



## CHARLOTTETOWN FARMERS' MARKET COOPERATIVE LTD

### BYLAWS

Approved by the Membership – May 28, 2018

(ALL PREVIOUS VERSIONS ARE INACCURATE)

**Contents**

- 1. Definitions ..... 1.
- 2. Articles of Incorporation ..... 2.
- 3. Membership ..... 2.
- 4. Financial..... 3.
- 5. Member Meetings and Decision Making ..... 4.
- 6. Board of Directors ..... 5.
- 7. Bylaws..... 6.
- SCHEDULE A – Membership Fees ..... 7.

## 1. DEFINITIONS

- 1.1. "Act" means the Prince Edward Island Co-operative Associations Act;
- 1.2. "Cooperative" as defined in the Co-Operative Associations Act and as applied to a not-for-profit means carrying on of an enterprise organized, operated and administered in accordance with the following principles and methods:
  - each member has only one vote,
  - no member may vote by proxy,
  - the enterprise is operated as nearly as possible at cost after providing for reasonable reserves and the payment of crediting of interest loan capital, and
  - any surplus funds arising from the business of the organization, after providing for such reasonable reserves, unless used to maintain or improve services of the organization for its members or the propagation of co-operative principles, are distributed in whole or in part for community welfare;
- 1.3. "Market" means the Charlottetown Farmers' Market Cooperative Association Limited;
- 1.4. "Regulations" means the Regulations of the Act;
- 1.5. Resolutions:
  - "Extraordinary resolution" as defined in the Co-Operative Associations Act means a resolution (motion) that has been passed by a majority of not less than three-fourths (3/4) of the votes cast by such members of the association entitled to vote as are present in person at a special or annual meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been given in the manner provided by the Act. Extraordinary resolutions are required by the Act when acquiring property, disposing of or leasing property, when buying into or becoming a member of a company, amending any part of the Articles of Incorporation, or changing qualifications for admission to membership (see Act for details);
  - "Ordinary resolution" means a resolution (motion) that has been passed by a simple majority of the votes cast by the members present and entitled to vote as a special, annual, or semi-annual meeting. Ordinary resolutions are used when extraordinary or special resolutions are not required;
  - "Special resolution" means a resolution (motion) that has been passed by no less than two-thirds (2/3) of the votes cast by the members present and entitled to vote at a special, annual, or semi-annual meeting. Special resolutions are required by the Act or Regulations when dissolving the association, removing a director before term expires, removing an appointed auditor, or changing bylaws (see Act and Regulations for details);
- 1.6. "Vendor" means a full-time or seasonal vendor of the Charlottetown Farmers' Market.

## 2. ARTICLES OF INCORPORATION

- 2.1. **Name and Registered Office** - The Association shall be known as the Charlottetown Farmers' Market Cooperative Association Limited, hereinafter referred to as the Market. The address of the registered office is 100 Belvedere Avenue, P.O. Box 2738, Charlottetown, PE, C1A 8C4.
- 2.2. **Incorporation and Ownership** - The Market is a Not-For-Profit Cooperative, limited by membership, and operating under the Prince Edward Island Cooperative Association Act (1976) and attendant Regulations of the Act.
- 2.3. **Objects** - The Objects of the Market are to:
  - 2.3.1. Enable direct sales of PEI produce, complementary products, and Island-made crafts from producers to consumers under the common title, Charlottetown Farmers' Market Cooperative Association Limited.
  - 2.3.2. Maximize return to all Island producers of first quality food products, with fair and equal consideration to all producers and preference to none on any basis other than those established in these bylaws.
  - 2.3.3. Provide the consuming public with a safe, healthy, wholesome market in which to purchase first quality Island products at reasonable prices.
  - 2.3.4. Maintain the Market as a direct social interface between the rural and urban communities, supporting nonpartisan, nondenominational, community initiatives.
- 2.4. **Limited Liability** – Members shall not be liable for any debts or obligations of the Charlottetown Farmers' Market Cooperative Association Limited except as otherwise provided by law.
- 2.5. **Changes to Articles of Incorporation** – Any changes to the official Articles of Incorporation require an extraordinary resolution.

## 3. MEMBERSHIP

- 3.1. **Eligibility** – In accordance with section 23 of the Act and section 4 of the Regulations, membership is open to any individual or legal entity who is in agreement with the aims and purposes of the Market and is willing to accept the responsibilities of membership.
- 3.2. **Admission to Membership** – Any eligible person or legal entity may be admitted to membership after:
  - 3.2.1. Being a Vendor of the Market for twenty-two (22) Saturday Market days in the preceding fiscal year;
  - 3.2.2. Submitting an application, as prescribed by the Board;
  - 3.2.3. Paying an annual membership fee as determined from time to time by the Membership and attached as *Schedule A* to this Bylaw, due and payable at the Annual General Meeting;
  - 3.2.4. Paying other member fees as determined from time to time by the Membership; and
  - 3.2.5. Receiving the approval of the Board of Directors.

