

**BYLAWS
OF THE
SURREY URBAN FARMERS' MARKET ASSOCIATION (THE "SOCIETY")**

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Bylaws of *Surrey Urban Farmers' Market Association* (the "Society")

1. DEFINITIONS AND INTERPRETATION

1.1 In these Bylaws:

- (a) "Act" means the Societies Act of British Columbia as amended from time to time;
- (b) "Board" means the directors of the Society;
- (c) "Bylaws" means these Bylaws as altered from time to time.
- (d) "Directors" means the directors of the society for the time being;
- (e) "Society" means the "Surrey Urban Farmers' Market Association
- (f) "Special Resolution" means:
 - (i) 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:
 - (i) in person at a duly constituted General Meeting,
 - (ii) by Electronic Means in accordance with these Bylaws, or
 - (iii) by combined total of the votes cast in person at a General Meeting and the votes cast by Electronic Means; or
 - (iv) 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,
 - (ii) and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting; [and]
- (g) "Vendor" means a Person or Organization 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;

1.2 Definitions in Act apply

The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

2. MEMBERSHIP

2.1 MEMBERSHIP

The members of the society are those persons whose application for membership has been approved by a majority of the directors.

2.2 Membership Class

The society shall have the following categories of membership:

(a) Regular Members

Regular members must be participants of the farmers' market to vote, each active regular member must be at least eighteen (18) years of age and be a member in good standing. Only regular or vendor members in good standing are eligible for election, or in the case of a vacancy, appointment to the board of directors. A member can be redesignated under section 2.7.

(b) Vendor Members

Vendor members are those who are vendors of the market. These members are able to sell products at the market. Each vendor member must be at least eighteen (18) years of age and be a member in good standing. Only regular or vendor members in good standing are eligible for election, or in the case of a vacancy, appointment to the board of directors. A member can be redesignated under section 2.7.

(c) One-time Vendor Members

One-time Vendor Members are vendors at the market who only come to a few markets and don't want to pay a full membership price. The vendors are allowed to pop into the market with at least a day's notice. Each vendor member must be at least eighteen (18) years of age and be a member in good standing. A one-time Vendor Member does not have the right to vote and would not be a part of any voting or cannot be elected onto the board. A member can be redesignated under section 2.7.

(d) Community Groups Members

Community Group Members are groups from the community that are not selling any items at the market but only advising people of their group or club. These community groups do not pay for rental stalls and if there are spots available may come any week. These members are about promoting opportunities to the public at the market. Each community group member must be at least eighteen (18) years of age and be a member in good standing. A Community group member does not

have the right to vote and would not be a part of any voting or cannot be elected onto the board. Any member can be redesignated under section 2.7.

2.3 Transition of Membership

On the date these Bylaws come into force:

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

2.4 Eligibility for Membership

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

- (a) be a Person or Organization;
- (b) in the case of a Person, be 18 years of age or older;
- (c) 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 or Organization for membership, such ambiguity or doubt will be resolved by the Board in its discretion and the Board's decision will be final.

2.5 Application for Membership

An eligible Person or Organization 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) in the case of an Organization, by providing the name and contact information of the Person who will be the Organization's first Designated Representative;
- (c) by submitting payment for applicable membership dues or fees, if any; and
- (d) by submitting such information or documentation as the Society may require to confirm eligibility for membership.

2.6 Acceptance of Application for Membership

The Board may, by Board Resolution, accept, postpone or refuse an application for membership. A Person or Organization 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.

2.7 Transfer and Redesignation of Membership

Membership is not transferable.

The Board may, on their own determination or on application by a Member, redesignate a Member to another eligible class of membership because of a loss of eligibility or other changes in circumstances.

2.8 Designated Representative

Each Organization that is, or wishes to become, a Member must appoint, by notice in writing provided to the Society, a Designated Representative to be the contact for, and to exercise the rights of membership on behalf of, the Member. The Designated Representative must be a member, owner, director or staff person of the Organization.

A Member may alter or revoke its Designated Representative at any time by notice in writing provided to the Society.

2.9 Term of Membership

Once accepted as a Member, a Person or Organization 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 2.10

2.10 Renewal and Re-application of Membership

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

2.11 Cessation of Membership

A Person or Organization 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 or, in the case of an Organization, dissolution.

3. MEMBERSHIP RIGHTS AND OBLIGATIONS

3.1 Rights of Membership

Voting Member

- (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.

Non-Voting Member

- (h) to receive notice of, and to attend, all General Meetings;
- (i) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted; and
- (j) may serve on committees of the Society, as invited.

