

ROYAL CITY FARMERS MARKET ASSOCIATION

Constitution and By Laws
Approved by Membership Resolution December 6 2007

Constitution

NAME:

The name of the association shall be the **Royal City Farmers Market Association**.

PURPOSE of the Association:

- a) To provide a seasonal open air produce market to New Westminster and environs;
- b) To provide educational opportunities and information about healthy living, nutrition and wellness issues and to support local sustainable food initiatives;
- c) As determined by the community, the Royal City Farmers Market Association and its membership, to undertake events, projects and involvements which speak to the furtherance of the purposes stated herein by the Association.

ByLaws

Part 1 – Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- (a) “**Association**” means the Royal City Farmers Market Association;
- (b) “**conflict of interest**” means a conflict between the personal, professional or vocational interest of a director with the interests of the association in respect of any matter that director may from time to time deliberate or be required to decide by decision or vote;
- (c) “**directors**” means the director of the association as elected by the membership from time to time;
- (d) “**membership**” means those person or persons who live, work, own or rent in the area known primarily as New Westminster.

Membership



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- 2.1 A General Membership is defined to include a person, a company, a co-operative organization or a vendor group or any individual representing such defined membership groups and membership confers one vote for the purposes of the definition.
Membership in the Westminster Farmers Market Association shall be open to all In these defined categories who live, work, own or rent in New Westminster however membership opportunity is extended beyond that geographic area.
- 2.2 All members as defined by 2.1 shall have access to and voting powers within the association with each member having one vote to cast at general or special meetings of the association;
- 2.3 An annual membership fee will be set at each AGM and each membership shall expire concurrent with the AGM date set such membership fee being due and payable at that meeting to confer membership status and/or voting powers. Such fees would be annual and paid voluntarily to the association. All members are deemed to be in good standing only if membership fees are up to date;
- 2.4 On being admitted to membership, each member is entitled to, and the Association shall provide without charge, a copy of the constitution and bylaws of the Association. Every member must uphold the constitution of the association and comply with established Bylaws.

Directors

- 3.1 The association will be comprised of a maximum of seven (7) members known as the Board of Directors being titled as President, Vice-president, Secretary, Treasurer, two Members at Large as well as a voting Vendor position.
Committees are at the discretion, direction and approval of the Board;
- 3.2 Terms of Office for all directors shall be renewed annually at a general meeting of the association and proper notice of said meetings shall be given. The Directors may at any time and from time to time appoint a member as a director to fill a vacancy. The Director so appointed holds office only until the next annual general meeting, but in any case is eligible for election at that meeting;
- 3.3 To conduct any legal meeting of the association a quorum shall be at least 3 directors of the Association;
- 3.4 The Board of Directors of the Association shall seek the views, reaction and input from the membership on all matters of proposed policy or other recommendations;



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- 3.5 Meetings of the Board of Directors must be announced and published to the membership prior to the proposed meeting and the regular meeting schedule of the Board of Director shall be determined by the directors from time to time in a regular meeting format;
- 3.6 The Board as it deems necessary may establish permanent (standing) or temporary (ad hoc) committees and appoint directors or members to such committees from time to time. Committees, their members or assignees shall not have the power to act on behalf of the Association except with the express approval of the Board of the Association;
- 3.7 **Emergency Powers of the Board:** In such cases where the Board must provide representations, recommendations or opinion to the City membership or other questioners and if a meeting of the association cannot be conveniently called in a timely manner the Board is empowered to represent the views and positions of the membership subject to such positions being reviewed and accepted by a quorum in attendance at the next general meeting of the association;
- 3.8 Any director failing to attend three consecutive association general meetings shall be automatically deemed to have resigned from the board and the board shall be empowered to fill the vacant position forthwith;
- 3.9 Every director of the association shall exercise the powers and discharge the duties of his or her office honestly, and in good faith, and in the best interests of the association and in connection therewith shall exercise the degree of care, diligence and skill that a reasonable and prudent person might exercise. A director of the association shall avoid matters, involvements and voting positions that might be deemed to be in a conflict of interest of the association as defined in the interpretations of the term "conflict of interest". A director must not be remunerated for acting on behalf of the association but may be reimbursed for all expenses necessarily or reasonably incurred while engaged in the services of the association;
- 3.10 **Borrowing Powers –** In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure payment or repayment of money in the manner they decide. The members may, by special resolution, restrict the borrowing powers of the directors but any such restriction imposed expires at the next annual general meeting.