- 3.3. **Legal Entity Representative** -- A legal entity applying for membership must name a single individual as an authorized representative.
- 3.4. **Member Responsibilities, Rights and Good Standing** – In accordance with the section 10 of the Regulations, and to be in good standing as a member, every member must:
  - 3.4.1. Agree to obey the rules of the Market as set out in the Act/Regulations, the Market Bylaws, policies and procedures, and the decisions of the general membership meetings or the Board of Directors;
  - 3.4.2. Pay annual membership fees as determined from time to time by the Membership and attached as *Schedule A* to this Bylaw, due and payable at the Annual General Meeting;
  - 3.4.3. Pay other member fees as determined from time to time by the Membership;
- 3.5. Help to promote the aims and purposes of the Market, the success of its business, and the welfare of its members;
- 3.6. By patronizing the Market business and participating in member activities, the Members shall serve their own self-interests by promoting each other in the spirit of mutual aid;
- 3.7. Every member, who is in good standing as a member, has an equal right to participate in annual or special general meetings and to vote (according to section 4 of the Regulations, the member must be age 16 years or older to vote or hold office), on all matters brought before such meetings.
- 3.8. **Termination of Membership:**
  - 3.8.1. A Member may terminate his/her own membership voluntarily at any time by written notice to the Market.
  - 3.8.2. Membership may be terminated involuntarily by the Board for cause, after the Member is provided notice containing the reasons for proposed termination and has an opportunity to respond in person or in writing. Notice shall be delivered as prescribed in section **27(2)** of the Act and section 8 of the Regulations. Cause may include intentional or repeated violation of any provision of the bylaws, policies, or procedures; actions or threats that adversely affect the interests of the Market; or willful obstruction of any lawful purpose or activity of the Market.
  - 3.8.3. A member who has ceased to patronize the business of the Association shall be deemed to be one who has been absent from the Market for more than thirty (30) Saturday Market days during the preceding fiscal year.

#### **4. FINANCIAL**

- 4.1. **Fiscal Year** -- The date of its fiscal year end shall be December 31<sup>st</sup>.
- 4.2. **Signing Officers** – Cheques and other negotiable documents requiring the official signature of the Association shall be signed by any two (2) of three (3) Board Directors who have been given written signing authority by the Board. All documents so signed shall be binding upon the

Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint any officer or officers, person or persons to sign documents generally or to sign specific contracts, documents and instruments in writing on behalf of the Association.

- 4.3. **Borrowing Powers** -- The Association may borrow and/or secure the payment of such monies as is necessary for the thrifty and efficient operation of the Market. Loans shall be approved by a general membership meeting of the Market.
- 4.4. **Reserves** – In accordance with section 19(1) and section 20 the Regulations, five percent (5%) of the net income before income taxes is to be appropriated from retained earnings for an education reserve and ten percent (10%) of the net income before taxes for a general reserve.

## 5. MEMBER MEETINGS AND DECISION MAKING

- 5.1. **Annual Meeting** -- The Board of Directors shall call one **Annual Meeting** of the Members within thirty (30) days of May 1<sup>st</sup>.
  - 5.1.1. Notice of meeting is to be given at least fourteen (14) days prior to the date of the annual meeting and in the form prescribed in section 24 of the Regulations.
  - 5.1.2. The order of business shall be as defined in section 25 and section 27 of the Regulations.
  - 5.1.3. The term of each Board Director will be reviewed at the Annual Meeting of the members.
  - 5.1.4. The annual financial report shall be made available to members seven (7) days prior to the Annual Meeting.
- 5.2. **Semi-Annual Meeting** -- The Market shall hold a **Semi-Annual Meeting** of the Members for the purpose of administration and planning within thirty (30) days of November 1<sup>st</sup>. Notice of meeting is to be given at least fourteen (14) days prior to the date of the semi-annual meeting.
- 5.3. **Special Meetings** – In accordance with section 26 of the Regulations, special meetings may be called by the Board and must be called whenever a petition is presented to the Board for a special meeting, signed by at least fifty (50) members or ten percent (10%) of the members, whichever is the lesser number.
  - 5.3.1. Notice shall be in the same manner as that for an Annual Meeting and shall state time, place and purpose of business of the meeting.
  - 5.3.2. Only the business as outlined in the notice shall occur at such special meetings.
- 5.4. **Quorum for Member Meetings** – For all member meetings, a quorum shall be one third (1/3) of Members. In accordance with section 23 of the Regulations, when a quorum is not convened, the next called meeting shall be a valid meeting notwithstanding lack of quorum, and the call shall so inform the members.
- 5.5. **Voting** – All ordinary resolutions are approved by a vote of simple majority of the members, who are eligible to vote, and are present in person at an annual, semi-annual, or special meeting. Special resolutions are approved by a two-thirds (2/3) vote of such members present.

