



White Rock Farmers Market  
PO box 75105  
White Rock, BC, V4A 0B1

**ANNUAL GENERAL MEETING AGENDA**  
**7PM AUG 20, 2024**  
VIA ZOOM

<https://us06web.zoom.us/j/88409917624?pwd=rFMkpk2khFrioW4abfw4jV3k0y4Nza.1>

Meeting ID: 884 0991 7624

Passcode: 273321

1. Call to Order
2. Welcome and Introductions
3. Adoption of Agenda
4. Adoption of 2023 AGM Minutes
5. Financial Report
6. President's Report
7. Market Manager Report
8. Election of Directors
9. Bylaw Amendments
10. Adjourn the Meeting

At the end of the meeting, we will open it up to members for any comments and suggestions.

This meeting will be recorded.



# **WHITE ROCK FARMERS MARKET AGM MINUTES**

Date: July 10th, 2023 Time: 7:00 pm

Facilitator: Kristin Brolin

## Board members

Kristin Brolin- President | Dave Watters- Director | Judy Prange- Director | Jennifer Robbins- Director | Karen Kolic- Incoming Treasure | Nancy Wingham-Director | Jackie Christofferson- New Director | Patti -Guest

Time	Item	Participants
7:04	Welcome,	Kristin
#1 Call to Order	Approval of minutes for the AGM	Seconded the meetings by
#2 Approval of minutes	Judy Prange.	
#3 Financials 2023 7:05	AGM • Financial Statements from 2022 brought up- No questions, approved and seconded by Dave Waters and Judy Prange. Recap regarding roll calling for future meetings.	Kristin Dave Watters
#4 Election of New and Current Board Members	• New Board members Elections.	
#5 Introducing New Board members roles.	Introducing Karen Kolic as New Treasurer position. Nancy Wingham as Secretary, and Jackie C. as Vice President. Motioned passed by David Watters and Judy Prange.	Kristin
7:32 #6 New Business	New pricing increase for upcoming season. Motioned by K. K. seconded by Kirstin Brolin.	Kristin Karen
7:35 #7 Open forum	• No Issues brought up at the time	Everyone
7:40 #8 Adjournment	• Meeting Adjourned.	Everyone

**White Rock Farmers Market**  
**Balance Sheet**  
As of December 31, 2022

	2023 Total	2022 Total	2021 Total
<b>Assets</b>			
<b>Current Assets</b>			
<b>Cash and Cash Equivalent</b>			
Outstanding Cheques		\$ -	\$ -
Petty Cash		\$ -	\$ 1.54
Vancity Checking	\$ (0.83)	\$ 5,867.55	\$ 16,310.40
Vancity Savings (coupon account)	\$ 6,108.33		
Vancity Shares	\$ 103.43	\$ 98.56	\$ 93.89
<b>Total Cash and Cash Equivalent</b>	<b>\$ 6,210.93</b>	<b>\$ 5,966.11</b>	<b>\$ 16,405.83</b>
<b>Accounts Receivable (A/R)</b>			
Accounts Receivable (A/R)	\$ 74.27	\$ 1,178.26	\$ 1,178.26
<b>Total Accounts Receivable (A/R)</b>	<b>\$ 74.27</b>	<b>\$ 1,178.26</b>	<b>\$ 1,178.26</b>
Art - Donated	\$ 586.00	\$ 586.00	\$ 586.00
Prepaid expenses		\$ -	\$ 350.00
<b>Total Current Assets</b>	<b>\$ 586.00</b>	<b>\$ 7,730.37</b>	<b>\$ 18,520.09</b>
<b>Total Assets</b>	<b>\$ 6,871.20</b>	<b>\$ 7,730.37</b>	<b>\$ 18,520.09</b>
<b>Liabilities and Equity</b>			
<b>Liabilities</b>			
<b>Current Liabilities</b>			
<b>Accounts Payable (A/P)</b>			
Accounts Payable (A/P)	\$ 252.00	\$ 7,599.00	\$ 9,317.33
<b>Total Accounts Payable (A/P)</b>	<b>\$ 252.00</b>	<b>\$ 7,599.00</b>	<b>\$ 9,317.33</b>
<b>Credit Card</b>			
Vancity Visa	\$ (322.96)	\$ 323.96	\$ 175.88
<b>Total Credit Card</b>	<b>\$ (322.96)</b>	<b>\$ 323.96</b>	<b>\$ 175.88</b>
GST/HST Payable	\$ 8,928.05	\$ 7,597.74	\$ 3,146.19
Managers Fee Payable		\$ -	\$ -
Payroll Deductions and Tax Payable		\$ -	\$ 20.75
Wages Payable		\$ -	\$ 478.78
<b>Total Current Liabilities</b>	<b>\$ 8,857.09</b>	<b>\$ 15,520.70</b>	<b>\$ 13,138.93</b>
<b>Total Liabilities</b>	<b>\$ 8,857.09</b>	<b>\$ 15,520.70</b>	<b>\$ 13,138.93</b>
<b>Equity</b>			
Opening Balance Equity	\$ 12,776.49	\$ 12,776.49	\$ 12,776.49
Retained Earnings	\$ (20,566.82)	\$ (7,395.33)	\$ -
Profit for the year	\$ 5,804.44	\$ (13,171.49)	\$ (7,395.33)
<b>Total Equity</b>	<b>\$ (1,985.89)</b>	<b>\$ (7,790.33)</b>	<b>\$ 5,381.16</b>
<b>Total Liabilities and Equity</b>	<b>\$ 6,871.20</b>	<b>\$ 7,730.37</b>	<b>\$ 18,520.09</b>