Annual General Meeting

- 4.1 An annual general meeting shall be held for the association and such meeting shall not exceed fifteen (15) months from the date of the previously held annual general meeting;
- 4.2 Annual General Meetings of the association must be announced and published to the membership at least ten (10) days prior to the proposed meeting and the



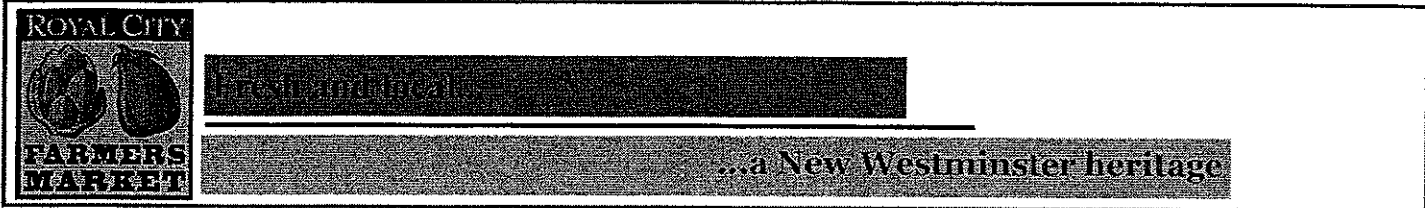
regular meeting schedule of the Board of Director shall be determined by the directors from time to time in a regular meeting format;

- 4.3 The purpose of the annual general meeting shall be to elected or re-elect the Board of Directors of the Association, to also present reports to the membership as deemed appropriate by the directors, to also present resolutions pertaining to the association;
- 4.4 Robert's Rules of Order shall govern the procedures of the Annual General Meeting of the Association. Voting may be by a show of hands or by ballot as determined in advance by the directors of the association. Proxy voting is not considered valid by the association;

Meetings of the Association

- 5.1 Quorum shall be as described in 3.3 above;
- 5.2 Robert's Rules of Order shall govern the procedures of all meetings of the Association;
- 5.3 General meetings shall be scheduled and published to the membership at least ten (10) days in advance of the meeting at a time, place and date set by the directors. Proper notification is deemed to have been delivered if in person, by mail, by facsimile or other electronic means such as email and or the internet via web site. Failure to publish meeting information in the paper does not constitute a breach of protocol and the association is empowered to conduct such meetings regardless;
- 5.4 An agenda shall be produced and receive approval by majority vote at the commencement of each meeting. Acceptance, amendment or addition to the agenda are made by majority vote;
- 5.5 The meetings of the Association shall be to receive or make proposals, recommendations, notifications and conduct such business as shall properly come before the Association from time to time whether in writing or by petition of a member. Meetings are open to the public regardless of membership although membership shall determine voting rights of the attendee(s);
- 5.6 Minutes of each meeting shall be dutifully kept and disseminated to all directors in a timely manner. The President shall have custody of the minutes which minutes shall be held at the registered address of the Association;
- 5.7 Presentations may be provided from time to time to the associations meetings subject to the proper approval of the meeting. For scheduling considerations, presentation scheduling should be requested in advance to permit proper approvals of such presentations at regular meetings of the association;

Publication of Constitution and Bylaws of the Association



- 6.1 The constitution and bylaws must be provided to each director of the association at the time of election of that director;
- 6.2 These bylaws and the constitution cannot be altered except by special Resolution at a properly convened meeting of the association;

WITNESS(ES)	APPLICANTS FOR INCORPORATION
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Daniel Rohloff,
375 Simpson Street
New Westminster, BC
V3L 3K1

Andrew Murray
707 Belyea, New Westminster, BC V3M 4S4

Richard Carswell
309 8th St., New Westminster BC V3M 3R3

Reena Meijer Drees
727 McKay, New Westminster BC V3L 4T6

Marjorie Staal
1616 Hamilton St., New Westminster BC V3M 2S9

Allison Mounsey
375 Simpson St., New Westminster BC V3L 3K1