3.2 Member not in good standing

A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

3.3 Amount of membership 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.

The Board may determine that different dues or fees will apply to different classes of membership.

3.4 Duties of members

Every member must uphold the constitution of the Society and must comply with these Bylaws.

3.5 Member not in good standing may not vote

A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

3.6 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 3.4; or
- (c) is likely to endanger the reputation or hinder the interests of the Society.

The Board must provide notice of at least 14 days 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 21 days to respond to the proposed discipline at or before the Board Resolution for expulsion, suspension or discipline is considered by the Board.

4. GENERAL MEETINGS OF MEMBERS

4.1 Time and place of general meeting

A general meeting must be held within forty-five (45) days of the conclusion of the market season and within forty-five (45) days of the Year End (November 31st) at the time and place the Board determines.

4.2 Notice of special business

The Society will provide notice of every General Meeting to each Member by:

- (a) e-mail sent to the address provided by each Member who has provided the Society with an e-mail address not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- (b) posting notice of the General Meeting on the Society's website for Members, for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary, in the Board's discretion, the Society may send notice of a General Meeting to one or more Members in accordance with Bylaw 16.1.

4.3 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.

4.4 Omission of Notice

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

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Ordinary business at general meeting

At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

5.2 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.

5.3 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

5.4 Quorum for general meetings

A quorum at a General Meeting is the greater of:

- (a) ten percent of the total number of Members in good standing on the date of the meeting; or
- (b) five (5) Members in good standing on the date of the meeting.

5.5 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

5.6 If quorum ceases to be present

If, at any time during a general meeting there ceases to be a quorum of voting members present, business, then in progress, must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.7 Chair of general meeting

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

5.8 Alternate chair of general meeting

If there is no individual, entitled under these Bylaws, who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

5.9 Adjournments by chair

The chair of a general meeting may or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

5.10 Notice of continuation of adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

5.11 Order of business at general meeting

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;

- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

5.12 Methods of voting

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

5.13 Announcement of result

The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

5.14 Proxy voting not permitted

Voting by proxy is not permitted.

5.15 Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

6. DIRECTORS

6.1 Number of directors on Board

The Society must have no fewer than 3 and no more than 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.

6.2 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.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she is not a Member (or the Designated Representative of a Member) in good standing.

6.3 Election or appointment of directors

At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

The president, vice-president, and treasurer shall be elected by the directors from among their number at the first meeting of the directors after the annual general meeting. The secretary may be elected from among the directors or appointed by the directors from outside their number; where the secretary is appointed from outside the board of directors, the secretary shall be a non-voting officer of the Society. The president, vice-president, secretary and treasurer shall hold office at the pleasure of the board of directors.

- (a) Separate elections shall be held for each office to be filled.
- (b) An election may be by acclamation; otherwise it shall be by ballot.
- (c) If no successor is elected the person previously elected or appointed continues to hold office.

6.4 Directors may fill casual vacancy on Board

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

6.5 Director Duration

Directors shall be elected for a two (2) year term, unless otherwise provided by special resolution of the members of the society. At the time of the first election of directors after the members adopt this Section 6.4 of the By-Laws, one-half, or in the event of there being an odd number of directors, a simple majority, fifty

percent (50%) plus one (1) of the directors shall be elected for an initial term of one year, and the remainder of the directors shall be elected for a term of two years. The members of the Society shall, at the meeting, at which such election is held determine the manner in which the terms are allocated amongst the directors elected.

6.6 Consecutive Terms and Term Limits

Directors may be elected for consecutive terms, without limit.

6.7 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.

6.8 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.

6.9 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
 - (i) the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and
 - (ii) the effective date of the resignation stated therein;
- (b) upon the expiry of his or her term;

- (c) upon his or her removal; or
- (d) upon his or her death.

7. NOMINATION AND ELECTION OF DIRECTORS

7.1 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 in writing, in a form established by the Society;
- (b) a nominee must be a member in good standing to be nominated and must remain in good standing in order to stand for election;
- (c) a Member may nominate him or herself, and the nomination must be signed by:
 - (i) the nominated;
 - (ii) the nominating; and
 - (iii) in the case of a self-nomination, by one (1) other member in good standing;
- (d) nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Board; and
- (e) nominations will not be permitted from the floor at a General Meeting.

7.2 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.

7.3 Election at Annual General Meeting

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

7.4 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.

7.5 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.

7.6 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.

8. DIRECTORS' MEETINGS

8.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board. The directors may determine that a meeting shall be held, in accordance with the Society Act, entirely by means of a telephonic, an electronic, video or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.2 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.