## White Rock Farmers Market Profit and Loss

January - December

	2023 Total	2022 Total	2021 Total
<b>INCOME</b>			
BCAFM - Coupon Deposits	\$ 76,200.00	\$ 60,000.00	\$ 34,160.00
BCAFM - Coupon Payouts	\$ (64,033.50)	\$ (60,000.00)	\$ (33,818.00)
BCAFM - Grant			\$ 1,300.00
Interest	\$ 4.87	\$ 4.67	\$ 2.14
Credit Card surcharge	\$ (29.67)	\$ 11.25	
Membership Fees	\$ 8,580.00	\$ 11,425.00	\$ 5,183.67
Sales of Product Inocme			\$ 617.36
Uncategorized Income		\$ 1,444.89	
Vendor Fees Refunded	\$ (3,520.00)	\$ (8,837.10)	\$ (1,538.07)
Vendors Fees	\$ 128,119.50	\$ 131,405.06	\$ 109,247.33
<b>Total Income</b>	<b>\$ 145,321.20</b>	<b>\$ 135,453.77</b>	<b>\$ 115,154.43</b>
<b>GROSS PROFIT</b>	<b>\$ 145,321.20</b>	<b>\$ 135,453.77</b>	<b>\$ 115,154.43</b>
<b>EXPENSES</b>			
GENERAL EXPENSES - Accounting & Bookkeeping	\$ 3,000.46	\$ 2,319.15	\$ 3,279.50
GENERAL EXPENSES - Awards Dinner/Christmas Party		\$ 2,791.01	\$ 1,661.65
GENERAL EXPENSES - Bank charges*	\$ (1,348.36)	\$ 554.41	\$ 204.12
GENERAL EXPENSES - BCAFm Conference		\$ 190.00	
GENERAL EXPENSES - BCAFm Dues	\$ 300.00	\$ 300.00	\$ 300.00
GENERAL EXPENSES - Board Meetings		\$ 214.00	\$ 902.83
GENERAL EXPENSES - Insurance	\$ 749.00	\$ 728.00	\$ 709.00
GENERAL EXPENSES - Legal and professional fees	\$ 3,246.57		\$ 3,473.52
GENERAL EXPENSES - Meals and Entertainment	\$ 6.30	\$ 10.20	\$ 191.58
GENERAL EXPENSES - Penalties and settlements	\$ 210.18		\$ 37.49
GENERAL EXPENSES - Security Deposit**	\$ (2,000.00)	\$ 1,000.00	\$ 1,000.00
MARKET EXPENSES - Advertising	\$ 3,073.90	\$ 6,854.21	\$ 2,569.25
MARKET EXPENSES - Auto	\$ 157.15	\$ 9.21	\$ 34.20
MARKET EXPENSES - Casual Labour	\$ 300.00	\$ 1,890.00	\$ 1,235.80
MARKET EXPENSES - Market Supplies	\$ 2,040.55	\$ 4,198.98	\$ 6,252.86
MARKET EXPENSES - Musicians & Special Events	\$ 4,700.00	\$ 4,200.00	\$ 1,750.00
MARKET EXPENSES - Permits and Fees	\$ 292.16	\$ 285.00	\$ 360.00
MARKET EXPENSES - Storage	\$ 4,200.00	\$ 2,100.00	\$ 1,189.29
MARKET EXPENSES - Strata Utilities	\$ 5,200.00	\$ 4,550.00	\$ 3,900.00
MARKET EXPENSES - Traffic Control	\$ 14,841.43	\$ 21,506.93	\$ 20,757.14
MARKET EXPENSES - Truck	\$ 2,387.66	\$ 2,455.00	\$ 1,425.00
OFFICE EXPENSES - Internet & Web Site Services	\$ 13,897.54	\$ 15,011.54	\$ 2,285.95
OFFICE EXPENSES - Office Supplies	\$ 1,295.53	\$ 939.98	\$ 840.02
OFFICE EXPENSES - PO Box rental	\$ 182.00	\$ 177.00	\$ 173.00
OFFICE EXPENSES - Postage			\$ 22.43
OFFICE EXPENSES - Telephone	\$ 790.37	\$ 774.15	\$ 1,228.17
WAGES - Employer contribution	\$ 2,768.74	\$ 1,459.70	\$ 1,346.51
WAGES - Market Manager Contract	\$ 21,297.50	\$ 33,660.00	\$ 32,670.00
WAGES - Off Season Admin			\$ 3,840.00
WAGES - Staff Wages	\$ 57,339.30	\$ 39,271.39	\$ 28,559.15
WAGES - Training	\$ 479.98	\$ 1,111.38	\$ 279.80
WAGES - Worksafe BC Payments	\$ 102.80	\$ 84.80	\$ 71.50
<b>Total Expenses</b>	<b>\$ 139,510.76</b>	<b>\$ 148,646.04</b>	<b>\$ 122,549.76</b>
<b>OTHER EXPENSES</b>			
Cash short/over	\$ 6.00	\$ (20.78)	
<b>Total Other Expenses</b>	<b>\$ 6.00</b>	<b>\$ (20.78)</b>	
<b>PROFIT</b>	<b>\$ 5,804.44</b>	<b>\$ (13,171.49)</b>	<b>\$ (7,395.33)</b>

