

# **BY-LAWS OF THE ALBERTA FARMERS' MARKET ASSOCIATION**

## **ARTICLE 1. – DEFINITIONS AND INTERPRETATION**

- 1.1. DEFINITIONS** In this Bylaw unless the context otherwise requires
- (a) “Act” means the Societies Act (Alberta);
  - (b) “Alberta Public Market” means a multi-vendor organization operating outside the Alberta Approved Farmers’ Market Program whose vendors sell new products only that are primarily agricultural, agri-food and artisan craft products which such vendors have made, baked or grown primarily in Alberta;
  - (c) “Approved Farmers’ Market” means a multi-vendor organization in which at least 80% of the vendors sell products that such vendors have made, baked or grown within Alberta and which is currently recognized by the Department as either a “full” or “conditional” status Farmers’ Market;
  - (d) “Board”, “Board of Directors”, and “Directors” means the directors of the Society;
  - (e) “By-laws” means any By-law of the Society from time to time in force and effect;
  - (f) “Department” means Alberta Agriculture and Rural Development or such other department or agency of the government of Alberta as might be charged with administration of the Alberta Approved Farmers’ Market Program;
  - (g) “Mail” means any form of mail including postal mail, facsimile, or other means of electronic communication;
  - (h) “Program” means the Alberta Approved Farmers’ Market Program presently administered by the *Department*;
  - (i) “Society” means the Alberta Farmers’ Market Association;
  - (j) “in writing” and “written” includes printing and other modes of representing or reproducing words in visible form;
  - (k) “Regulation” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution any reference in the By-laws of the Society to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.
- 1.2 INTERPRETATION** This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:
- (a) All terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
  - (b) “person” shall include any person over the age of 18 years residing in Alberta; an unincorporated body; a society formed under the Act; a society incorporated under the Agricultural Societies Act; a corporation; or other body corporate;
  - (c) The headings used throughout this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions;

- (d) Words importing the masculine gender shall include the feminine and words importing persons shall include corporations and companies;
- (e) Words importing the singular number shall include the plural number and vice versa.

## **ARTICLE 2. - MEMBERSHIP**

### **2.1 CLASSES OF MEMBERSHIP**

Membership in the Society shall consist of Alberta Approved Farmers' Markets, Vendors who sell through at least one Alberta Approved Farmers' Markets and/or Individuals, and Corporations/Associations.

### **2.2. MEMBERSHIP ELIGIBILITY**

(a) Any:

- (i) Alberta Approved Farmers' Market; or
- (ii) Vendor who sells through at least one Alberta Approved Farmers' Market; and/or
- (iii) Individual who supports the aims and objectives of the Society; or
- (iv) Corporation or association that supports the aims and objectives of the Society

is eligible to be a Member of the Society.

### **2.3 APPROVAL OF MEMBERSHIP**

All applications may be subject to approval by the Board of Directors and shall be accompanied by the prescribed membership fee, which shall be returned if the application is refused.

### **2.4 MEMBERSHIP FEES**

Membership fees in the Society shall be reviewed on an annual basis by the Board of Directors and, once paid, are non-refundable. Membership in the Society runs from March 1st to February 28th the following year.

### **2.5 TERMINATION OR SUSPENSION OF, AND EXPULSION FROM MEMBERSHIP**

Any member wishing to withdraw from membership may do so upon notice in writing to the Board.

If a member:

- (a) is in arrears for any fees or assessments for more than 30 days; or
- (b) ceases to support the aims and objectives of the Society; or

such member shall, automatically and without more, stand suspended and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

Any member, upon a two-thirds (2/3) majority vote of the Board, may be expelled from membership for any cause that the Board deems reasonable; provided always that the

member affected shall be given written notice of the intended action, and be entitled to address the meeting of the Board at which the decision is made.

Any member expelled from membership as set out above shall be entitled to appeal that decision to a full meeting of the membership. The membership may confirm, vary or reject the decision of the Board.

## **2.6 APPOINTMENT OF REPRESENTATIVES**

All members who are not individuals shall be required to, appoint an individual to represent it at all meetings of the Society, hereinafter referred to as the member's representative.

The name of the individual, any limitations or instructions as to the duration of the appointment, the manner of voting, or changes to such duration, must be submitted to the Board, in writing, not less than fourteen (14) days prior to the date of any meeting. The Society shall be entitled to refuse recognition of any individual not so appointed and shall be under no obligation to any member in respect of lack of or defective notice of appointment.

