

We hereby declare that we desire to have a society incorporated under the Societies Act and that

### **CONSTITUTION**

- 1) The name of the Society is: Yellowknife Farmers Market
- 2) The objectives of the Society are:
  - To facilitate the Yellowknife Farmers Market
  - To support food based economic development
  - To support the development of local food systems
- 3) The operations of the Society are to be chiefly carried on in:

*(Name of the community )* Yellowknife

## Bylaws

These are the bylaws of the Yellowknife Farmers Market

### 1. Definitions

In these by-laws the following expressions mean:

**The Board:** The Yellowknife Farmers Market Board of Directors

**The vendor member:** A person, a company, a cooperative or a society that makes use of the services provided by the society to sell its goods and/ or services on a permanent full-time basis.

**The support member:** A person, a company, a cooperative or a society that has an economic or social interest in the achievement of the society's objectives. This may include non-permanent vendors.

2. **Terms of Admission:** All individuals are eligible for admission to membership in the Society on payment of the membership fee.
3. **Rights of Members:** All members of the Society will have the right to take part in all activities and to use all facilities established by the Society for the promotion of its objectives, subject to availability and such regulations and payment of such additional fees as the directors may from time to time prescribe for specific activities.
4. **Obligations of Members:** Each member must pay an annual membership fee at such time and in such amount as is determined by the directors.
5. **Withdrawal and Expulsion of Members:**
  - a) Any member may withdraw from membership in the Society by notice in writing to the Secretary.
  - b) Any member whose conduct is considered detrimental to the Society or who is more than thirty days in default in paying annual dues may be expelled by a resolution passed by a majority of the directors of the Society.
6. **Meetings:**
  - a) An annual general meeting of the Society must be held at least 31 days after the fiscal year of December 31<sup>st</sup> of every year.
  - b) General meetings of the Society are held at the call of the President.
  - c) Any ten members may call a special meeting by presenting a signed request to the President, who must call a meeting within fifteen days after receipt of such request.
  - d) Notice of any general or special meeting must be given at least seven days prior to the date set for the meeting by the posting of notices of such meetings at conspicuous points throughout the area of operations and/or by publication in a newspaper of general circulation, email, such notice to set forth the time, place and business to be transacted at such meeting.

The decisions that are taken at a general meeting cannot be rescinded under the pretext that members did not receive or read the meeting notice.

- e) By exception, the required notice period will be reduced to 3 hours for an emergency in the case of an emergency meeting, the board members will be notified by telephone/ text/ or email.
- f) If the President or Vice-President is not present at a meeting, the meeting will elect a Chairman for the purposes of that meeting only.
- g) At any annual, general , or special meeting of the association, four members or 10% of the members, whichever is greater, shall constitute a quorum, but in no case shall the number of members which constitute a quorum be less than the number of directors plus four.
- h) Each member is entitled to one vote on any motion or resolution at all meetings.
- i) Voting takes place by a show of hands, unless a majority of the members present at the meeting decide to do otherwise.
- j) A member might vote by proxy. A member can only represent one other member through proxy.
- k) Corporate entities shall be allowed a single vote, unless more than one membership has been paid.

#### **7. Directors:**

- a) Until the first annual general meeting, the subscribers to the Application and Bylaws are the directors of the Society.
- b) The board shall consist of between three to seven directors elected from among the members of the Society at the first and each subsequent annual general meeting.
- c) In order to form the Board, the members of the society are distributed into two groups corresponding to the two groups of membership described in article 1. Each of these groups has the right to elect the following number of directors:

Vendor Members: 3 directors

Support Members: 4 directors

- d) The directors may appoint chairpersons to head necessary committees who are responsible to the directors and who will hold the designated offices until the next annual general meeting.
- e) If a director resigns from their position any member of the Society may apply to fill the vacancy in the Board of Directors numbers. A special board meeting will be convened and the directors will vote to either accept or reject a member's application. Any director so appointed holds office for the unexpired portion of the term of the director he or she replaces.
- f) The directors are responsible for conducting the affairs of the Society in accordance with its objects, bylaws and the *Societies Act*.
- g) A majority of directors will constitute a quorum at any director's meeting.
- h) Any director may be expelled by a 2/3 majority vote of directors for proven dishonesty, or for gross misconduct, or for failing or refusing to carry out his or her duties as a director as provided in these Bylaws.

- i) Directors or other officers will be paid travelling and living allowances to compensate them for expenses incurred by them in the conduct of their duties, and such other remuneration as is established by the members at the annual general meeting.
- j) The directors must from their own number at their first meeting after incorporation and at their first meeting after the annual general meeting, elect a President, Vice President, Secretary, Treasurer and such other officers as are deemed necessary.
- k) A director's term of office is three years. Directors shall only hold three consecutive terms of office.
- l) Director rotational procedure
  - i. During the first three years of the society's existence, the directors terms of office are as follows: one position will come up for election after the first year; three positions after the second year, and the last three positions after the third year.
  - ii. A random draw will be held to decide which position will come up for election after the first and second year.
  - iii. The directors elected after this will have three – year terms.
- m) Procedures for director nominations and elections

The society's president and one other director are the election president and secretary unless they are up for election themselves.