notes:

\* Bank charges includes Credit Card Rewards

\*\* security deposits includes repayment from 2022 and 2021



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## **PRESIDENTS REPORT**

### **By Elaine Cheung, Interim President**

Our board has undergone quite a few changes in the past year. I joined the board in February 2024 and was appointed as Interim President at the April 17, 2024, board meeting. We want to extend a big thank you to our past president, Kirsten Brolin, for all her hard work up to that point. We are all immensely grateful for her dedication and contributions.

The board is currently addressing various housekeeping tasks, such as updating our annual reports and signing authorities. We will also be developing budgets, procedural manuals, and a board calendar to ensure the 2025 market year is more organized and runs smoothly. This year, we have migrated our website from Gutesite to WordPress, cleaned up our constitution, and started to streamline our operations.

### **Fundraising and Grants**

As a board, we undertook a fundraising initiative in 2024, raising close to \$11,000 from the business community. We also applied for and received grants from both the City of White Rock and the Peninsula Community Foundation. We continue to have strong support from the community, with attendance ranging from 3,000 to 5,000 people per weekend.

### **Community Relationships**

We continue to maintain close working relationships with the City of White Rock and the Bosa strata. With the opening of Tacofino and Thrifty's in June, we have seen an increase in market attendance.

### **25th Anniversary Celebration**

Our 25<sup>th</sup>-anniversary celebration on July 28<sup>th</sup> was a huge success. The White Rock Mayor and Council attended, cut the ribbon, and shared a few words. The event was well attended, featuring free cake donated by Thrifty's and a raffle draw with over 40 prizes donated by our vendors. A huge shoutout to those vendors for their generous contributions—we couldn't have done it without you.

### **Torchlight Parade**

We also participated in the White Rock Sea Festival's Torchlight Parade. Our board members made a great effort to dress up a pickup truck with a hay bale and had people in vegetable costumes walking and handing out farmers' market shopping bags. Thank you to everyone who helped make these events a great success.