## **2.7 VOTING PRIVILEGES**

Any member or member's representative thereof who has not withdrawn from membership nor has been suspended or expelled as herein provided shall have a right to vote at any meeting of the Society. Corporate or associate members do not have the right to vote at any meeting of the Society.

# **ARTICLE 3. - BOARD OF DIRECTORS**

## **3.1 FORMATION OF THE BOARD**

The Board shall be made up of ten (10) members elected by the general membership.

## **3.2 TERM OF OFFICE**

Directors will be elected at the Annual General Meeting and shall hold office for a two (2) year term, with the exception that at the first annual meeting held following the formation of the Society three (3) directors shall be elected for a one (1) year term. No individual shall be entitled to serve more than three (3) consecutive terms.

Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Society may deem reasonable.

## **3.3. PROVISIONAL DIRECTORS**

The applicants for incorporation shall become the first directors of the Society whose term of office on the Board of Directors shall continue until their successors are elected. At the first meeting of members, the Board of Directors then elected shall replace the provisional directors named in the application for incorporation.

## **3.4 EX-OFFICIO MEMBERS OF THE BOARD**

A representative of the Department or other representatives of the government of the Province of Alberta may be ex-officio members of the Board to advise the Board as appropriate, but without voting privileges.

**3.5 EXPIRY OF TERM AND VACATION OF OFFICE**

The term of office for each Director, elected for a two year term, shall expire at the close of the Annual General Meeting held during the second year following their election.

**3.6 REMUNERATION OF DIRECTORS**

Directors, officers, members of committees and ex-officio members of the Board shall serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties, upon presentation of receipts verifying such expenditures.

**3.7 VACATION OF OFFICE**

The office of a director shall ipso facto be vacated if the director:

- (a) is found to be mentally incompetent or becomes of unsound mind;
- (b) by notice in writing to the Society resigns office, which resignation shall be effective at the time that it is received by the Society or at the time specified in the notice, whichever is later;
- (c) whose annual membership fees remain outstanding; or
- (d) is removed from office by a majority vote of the Board, or the Members of the Society at a duly constituted meeting, for any cause that the Board or the membership deems reasonable.

**3.8 FILLING VACANCIES**

Subject to the provisions of section 3.1 of this By-law any vacancy occurring in the Board may be filled until the next Annual General Meeting by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office. But if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default if there are no directors then in office, the meeting may be called by any member. Otherwise such vacancy shall be filled at the next Annual General Meeting at which directors for the ensuing year are elected.

**3.9 POWERS OF THE BOARD**

The Board shall, subject to the By-laws or directions given to it by a majority vote at any properly called and constituted meeting of the Society, have full control and management of the affairs of the Society and may appoint such officers and staff as might be required to manage the affairs of the Society.

**3.10 MEETINGS OF THE BOARD**

Meetings of the Board shall be held as often as required and shall be called by the President. A special meeting may be called by any two members of the Board, provided that they request the President in writing to call such meeting and state the business to be brought before such meeting.

**3.11 COMMITTEES OF THE BOARD**

The directors may appoint one or more other committees of directors, however designated, and delegate to such committees any of the powers of the directors except those which, under the Act, a committee of directors has no authority to exercise.

### **3.11.1 STANDING COMMITTEES**

There will be five Standing Committees of the Board, those being the Finance, Membership, Nominations, Resolutions and Communications Committees.

1. The **Finance Committee** shall be involved in identifying program and research grants to create financial security for the organization.
2. The **Membership Committee** shall recommend membership policy and membership pricing/fees to increase growth in AFMA membership.
3. The **Nominations Committee** shall provide a slate of nominees to stand for election at the Annual General Meeting of the Society. Nominations will be accepted from the floor at a general meeting of the membership.
4. The **Resolutions Committee** shall be responsible for addressing by-law issues at the request of the Board, for presentation to the membership at the Annual General Meeting.
5. The **Programs and Services Committee** shall provide direction to all external organizational communications such as newsletters, magazines, web-site, and so on.

### **3.12 CALLING OF BOARD MEETINGS**

Meetings of the Board shall be called by such notice period as the Board unanimously agree upon;

That 50% + 1 Board members constitute a quorum and all questions shall be decided by a majority of votes cast determined by a show of hands, ballot or as otherwise agreed;

That in the event of a tie, the motion is defeated.

### **3.13 ADJOURNMENT OF BOARD MEETINGS**

Any meeting of the Board may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the original meeting shall be deemed to have been terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **3.14 TELEPHONE PARTICIPATION**

A director may participate in a meeting of the directors or of a committee of the directors by means of such telecommunication.

