5 Appointment of Directors**

The Board may, from time to time by Board Resolution, appoint as a Director up to two (2) qualified Persons who have expertise, skills or knowledge that is beneficial to the Board or to the Society (as determined by the Board).

### **7.6 Transition of Directors' Term**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

### **7.7 Term of Directors**

The term of office of Directors will normally be two (2) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.



### **7.8 Consecutive Terms and Term Limits**

Directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

### **7.9 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below five (5), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

### **7.10 Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Person qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

### **7.11 Removal of Director**

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- a) by Special Resolution; or
- b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

### **7.12 Ceasing to be a Director**

A Person will immediately cease to be a Director:

- a) upon the date which is the later of:
  - i. the date of delivering his or her resignation in writing to the President or to the Address of the Society; and
  - ii. the effective date of the resignation stated therein;
- b) upon the expiry of his or her term;
- c) upon the date such Person is no longer qualified pursuant to Bylaw 7.2;



- d) upon his or her removal; or
- e) upon his or her death.

## **8. Nomination and Election of Directors**

### **8.1 Nomination of Directors**

Nominations for election as a Director must be made in accordance with these Bylaws, and such policies and procedures as are established by the Board from time to time.

All nominations are subject to the following rules:

- a) a nomination must be made in writing, in a form established by the Society;
- b) a self-nomination may be made in writing, in a form established by the Society, and the nomination must be signed by a director of the Board;
- c) a Member in good standing may, by its authorized representative, nominate a Person who is affiliated with that Member for election, and the nomination must be signed by the authorized representative of the Member;
- d) an affiliated Person means a director, officer, member or staff person of, or another Person with a clear and direct connection to, the nominating Member;
- e) an Member may not nominate more nominees than the number of Director positions available for election;
- f) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and
- g) nominations will not be permitted from the floor at a General Meeting;
- h) the Board may by Board Resolution, disallow a nomination if, in the reasonable opinion of the board, the nominee is:
  - a. improper or unbecoming for a Director
  - b. is likely to endanger the reputation of hinder the interest of the Society.

### **8.2 Elections Generally**

Directors, other than those appointed in accordance with Bylaw 7.5, will be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these Bylaws and such election policies and procedures as are established by the Board from time to time.

### **8.3 Election at Annual General Meeting**

The election of Directors will normally take place at, or prior to, the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

### **8.4 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 Directors 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.

### **8.5 Election by Secret Ballot**

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot 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 Members in good standing;
- 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 Directors 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.

### **8.6 Nomination 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 Directors 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.

## **9. Powers and Responsibilities of the Board**

### **9.1 Powers of Directors**

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 into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

### **9.2 Duties of Directors**

Pursuant to the Act, every Director 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 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 9.2(a) to 9.2(d), a Director, when exercising the powers and performing the functions of



a Director, must act with a view to the purposes of the Society.

### **9.3 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.

### **9.4 Remuneration of Directors and Officers and Reimbursement of Expenses**

A Director is not entitled to any remuneration for acting as a Director. However, a Director 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.

### **9.5 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 Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of 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.

### **9.6 Invest Advice**

The Directors 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.

### **9.7 Delegation of Investment Authority to Agent**

The Directors 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.

## **10 Proceedings of the Board**

### **10.1 Board Meeting**

Meetings of the Board may be held at any time and place determined by the Board.

### **10.2 Regular Meetings**

The Board may decide to hold regularly 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 Directors, no further notice of those meetings is required to be provided to a Director unless:

- a) that Director 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.

### **10.3 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 Directors.



#### **10.4 Notice of Board Meetings**

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors 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 Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director 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 Director or Directors 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 Directors and other participants (if any) that they may participate by Electronic Means.

#### **10.5 Attendance at Board Meetings**

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

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

#### **10.6 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.

#### **10.7 Quorum**

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

#### **10.8 Director Conflict of Interest**

A Director 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 Directors:

- 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:
  - i. at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - ii. 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 Directors and others, provided that such policies must not contradict the Act or these Bylaws.

#### **10.9 Chairperson of Meeting**

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 chairperson 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 Directors present may choose one of their number to preside as chairperson at that meeting.

#### **10.10 Alternate Chairperson**

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson 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 Directors present at such meeting, he or she may preside as chairperson.

#### **10.11 Chairperson 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 chairperson 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.

#### **10.12 Minutes of Board Meeting**

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

### **11. Decision Making at Meetings**

#### **11.1 Passing Resolution 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.

#### **11.2 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.

#### **11.3 Subject to Vote**



Subject to Bylaw 10.8, 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.

#### **11.4 Procedure for 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 Directors, 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.

### **12. Officers**

#### **12.1 Officers**

The officers of the Society are the President, Vice-President, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. All officers must be Directors.

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

#### **12.2 Election of Officers**

At each meeting of the Board immediately following an annual general meeting, the Board will elect the officers.

#### **12.3 Term of Officer**

The term of office for each officer will be two (2) years, commencing on the date the Director is elected as an officer in accordance with Bylaw 12.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for a maximum of 3 consecutive terms.

#### **12.4 Removal of Officer**

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

#### **12.5 Replacement**

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

#### **12.6 Duties of President**

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



### **12.7 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.

### **12.8 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.

### **12.9 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 Directors, Members and others, when required.

### **12.10 Absence of Secretary at Meeting**

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

### **12.11 Combination of Offices of Secretary and Treasurer**

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.



## **13 Executive Director**

### **13.1 Appointment of Executive Director**

The Board may, by Board Resolution, appoint Executive Directors as it determines necessary from time to time.

The Board is responsible to supervise all Executive Directors in the performance of their duties.

### **13.2 Removal of Executive Director**

A Person may be removed as the Executive Director by Board Resolution.

## **14. Indemnification**

### **14.1 Indemnification of Directors 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.

### **14.2 Purchase of Insurance**

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

## **15. Committees**

### **15.1 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 Directors as it thinks fit.

### **15.2 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.

### **15.3 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.

#### **15.4 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.

### **16. Execution of Instruments**

#### **16.1 Seal**

The Society will not have a corporate seal.

#### **16.2 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) Directors,

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 officers, 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.

#### **16.3 Signing Officers**

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

### **17. Financial Matters and Reporting**

#### **17.1 Accounting Records**

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

#### **17.2 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.

#### **17.3 Restriction of Borrowing Powers**

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

#### **17.4 When Audit is Required**

The Society is not required to be audited. However, the Society will conduct an audit or review of its annual





financial statements if:

- a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

### **17.5 Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

### **17.6 Vacancy of Auditor**

Except as provided in Bylaw 17.7, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

### **17.7 Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

### **17.8 Notice of Appointment**

An auditor will be promptly informed in writing of such appointment or removal.

### **17.9 Auditor's Report**

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

### **17.10 Participation in General Meetings**

The auditor, if any, is entitled in respect of a General Meeting to:

- a) receive every notice relating to a meeting to which a Member is entitled;
- b) attend the meeting; and
- c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

## **18. Notice Generally**

### **18.1 Method of Giving Notice**

Except as otherwise provided in these Bylaws, a notice may be given to a member by:

- a) person;
- b) mail to a registered address; or



c) e-mail.

### **18.2 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.

### **18.3 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.

## **19. Miscellaneous**

### **19.1 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 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 clause was previously unalterable.

### **19.2 Societies Act Transitional Requirement**

The purpose of the society may be pursued in conjunction with other bodies having complementary interests to that of the society. This provision is alterable.