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## **Looking Ahead to 2025**

As we move ahead to 2025, we anticipate smoother operations for our market. May 2025 be bigger and better than ever.



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## Market Manager Report

**Summary:** The White Rock Farmers Market has experienced significant growth and success this year, with an increase in approved vendors, revenue, and visitor attendance. Operational efficiency has improved with the addition of new staff, and community engagement has been strengthened through successful events and partnerships. However, there is a need for additional partners to distribute food coupons and more community engagement ideas to further our impact.

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### Vendor Approvals and Revenue:

- **Approved Vendors:** 219 vendors this year, an increase of 38 vendors over last year's total of 181.
- **Revenue:**
  - 2024 Revenue to date: \$165,232.07, which is an increase of \$20,179.07 over the 2023 year-end revenue of \$145,053.00.
  - Vendor Balance Owing to Date: \$2,773.84, with 5 vendors currently on a payment plan.

### Market Attendance:

- **Visitors:** 57,137 visitors to date, averaging 4,000 per market day.
- **Forecast:** Expected to reach 101,000 visitors by the end of the season, exceeding the 2023 attendance by 6,000 visitors.

### Operating Updates:

- **New Hires:** We have three new hires this year who are enthusiastic and hard-working, assisting vendors with set-up and tear-down. This has resulted in more staff presence throughout the market for vendor assistance and relief, improving overall efficiency in all areas.

### 25th Anniversary:

- The 25th Anniversary was a success with fantastic board participation and great prize donations from vendors.
- Raffle tickets raised \$1,042.00, which will be donated to the Nutritional Food Program for Seniors.





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### **Partner Needs:**

- WRFM needs another partner to distribute food coupons through BCAFM. Currently, we have two partners:
  - Sources/FoodBank: Covers all of White Rock up to 40th Ave in Surrey.
  - Brella: Our partner for seniors, covering about the same area as the food bank.
- We are looking for a non-profit partner that helps single mothers, pregnant women, or possibly feeding youth in sensitive homes, like Alex House. The goal is to not only feed but also teach them working skills at the market.
- More ideas and recommendations are needed.

### **Community Engagement:**

- Create a 'WRFM Annual Customer Appreciation Day' and celebrate it similar to the Anniversary Party. July is a good month for this event.
- Renew existing sponsorships and seek new ones.
- Look into grant options.
- Start the raffle early.

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This report outlines the key updates and areas of focus for the upcoming AGM, highlighting the market's growth, operational improvements, and community engagement initiatives.



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## **Elections of Directors to the Board**

During the upcoming Annual General Meeting (AGM), we will be holding elections for Directors to the Board. We require a minimum of three (3) board members to a maximum of nine (9) board members to govern and manage our organization. Below are the details and procedures for the election process:

### **Nomination Process**

#### **1. Call for Nominations:**

- There are nine (9) director board vacancies to be filled at this year's AGM. Officers will be appointed at the Board meeting immediately following this AGM.

○

#### **2. Nomination Process:**

- To nominate yourself or someone else, please email [board@whiterockfarmersmarket.ca](mailto:board@whiterockfarmersmarket.ca) with the name of the individual to be nominated and a bio of the nominee. Nominations must be submitted no later than 14 days before the AGM, but nominations will also be permitted at the AGM.

#### **3. Eligibility:**

- All nominees must be members in good standing of the organization.
- A non-member interested in advancing the purposes and supporting the activities of the Society
- Is eighteen (18) years of age or older  
Cannot be in an undischarged bankrupt
- Has not been convicted of an offence within the prescribed period for which no pardon has been granted
- Nominees should be committed to the organization's mission and goals and willing to dedicate the necessary time and effort to fulfilling their duties.

### **Candidate Information**

#### **1. Candidate Bios:**

- Each nominee is encouraged to submit a brief biography, including their background and reasons for wanting to join the Board.



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## Election Procedure

1. **Voting:**
  - Elections will be by show of hands at the AGM
  - Each member in good standing is entitled to one vote per open position.
2. **Counting of Votes:**
  - Votes will be counted by show of hands

## Announcement of Results

1. **Results:**
  - The newly elected board members will be announced right after the election process.