- i. The assembly appoints two returning officers and if necessary an election president and secretary; by agreeing to act in this capacity, these persons agree not to be nominated.
- ii. The election president reads the names of the directors whose mandates are ending and indicates to which group they belong.
- iii. If need be, the president will announce the positions that remain to be filled on the board of directors.
- iv. The president then informs the assembly of the following:
  - 1.1 Directors whose mandates are finishing are eligible for re-election
  - 1.2 As soon as they are nominated, the president makes sure that each candidate accepts the nomination. Any refusal automatically eliminates that candidate.
  - 1.3 Candidacy nominations for each group will only end after an uncontested motion to do so has been duly accepted
  - 1.4 There will be an election if there are more candidates than positions available. If the number of candidates is equal to the number of positions, the candidates will be elected by acclamation. If a group's numbers of candidates is less than the number of positions, the Board will have to nominate a candidate from the group in question as soon as possible after taking office.
  - 1.5 If an election is held, it will be by secret ballot. A ballot is given to each member who then writes the names of the candidates s/he has selected.
  - 1.6 The returning officers count the ballots and present the results to the election president.

- 1.7 For each position with a vacancy, the president will declare the candidate that obtained the most votes to be elected, without revealing the number of votes obtained by each candidate.
- 1.8 In the advent that a group's last available position results in a tied vote, another vote will be held with only the tied candidates in the running.
- 1.9 The director will be chosen by random draw, if there still exists a tie after the second ballot.
- 1.10 If a minimum of one third of the members from the group in question that are present at the meeting request it, a recount will be held. In the event, the candidates involved will witness the recount.

- n) The President or Vice President presides at all meetings of the members and of the directors. The President is responsible for the general management and supervision of the affairs and operations of the Society.
- o) The Secretary is responsible for the preparation and custody of minutes, and other society books and records, providing notices of all meetings of members and all meetings of directors, and is responsible for the general management and supervision of the affairs and operations of the Society.
- p) The Treasurer is responsible for keeping full and accurate accounts of all receipts and disbursements of the Society.
- q) The Vice President is responsible for exercising the duties and powers of the President, Secretary and Treasurer in their respective absences.

## **8. Board Meetings**

- a) The Board shall meet as often as required by the interests of the society.
- b) The quorum necessary for the transactions of business by the directors at a regular or special meeting is a majority of the directors.
- c) The directors shall meet at least once every three months.
- d) All acts that were approved, or all resolutions that were adopted during any Board meeting is deemed to be proper and valid. Amendments to the Constitution and/or by-laws must be submitted and filed in accordance with the *Societies Act* of the NWT.

- 9. Borrowing Powers:** The directors may, by a 2/3 majority vote, borrow funds for capital expenditures and for the current operations of the Society in such a manner as they see fit, including the issue of debentures, except that in no case may debentures be issued except pursuant to an extraordinary resolution.

## **10. Disposal of Funds:**

- a) All monies received by or on behalf of the Society must be deposited in the Society's bank account in trust for the Society, which account must be with one of the chartered banks of Canada.
- b) All disbursements from the trust bank account must be made by cheques signed by the President or Vice President, and the Treasurer, or in any of their absences, by some other director appointed by the resolution of the directors. That is, there must be two signatories on the cheque before the funds shall be released.

**11. Auditor:**

- a) At the annual general meeting an auditor may be elected for the ensuing year.
- b) At each annual general meeting an annual financial statement containing:
  - i. The assets and liabilities of the Society in the form of a balance sheet, and
  - ii. Receipts and disbursements of the Society since the date of the incorporation or the date of the previous financial statement

And signed by the auditor, or by two directors if there is no auditor, must be presented for the inspection of the members.

**12. Seal and Signing Authority:**

- a) If using a seal, the seal of the Society must include the name of the society in a circle around the word "SEAL".
- b) The seal must be kept in the custody of the Secretary and may not be affixed to any instrument or document except by authority of a resolution of the directors, and in the presence of the Secretary and at least one other director.
- c) The Secretary and at least one other director have the authority to sign instruments or documents on behalf of the Society.

**13. Minutes of Meetings, Books and Records:** All books and records of the Society must be open to the inspection of the members at each annual general meeting.

**14. Fiscal Year:** The fiscal year of the Society ends on the 31<sup>st</sup> December (month) of each year.

**15. Distribution of Assets:** The Society may not distribute any part of its income to any of its members. This does not preclude the payment of reasonable salaries or employee benefits, nor does it preclude the reimbursement of reasonable out-of-pocket expenses. On a winding – up of the Society, all remaining assets must be distributed among Canadian charities registered pursuant to the *Income Tax Act*.

**16. Arbitration:** Any dispute arising in the circumstances set out in section 7 of the *Societies Act* must be decided by arbitration under the *Arbitration Act*.