8.3 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.

8.4 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.

8.5 Attendance at Board Meetings

Every Director is entitled to attend each meeting of the Board.

No other Person or Organization 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.

8.6 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

8.7 Conduct of directors' meetings

The directors may regulate their meetings and proceedings as they think fit.

8.8 Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

9. DECISION MAKING AT BOARD MEETINGS

9.1 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.

9.2 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 the 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.

9.3 Entitlement to Vote

Each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person or Organization is entitled to a vote at a meeting of the Board.

9.4 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.

10. BOARD POSITIONS

10.1 Election or appointment to Board positions

Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

10.2 Directors at large

Directors who are elected or appointed to positions on the Board, in addition to the positions described in these Bylaws, are elected or appointed as directors at large.

10.3 Role of president

The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

10.4 Role of vice-president

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act. The Vice-Chair will also perform such additional duties as may be assigned by the Board.

10.5 Role of secretary

The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act;
- (f) maintaining the register of members.

10.6 Absence of secretary from meeting

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

10.7 Role of treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

11. POWERS AND RESPONSIBILITIES OF THE BOARD

11.1 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 association.

11.2 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

11.3 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.

11.4 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.

No member of the board, or employee of the Society, shall have any direct or indirect financial interest in any purchase order or contract entered into or issued on behalf of the society unless such member shall absent himself from the meeting while the matter is being discussed and a vote taken in any matter affecting such an interest in a contract.

No employee of the Society shall be eligible to become a director.

12. INDEMNIFICATION

12.1 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.

13. COMMITTEES

13.1 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.

13.2 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.

13.3 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.

14. SIGNING AUTHORITY

A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director; or
- (b) if the president is unable to provide a signature, by the vice-president together with one other director; or
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors; or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

15. FINANCIAL MATTERS AND REPORTING

15.1 Accounting Records

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

15.2 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

15.3 Restrictions on Borrowing Powers

The Members may by Ordinary Resolution restrict the borrowing powers of the Board.

15.4 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.

15.5 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 re-appointed 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.

15.6 Removal of Auditor

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

15.7 Notice of Appointment

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

15.8 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.

15.9 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.

16. NOTICE GENERALLY

16.1 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 or Organization's Registered Address, or, where a Member or Director has provided a fax number or e-mail address, by fax or e-mail, respectively.

16.2 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.

17. MISCELLANEOUS

17.1 Dissolution Clause

Subject to all applicable laws then in effect, the Society may be dissolved in the following manner:

- (a) by passing an ordinary resolution of its members requesting the Registrar of Companies for British Columbia (the "Registrar") to strike the Society off the register; and
- (b) by filing with the Registrar, a copy of the resolution and an affidavit of 2 or more directors or where the Society has only one director, an affidavit of that director, proving what disposition the Society has made of its assets and that the Society has no debts or liabilities.

Subject to all applicable laws then, in effect, the Society may be wound up voluntarily in the following manner:

- (a) the directors shall, before calling the general meeting of the members at which a special resolution for the winding up of the Society is to be proposed, make an affidavit that they have made a full inquiry into the affairs of the Society and that they are of the opinion that the Society will be able to pay its debts in full within the period, not exceeding 12 months from the commencement of the winding up, specified in the affidavit;
- (b) copy of the directors' affidavit shall be filed with the Registrar and presented to the general meeting of the members at which a special resolution for the winding up of the Society is to be proposed; and
- (c) a special resolution of its members approving the winding up of the Society and appointing one or more liquidators for the purposes of winding up the affairs and distributing the assets of the Society shall be passed within 5 weeks immediately after the directors' affidavit is made.

- (d) the members at the time of dissolution will be notified and a vote will be taken on the dissolution of assets. The assets must be distributed to a local charity or non for profit, which the underlining mission of supporting the community.

The Society may, on the application of the Society, a member or a director of the Society, be wound up by court order.

Upon the dissolution or winding up of the Society, the distribution of the remaining assets of the Society shall be in accordance with Section 6 of the Constitution of the Society.

The Society cannot be dissolved unless there are less than nine (9) active members willing to maintain the objectives and carry on the activities of the Society.

17.2 FISCAL YEAR END

The fiscal year end of the Surrey Urban Farmers Market Association shall be the 31st day of October of each year.

17.3 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 following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;

- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

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.

17.4 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.

18. BYLAWS

18.1 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.

18.2 Special Resolution required to Alter Bylaws

These Bylaws will not be altered except by Special Resolution.

18.3 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: November 21, 2018.