## Expectations and Responsibilities

1. **Duties:**
  - Board members are expected to attend regular board meetings, participate in committee work, and support the organization's activities and events.
2. **Orientation:**
  - Newly elected board members will undergo an orientation session to familiarize them with their roles and responsibilities and the organization's policies and procedures.

## Current Candidates:

- **Elaine Cheung** is a White Rock City Councillor and serves on several non-profit boards. She is an award-winning business leader and a committed community advocate. Elaine has extensive experience in event planning, fundraising, and organizational governance. She joined the Farmer's Market Board in February 2024 and has since assumed the role of interim President. Her dedication to fostering community connections and supporting small businesses makes her an ideal candidate for a director of the White Rock Farmers Market.
- **Jackie Christofferson** is a proud resident of White Rock where she resides with her husband Greg and two boys. She has volunteered for the White Rock Farmers Market for the last two years, and currently is the VP. She enjoys supporting her community and small businesses. She assisted in redrafting the



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market's policies, and organized the 25<sup>th</sup> anniversary raffle to spotlight vendors and support the coupon program to feed those in need.

Jackie is a lawyer, and is currently the manager of the RTW Compliance Team at WorkSafeBC. She also volunteers her time on the Board of Governors at Southridge School and is the Chair of the Governance Committee.

- **Karen Kolic** brings over 20 years of expertise in sales and relationship management within the real estate and financial sectors to her role as Treasurer on the White Rock Farmers Market Board of Directors. Karen is completing a 2-year term as Treasurer for the White Rock Farmers Market board. She is currently a key member of the strategic accounts team at Teranet Inc., Karen excels in delivering compelling value propositions to high-level decision-makers across Canada, showcasing Teranet's innovative solutions for property valuation, verification, and analytics.

Her professional journey reflects a deep commitment to fostering mental agility, supporting LGBTQ+ employees, and enhancing time management skills, underscored by her recent LinkedIn certifications. Karen is a dedicated ally, adept in remote teamwork, and driven by a mission to propel growth and innovation. Her extensive background in client experience and finance equips her with a strategic perspective that will be invaluable in her role as Treasurer.

- **Nicole Cormier-Degner** resides in the Elgin area of South Surrey with her husband Ryan and their two children. Originally from the East Coast, she has embraced the West Coast lifestyle for over 30 years. Nicole is a familiar face in the community as a local Realtor with Homelife Benchmark Realty. Her passion for the community and people is evident through her active involvement in various local events. As a dedicated member of the Homelife Community Public Relations team, Nicole has played a key role in organizing community events such as 'White Rocks Coldest Night,' 'Hike for Hospice,' and the 'Sources Summer Clothing Drive.' Most recently, Nicole joined the White Rock Farmers market in February bring new sponsorships and representing the Market at White Rocks Sea Festivals Torchlight parade.

Nicole's strong background in sales equips her with valuable skills in marketing and community engagement, essential for promoting the market and attracting vendors and visitors alike. Her commitment to fostering community spirit and supporting local causes makes her a valuable candidate for the White Rock Farmers Market board.

- **Kelly Husband**



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We encourage all eligible members to consider standing for election and contributing to the leadership and success of our organization. Your participation is crucial in helping us achieve our mission and goals. Thank you for your continued support and commitment.



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## **BYLAW AMENDMENTS**

### **Amendment to Article 13.3: Term of Officer**

#### **Current Article 13.3:**

The term of office for each officer is one (1) year, starting from the date the Director is elected as an officer, as per Bylaw 13.2, and continuing until the first meeting of the Board after the next annual general meeting. Officers can be elected for consecutive terms.

#### **Proposed Amendment:**

To improve the sustainability of the White Rock Farmer's Market (WRFM) administration, the positions of President, Vice President, Secretary, and Treasurer should reflect a two-year term.

#### **New Article 13.3:**

The term of office for each officer will be **two (2)** years, starting from the date the Director is elected as an officer, as per Bylaw 13.2, and continuing until the first meeting of the Board after the next annual general meeting. Officers can be elected for consecutive terms.