Extraordinary resolutions are approved by a three-quarters (3/4) vote of such members present.

## 6. BOARD OF DIRECTORS

- 6.1. **Powers and Duties** -- The Market shall be administered by a Board of Directors, elected by and from among Members in good standing of the Cooperative Association.
  - 6.1.1. The Board of Directors, or its formally designated agent(s), shall act in accordance with all applicable and appropriate federal, provincial and municipal regulations.
  - 6.1.2. The Board shall administer all business in accordance with the functions and duties as identified under the Regulations, and under the control and direction of any annual, semi-annual, or special meeting of the members.
  - 6.1.3. The Board shall be responsible for performance of those duties outlined in sections 30-34 of the Regulations.
- 6.2. **Election at Annual General Meeting** -- The Board shall be elected at the Annual General Meeting and shall consist of a minimum of seven (7) Members to a maximum of eight (8) Members. In accordance with section 28(1) of the Regulations, Directors are elected for a rotating three (3) year term. Ideally, the Board will be representative of the Market membership.
- 6.3. **Election of Board Officers** -- At the first meeting of the Board following the Annual General Meeting, the Directors shall elect a President from among the Board Directors. The Board may also elect any such officers as may be needed to support the work of the Board and may include a Vice President, Treasurer, and/or Secretary. The role of officers shall be determined from time to time by the Board.
- 6.4. **Meetings of the Board** -- The Directors shall meet at least four (4) times per year, and as often as may be deemed necessary by the President or a quorum of the Board, for the purpose of administration and planning.
- 6.5. **Notice of Board Meetings and Quorum** -- Directors of the Board shall be notified at least twenty-four (24) hours in advance of all such meetings and quorum for such meetings shall be five (5) Board Directors (a majority of the Board).
- 6.6. **Vacancy on the Board** -- In accordance with section 31(5-7) of the Act, and where the vacancy does not affect quorum, remaining directors shall fill the vacancy by appointment until the next annual general meeting. Where quorum is affected by the vacancy, the Board shall call a special meeting of the members for the purpose of electing new directors to fill the vacancy.
- 6.7. **Market Manager** -- Subject to the Board of Directors, the Market may be under the direct charge, care and management of a hired Manager. The Manager shall conduct the day to day business of the Market and account for all transactions, ensuring proper records are kept.
- 6.8. **Creation of Policies and Procedures** -- In accordance with the Regulations:

6.8.1. In consultation with the Members, the Board of Directors may originate, amend, approve and put into effect additional policies and procedures as are required from time to time to ensure the efficient and smooth operation of the Board and the Market.

6.8.2. All Members shall have an input into policy making through meetings, as required.

6.8.3. Such additional policies and procedures must be brought to the attention of Vendors by posting of notice.

6.9. **Indemnification** – The Market shall indemnify and reimburse each present, past and future Director for any claim or liability (including expenses and legal fees actually and reasonably incurred in connection with the claim or liability) to which the person may become subject by reason of being a Director, to the full extent allowed by law, except to the extent the Director acted in bad faith.

## 7. BYLAWS

7.1. **Caretakers of the Bylaws** -- The Board of Directors shall be the caretakers of the Charlottetown Farmers' Market Cooperative Ltd Bylaws.

7.2. **Amendments to Bylaws** – In accordance with section 38 of the Regulations, the membership may amend, make, repeal, or adopt these bylaws by special resolution at the Annual Meeting or special meeting called for that purpose.

7.3. **Proposed Bylaw Changes** – Amendments for consideration shall be submitted, in writing, to the Board not less than thirty (30) days prior to the Annual meeting or special meeting called for that purpose.

7.4. **Notice of Proposed Bylaw Changes** – Notice of proposed bylaw changes shall be given in writing at least ten (10) days before the meeting and in the manner prescribed in section 38 of the Regulations.

7.5. **Voting on Bylaws** – Voting on bylaws shall be done through a secret ballot of those present at the Annual Meeting or at such other special meeting of the membership called for that purpose.

**Officially Adopted by the Charlottetown Farmers' Market Membership on May 28, 2018**

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**President**

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**Board Director**

## **SCHEDULE A – Membership Fees**

Charlottetown Farmers' Market Annual Membership Fee = \$50.00 (*last approved by the Membership - May 2016*) Annual Membership fees are due and payable at the Annual General Meeting.

Other operations fees may apply and are outlined in the Market operations policies and procedures.