**3.15 VALIDITY OF ACTS**

All acts done at any meeting of the directors, or of a committee of directors or by any person acting as a director shall, notwithstanding that it may later be discovered that there was some defect in the appointment of such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had duly appointed and was qualified.

**3.16 CONFLICTS OF INTEREST**

Every director of the Society who is in any way, directly or indirectly, interested in a contract or proposed contract with the Society or who possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his duties or interests as a director of the Society shall, in writing, disclose to the President the fact and nature and the extent of the conflict. The Board of Directors shall thereupon, in the absence of the director who has so declared the conflict, determine whether such director should participate in the discussion and vote in respect of the matter giving rise to the declared conflict.

**ARTICLE 4. – MEETINGS OF MEMBERS**

**4.1 ANNUAL GENERAL MEETINGS**

The Annual General Meeting shall be held each year within ninety (90) days following the end of the Society's Fiscal Year at the time and place within Alberta determined by the Directors.

**4.2 AGENDA FOR EACH ANNUAL GENERAL MEETING**

The agenda for each Annual General Meeting shall include:

- a) A report of the activities of the Society for the previous year;
- b) Consideration of the financial statements and auditors report;
- c) Election of directors;
- d) Appointment of auditors for the ensuing year; and
- e) Other business as might be required.

#### **4.3 SPECIAL MEETINGS**

The directors may call a special meeting of members at any time, and shall call a special meeting at the request of at least thirty (30%) percent of the Members. The quorum for a special meeting shall be fifteen (15) Members personally present, being Market Member representatives, or Vendor or Individual Members. The Members present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of a special meeting, the Members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **4.4 PERSONS ENTITLED TO BE PRESENT**

All meetings of the general membership shall be open to the general public unless otherwise decided by ordinary resolution.

#### **4.5 NOTICE OF MEETINGS**

Notice of the time and place of each meeting of members shall be in writing sent to each member by mail to the last known address of each member not less than thirty (30) or more than fifty (50) days before the date on which the meeting is to be held, to each Director, the auditors and to each member of the Society.

Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditors' report, election of directors and re-appointment of the incumbent auditors shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.

#### **4.6 CHAIRMAN, SECRETARY AND SCRUTINEER**

The President of the Society shall preside over meetings of the members, or in that person's absence the Vice-President. If no such person is present within fifteen (15) minutes from the time fixed for holding the meeting, the members and member's representatives present and entitled to vote shall choose one (1) of their number to preside. If the Secretary of the Society is absent, the person presiding shall appoint some person, who need not be a member to act as Secretary of the meeting. One (1) or more scrutineers, who need not be members, may be appointed by ordinary resolution of the members or by the person presiding with the consent of the meeting.

#### **4.7 QUORUM OF ANNUAL GENERAL MEETING**

The quorum for an annual general meeting shall be fifteen (15) Members personally present, being Market Members or Vendor or Individual Members or their representatives. The Members or their representatives present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of Members, the Members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **4.8 VOTING AND VOTES TO GOVERN**

At any meeting of Members every question shall, unless otherwise required by the Articles or By-laws or By-law, be determined by the majority of the votes cast on the question. In the case of an equality of votes either upon a show of hands or upon a ballot, the motion is defeated.

#### **4.9 SHOW OF HANDS**

Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded. Upon a show of hands every Member who is present or represented is entitled to one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the person presiding over the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question. The result of the vote so taken shall be the decision of the Members upon the said question, unless a ballot is demanded or required immediately after the show of hands.

#### **4.10 BALLOTS**

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member who is present or represented may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the person presiding shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each Member who is present or represented shall be entitled to one (1) vote upon the question, and the result of the ballot so taken as reported on by the scrutineers (if they have been appointed) shall be the decision of the Members upon the said question.

#### **4.11 ADJOURNMENT**

If a meeting of members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting other than by announcement at the earlier meeting that is adjourned.

### **ARTICLE 5. – FINANCES**

#### **5.1 FISCAL YEAR**

The Society's fiscal year shall commence January 1 and end December 31.

#### **5.2 MANAGEMENT OF FUNDS**

The Society shall maintain its funds with such banks, trust companies, treasury branches or other corporate bodies or organizations as may from time to time be designated by or under the authority of the directors. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the directors may from time to time prescribe or authorize.

Cheques to disburse the funds of the Society shall bear the signature of two of the directors or officers of the Society as approved by the Board.