*SOCIETIES ACT*

**BYLAWS  
OF THE  
WHITE ROCK FARMERS' MARKET SOCIETY  
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**BYLAWS  
OF THE  
WHITE ROCK FARMERS' MARKET SOCIETY**

**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) **“Area”** means the geographic region in which the Society operates, as determined by Board Resolution from time to time;
- (d) **“Association”** means the BC Association of Farmers' Markets, or the legal successor to that society;
- (e) **“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;
- (f) **“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:
    - (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 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;
- (g) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (h) **“Chair”** means the Person elected to the office of President of the Society in accordance with these Bylaws;
- (i) **“Constitution”** means the constitution of the Society as filed with the Registrar;
- (j) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;

- (k) **“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;
- (l) **“Farmers’ Market”** means a market located in the Area comprised exclusively (100%) of Vendors who grow, make, bake, raise or wild harvest the products they sell, all of which products must be grown or processed in British Columbia, and which prioritize primary producers/farmers and food, all in accordance with applicable policies in effect from time to time;
- (m) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (n) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (o) **“Members”** means those Persons that are, or that subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (p) **“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;
- (q) **“Membership Fee”** means any fee payable by Members, including annual dues or fees, determined by the Board in accordance with Bylaw 4.3;
- (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 voting 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;

- (s) **“Person”** means a natural person and includes a person doing business as a sole proprietor;
- (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 a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (w) **“Society”** means the “White Rock Farmers’ Market Society”;
- (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:
    - (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; [and]
- (y) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;
- (z) **“Vendor”** means a Person located in British Columbia that grows, makes, bakes, raises or wild harvests the products it sells at a Farmers’ Market operated by the Society, all of which products must be grown or processed in British Columbia;
- (aa) **“Vice-Chair”** means a Person 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. RELATIONSHIP WITH BC ASSOCIATION OF FARMERS' MARKETS**

### **2.1. Membership in Association**

As of the date that these Bylaws came into force, the Society is a member of the BC Association of Farmers' Markets. The provisions of this part apply to the Society during any period it is a member of the Association.

### **2.2. Society Duties**

The Society will, at all times:

- (a) comply with the constitution and bylaws of the Association;
- (b) abide by, and not contravene, all policies and procedures established by the Association; and
- (c) support, and not hinder, the purposes, aims and programs of the Association;
- (d) comply with all reasonable requests from the Association with regard to its operations and governance.

### **2.3. Designated Representative**

The Society must, in accordance with the Association's bylaws or policies adopted from time to time, appoint a Person to be the Society's representative with the Association. The Society must provide the name and contact information to the Association in writing.

The designated representative will be the primary contact for the Society with the Association and is the only Person who may exercise the Society's rights of membership in the Association for and on behalf of the Society.

The Society may revoke or alter its designated representative from time to time by notice in writing provided to the Association.

### **2.4. Withdrawal from Membership**

The Society may withdraw from membership in the Association by providing a signed, certified copy of a Board Resolution to the Association, and will cease to have any benefits from the Association from the date of withdrawal.

## **3. MEMBERSHIP**

### **3.1. Membership Class**

There is one (1) class of membership in the Society.

### **3.2. Transition of Membership**

On the date these Bylaws come into force:

- (a) each Person that is a member of the Society and who is eligible for membership under these Bylaws will continue as a Member until the conclusion of the current term of membership, unless sooner ceasing; and
- (b) each Person that is a member of the Society who is not eligible for membership under these Bylaws will be deemed to have resigned from membership effective that date.

### **3.3. Eligibility for Membership**

To be eligible for transition or admission as a Member, one must:

- (a) be a Person, 18 years of age or older;
- (b) be a Person, under 18 years of age, with parental consent;
- (c) be a vendor; and
- (d) be interested in advancing the purposes and supporting the activities of the Society.

In the case of any ambiguity or doubt regarding the eligibility of a Person for membership, such ambiguity or doubt will be resolved by the Board in its discretion and the Board's decision will be final.

### **3.4. Application for Membership**

An eligible Person may apply to the Society to become a Member as follows:

- (a) by submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Society or to an authorized representative of the Society;
- (b) by submitting payment for applicable membership dues or fees, if any; and
- (c) by submitting such information or documentation as the Society may require to confirm eligibility for membership.

### **3.5. Acceptance of Application for Membership**

The Board may, by Board Resolution, accept, postpone or refuse an application for membership. A Person becomes a Member on the date of the Board Resolution or such later date as specified therein.