#### **5.3 BORROWING POWERS**

For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall only be exercised under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.



**5.4 AUDITOR**

During its first year of operation and immediately following a fiscal year in which the revenues of the Society exceed \$25,000 per annum the books, accounts and records of the Society shall be audited by a duly qualified accountant. Should the revenues of the Society for the immediately preceding fiscal year not exceed \$25,000 the books and records of the Society may be audited by a certified bookkeeper or by two members of the Society, who are not concurrently serving as directors or officers of the Society. The auditor for the ensuing year will be appointed at the annual general meeting.

**ARTICLE 6. – EXECUTIVE DIRECTORS**

**6.1 ELECTION OF EXECUTIVE**

At the first meeting of the Board following the election of directors the Board shall select a President, a Vice-President, and a Secretary, Treasurer or a Secretary/Treasurer by ordinary resolution.

**6.2 PRESIDENT**

The President shall be an ex-officio member of all committees of the Board. When present the President shall preside at all meetings of the Society and the Board. The President shall be the chief operating officer of the Society, shall (subject to the authority of the directors) have general supervision of the business of the Society (including the authority to employ or discharge agents and employees of the Society) and shall have such other duties and powers as the directors may specify and delegate. The President shall at all reasonable times give to the directors, or any of them, all information they may require regarding the affairs of the Society.

**6.3 VICE-PRESIDENT**

The Vice-President shall have such duties and powers as the directors may specify and delegate.

**6.4 SECRETARY, TREASURER OR SECRETARY/TREASURER**

The Secretary, as and when requested to do so, shall attend and be the secretary of all meetings of the directors, committees of the directors and members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat, shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of directors, and shall have such other powers and duties as the directors may specify and delegate. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Society and of all books, papers, records, documents and instruments belonging to the Society, except when some other officer or agent has been appointed for that purpose, and shall have such other duties and powers as the directors may specify and delegate. The Secretary shall at all reasonable times exhibit his records to any director.

The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the books and records, deposit of money, the safekeeping of securities and the disbursement of funds of the Society, shall render to the directors whenever required an account of all his transactions as Treasurer and of the financial position of the Society, and shall have such other duties and powers as the directors may specify and delegate.

The Secretary/Treasurer's role, when combined, shall consist of each of the duties listed for the Secretary and for the Treasurer.

The books and records of the society may be inspected by any member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having the charge of same. Each member of the board shall at all times have access to such books and records.

## **ARTICLE 7. – GENERAL PROVISIONS**

### **7.1 RULES OF ORDER**

All meetings of the Society and of the Board shall be conducted as agreed; failing agreement the procedure set out in Robert's Rules of Order shall be followed.

### **7.2 AMENDMENTS**

These by-laws shall not be rescinded, altered or added to except by special resolution of the Society. No rescission or alteration of or addition to these by-laws has effect until it has been registered with the registrar as defined in the Act.

## **ARTICLE 8. – DISSOLUTION**

### **8.1 DISSOLUTION**

In the event that the Society is to be dissolved all of its remaining property, after payment of expenses, shall be given to a registered charity or other registered society chosen by ordinary resolution of the Board.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.  
(To be signed by 50% +1 standing board members before a witness)

#### **Amendments:**

January 9, 1996 Article 5.1 (Fiscal Year) amended at Annual General Meeting.

January 25, 2005 Articles 2.2, 3.1(a) (b) (c), 6.4 and 6.5 amended at Annual General Meeting.

January 24, 2007 Preamble, Articles 1.1 (g), 1.2 (c) (d), 2.1, 2.2, 2.3, 2.4, 2.5, 2.7, 3.1, 3.7 (f) (g), 3.12, 3.15, 4.4,4.5,4.7,4.8, 4.9, 4.10, 5.2, 5.3, 6.1

February 18, 2009: Articles amended: 6.3, 6.5, 3.2 Article added: 3.11.1

February 5, 2015: Articles amended: 1.1(b) (c) (f) (g) (h) (j), 1.2(a), 2.1, 2.2(a), 2.5(a) (c), 2.6, 2.7(a) (b), 3.1, 3.2, 3.4, 3.5, 3.6, 3.7(a) (b) (e) (f), 3.8, 3.11.1, 3.12, 3.13, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.10, 5.2, 6.1, 6.3, 6.4, 6.5

March 2, 2017: Articles amended: 3.12, 5.1, added to: 3.14, 5.4

February 22, 2018: Articles amended 2.7, 3.11.1(3)