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. The decision of the Board to refuse membership is final and without appeal. The Board may delegate the review and acceptance of membership applications to a position within the Society, or to a committee, to be carried out in accordance with the policies and procedures established by the Board from time to time, in which case the applicant becomes a member when accepted by the designated position or committee in accordance with those policies.

### **3.6. Transfer and Redesignation of Membership**

Membership is not transferable.

### 3.7. **Term of Membership**

Once accepted as a Member, a Person continues as a Member until the conclusion of the date which is 30 days after the last day of the current Membership Year, unless renewed in accordance with Bylaw 3.9.

### 3.8. **Renewal and Re-application of Membership**

A Member who remains eligible 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 3.4.

A Person 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 3.4. A Person expelled from membership may, unless prohibited by the terms of the expulsion resolution, re-apply for membership in accordance with Bylaw 3.4, subject to the terms of the expulsion resolution and provided that if the expulsion resolution does not restrict re-application, the Person may re-apply for membership after one (1) year from the date of expulsion.

All renewals and re-applications for membership are subject to ongoing eligibility and acceptance by the Society in accordance with Bylaw 3.5.

### 3.9. **Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:
  - (i) the date of delivering his, her or its resignation in writing to the Address of the Society; and
  - (ii) the effective date of the resignation stated thereon;
- (b) upon the date which is 31 days after the last day of the Membership Year, unless renewed;
- (c) upon his, her or its expulsion; or
- (d) upon his or her death.

## 4. **MEMBERSHIP RIGHTS AND OBLIGATIONS**

### 4.1. **Rights of Membership**

In addition to the 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 by the Members;

- (d) to nominate for the election of Directors;
- (e) may be nominated, if eligible, to stand for election as a Director;
- (f) may serve on committees of the Society, as invited;
- (g) may participate in the programs and initiatives of the Society, subject to and in accordance with such criteria as may be determined by the Board from time to time.

#### 4.2. **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 but is suspended from all of the other rights and privileges described in Bylaw 4.1 for so long as he or she remains not in good standing.

#### 4.3. **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.

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

#### 4.4. **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.

#### 4.5. **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) support, and not hinder, the purposes, aims and objects of the Society.

#### 4.6. **Expulsion of Member**

Following an appropriate investigation or review of a Member's conduct or actions, 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 4.5; 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 Board Resolution for expulsion, suspension or discipline is considered by the Board.

#### **4.7. No Distribution of Income to Members**

No part of the income of the Society will be payable to, or otherwise available for the personal benefit of, any Member unless otherwise in accordance with the *Income Tax Act*.

### **5. MEETINGS OF MEMBERS**

#### **5.1. 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.

#### **5.2. Annual General Meetings**

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

#### **5.3. Extraordinary General Meeting**

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

#### **5.4. 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.

#### **5.5. 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;
- (b) each Director, at his or her registered address; and
- (c) 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.

#### **5.6. 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.

#### **5.7. Omission of Notice**

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

### **6. PROCEEDINGS AT GENERAL MEETINGS**

#### **6.1. Business Required at Annual General Meeting**

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

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

#### **6.2. 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.

#### **6.3. Electronic Participation in General Meetings**

The Board may decide, in its discretion, to hold any General Meeting 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.

#### **6.4. 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.

#### **6.5. Quorum**

A quorum at a General Meeting is the greater of five (5) Members in good standing on the date of the meeting.

#### **6.6. 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.

#### **6.7. 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.

#### **6.8. Chair**

The President will, subject to a Board Resolution appointing another Person, preside as chairperson at all General Meetings.

If at any General Meeting the Chair 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.

#### **6.9. Alternate Chair**

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.

#### **6.10. 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 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.

#### **6.11. 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.

#### **6.12. Notice of Adjournment**

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.

#### **6.13. Minutes of General Meetings**

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

### **7. VOTING BY MEMBERS**

#### **7.1. 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.

#### **7.2. Entitlement to Vote**

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

#### **7.3. Voting Methods**

Voting by Members may occur by any one or more of the following methods, at 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 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 Member voted.

#### **7.4. Voting by Chair**

If the Person presiding as chairperson of a General Meeting is 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 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.

#### **7.5. Voting by Proxy**

Voting by proxy is not permitted.

### **8. DIRECTORS**

#### **8.1. 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.

#### **8.2. Composition of Board**

The Board will be composed of a minimum of three (3) and a maximum of nine (9) Directors, which number may be set within that range by Board Resolution, each of whom will be elected or appointed in accordance with these Bylaws. The Board composition shall not include operational onsite staff.

#### **8.3. 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.

#### **8.4. 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.

#### **8.5. Transition of Directors' Terms**

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 not be counted towards the term limits set out below.

#### **8.6. 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 two (2) 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.

#### **8.7. 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 three (3), 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.

#### **8.8. Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, or if less than the required number of Directors are elected, the Board, by Board Resolution, may appoint a Person qualified in accordance with Bylaw 8.4 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.

#### **8.9. 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.

#### **8.10. Ceasing to be a Director**

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
  - (1) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
  - (2) 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 8.4;
- (d) upon his or her removal; or
- (e) upon his or her death.

### **9. NOMINATION AND ELECTION OF DIRECTORS**

#### **9.1. 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 either verbally or in writing by a Member;
- (b) a Member may nominate him or herself;
- (c) a Member may nominate a non-Member interested in advancing the purposes and supporting the activities of the Society
- (d) a Member may not nominate more nominees than the number of positions available for election, and may not nominate more than one (1) nominee for each available position; and;
- (e) nominations will be permitted from the floor at a General Meeting.

## 9.2. **Elections Generally**

Directors 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.

## 9.3. **Election at Annual General Meeting**

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

## 9.4. **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.

## 9.5. **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, 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 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 Chair 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.



## 9.6. **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.

## 10. **POWERS AND RESPONSIBILITIES OF THE BOARD**

### 10.1. **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.

### 10.2. **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; and
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 10.2(a) to 10.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 10.2(a) to 10.2(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.

### 10.3. **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, or the constitution, bylaws or policies of the Association.

### 10.4. **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.

#### **10.5. 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.

#### **10.6. Investment 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.

#### **10.7. 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.

### **11. PROCEEDINGS OF THE BOARD**

#### **11.1. Board Meetings**

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

#### **11.2. 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.

#### **11.3. Ad Hoc Meetings**

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

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

#### **11.4. 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.

#### **11.5. 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.

#### **11.6. 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.

#### **11.7. Quorum**

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

#### **11.8. 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:
  - (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 Directors and others, provided that such policies must not contradict the Act or these Bylaws.

#### **11.9. Chair of Meetings**

The 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 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.

#### **11.10. Alternate Chair**

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.

#### **11.11. President 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.

#### **11.12. 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.

### **12. DECISION MAKING AT BOARD MEETINGS**

#### **12.1. 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.

#### **12.2. 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.

### 12.3. Entitlement to Vote

Subject to Bylaw 11.8, 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.

### 12.4. 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 Chair:

- (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.

## 13. OFFICERS

### 13.1. 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.

### 13.2. Election of Officers

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

### 13.3. Term of Officer

The term of office for each officer will be one (1) year, commencing on the date the Director is elected as an officer in accordance with Bylaw 13.2 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 consecutive terms.

### 13.4. Removal of Officers

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

### 13.5. **Replacement**

Should the Chair 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.

### 13.6. **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.

### 13.7. **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.

### 13.8. **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.

### 13.9. **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.

### 13.10. **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.

### 13.11. **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 SecretaryTreasurer.

## **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 will 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, working group or task force, it must establish terms of reference for such body. 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 by the same rules set out in these Bylaws governing proceedings of the Board, with such changes as are necessary in the context.

### **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. FISCAL YEAR END**

The Fiscal year end for the Society will be each December 31.

#### **17.2. Accounting Records**

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

#### **17.3. When Audit 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 an audit or review engagement by Ordinary Resolution,

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

#### **17.4. Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit or review engagement, 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.

#### **17.5. Vacancy in 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.

#### **17.6. Removal of Auditor**

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

#### **17.7. Notice of Appointment**

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

#### **17.8. 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.

#### **17.9. 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) 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 or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

### **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**

In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of debts and liabilities, shall be returned to the members.

### **19.2. 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 Director 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 documents and records of the Society set out in the act for the inspection of members, at the Address of the Society during the Society's normal business hours.

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.

**19.3. Right to become Member of other Society**

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

**20. BYLAWS**

**20.1. 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.

**20.2. Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

**20.3. 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 ADOPTED BY SPECIAL RESOLUTION DATED MARCH 18, 2019.