

By-Law
A by-law relating generally to the transaction of the affairs of the
Ottawa Farmers' Market Association
ONTARIO CORPORATION NUMBER 1723445

BE IT ENACTED as a by-law of the Ottawa Farmers' Market Association as follows:

1. HEAD OFFICE

The Head Office of the Association shall be in the City of Ottawa, in the Province of Ontario at such location as the Directors may from time to time determine.

2. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of at least six Directors, each of whom at the time of election, and through the Director's term of office, shall be a Member of the Association in good standing, and consist of only 1 member per membership.

Subject to the provisions of these bylaws, Directors shall be elected at an Annual General Meeting of the members. Directors shall hold office for two (2) years, calculated from the date of the Director's election to the second following Annual General Meeting, or until their successor has been duly elected. Half the sitting Directors, (those retiring) plus Directors filling a vacancy, shall be elected each year, and the other half, plus Directors filling a vacancy, shall be elected the next year.

The Members of the Association may, by resolution passed by at least two-third of the votes cast at a Special General Meeting of Members of which notice of such resolution has been given, remove any Director before the expiration of their term of office, and for the remainder of Director's term. Notice of such special meeting of Members shall be sent to the Director subject to removal, together with a full statement of the reasons for his intended removal, not less than fifteen days prior to the meeting by prepaid registered post to the Director's last known address and the Director shall personally or through the Director's representative be given a full opportunity at such meeting to address all matters raised in the aforesaid statement prior to any final determination of the matter being made by the Members.

3. VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Association, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or

vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4. QUORUM AND MEETINGS, BOARD OF DIRECTORS

50% plus one (1) of the sitting Directors, to a minimum of four (4) directors, shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold in-person or electronic meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair (or Vice-Chair in the absence of the Chair) or by the Secretary on direction of the Chair or Vice-Chair, or by the Secretary on direction in writing of at least two Directors. Notice of such meetings shall be delivered, telephoned, e-mailed or faxed to each Director not less than *one day* before the meeting is to take place or shall be mailed to each Director not less than *five days* before the meeting is to take place.

The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the Annual General Meeting of the Association. The Directors may consider or transact any business either special or general at any meeting of the Board.

5. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a casting vote. All votes at such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6. POWERS

The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which it may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

7. OFFICERS OF ASSOCIATION

There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other Officers as the Board of Directors may determine by by-law from time to time. The aforesaid Officers shall be elected by the Board of Directors from among their number at the first meeting of the Board following the Annual General Meeting of Members and shall hold office until the conclusion of the next annual general meeting of Members. No person elected as Chair shall serve in that office for more than three consecutive years but shall otherwise be eligible.

8. DUTIES OF CHAIR AND VICE-CHAIR

The Chair shall, when present, preside at all meetings of the Members of the Association and of the Board of Directors. The Chair shall also be charged with the following tasks:

- Overseeing the preparation of the Board's meeting agenda with input from the GM;
- Chairing all meetings of the BOD;
- Reviewing meeting minutes;
- Enforcing the Code of Conduct and rules as they apply to the Board and its individual members;
- Disciplining members of the Board;
- Ensuring there is a process to evaluate the effectiveness of the Board;
- Ensuring that there is process to evaluate the performance of the GM;
- Serving as spokesperson, together with the GM or another Board appointed person, for the Association, if and when required;
- Preparing for and chairing the AGM;
- Meeting with potential Board Members and ensure they meet the eligibility criteria;
- Ensuring that successful nominations are considered at the AGM; and
- Preparing an introductory kit for potential Board Members with information about the Association.
- Attend meetings of committees as an ex officio member as necessary

During the absence or inability of the Chair, the duties and powers of the Chair may be exercised by the Vice-Chair, or such other Director as the Board may from time to time appoint for the purpose. The Vice-Chair may also be called upon to co-sign contracts entered into the Association as needed.

9. PAST CHAIR EX OFFICIO MEMBER OF BOARD

Upon every election of a Chair of the Association and so long as the Chair shall hold such office, the immediate past Chair of the Association shall be ex officio a Member of the Board of Directors entitled to all privileges of a Director except only that the Past Chair shall have no vote as such.

10. DUTIES OF SECRETARY

The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The

Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Association, which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. The Secretary or such person as the Board shall designate shall be responsible for all correspondence and for maintaining an up-to-date mailing list of all Members and shall perform such other duties as may from time to time be determined by the Board of the Directors. The Secretary shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

11. DUTIES OF TREASURER

The Treasurer shall be responsible for the financial records of the association, including maintenance of full and accurate accounts of all receipts and disbursements of the Association in proper books of account. The Treasurer shall also monitor the deposit of all moneys in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall oversee disbursement of the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all the transactions of the association, and of the financial position of the Association. The Treasurer will further assist other committees in their duties whenever relevant to financial decisions, and will assist the General Manager in producing and presenting the draft budget to the Board of Directors for approval. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

12. GENERAL MANAGER

The General Manager shall be responsible for the day-to-day operation of the Farmers' Market and the application of the Association's Rules and Regulations and the Inspection Protocol and such other duties as may from time to time be prescribed by the Board of Directors.

13. MEMBERSHIP OF THE ASSOCIATION

The membership shall consist of the applicants for the incorporation of the Association and such other individuals, associations, partnerships and other legal entities as apply and meet the Associations qualifications for membership and are admitted as Members by the Board of Directors. Qualifications for membership in the Association shall be established by the Board of Directors subject to the approval of the voting Members at the annual general or special meeting of Members.

Any change or amendment made to such qualifications shall not invalidate any membership existing at the time such change or amendment came into effect. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Associations, partnerships and other legal entities may vote through a duly authorized proxy. Each Member shall promptly be informed by the Secretary or such person as the Board shall designate of their admission as a Member.

14. MEETINGS OF MEMBERS

The annual meeting of Members shall be held not later than the 28th day of February in each year at such place, physically or electronically, within the City of Ottawa as the Board of Directors shall determine. Notice of such meeting shall be given by e-mail or ordinary mail posted not later than *fifteen days* prior to the meeting to the last known address of every Member. The business to be conducted at the annual meeting shall include the approval of the last meeting of Members, the annual report of the Chair, the financial report, the election of Directors, the appointment of an auditor for the forthcoming fiscal period and such other business as may come before the same.

Special meetings of the Members may be held at any time by the order of the Chair, or Vice-Chair or of the Board. The Board shall call a special meeting of Members if required to do so by requisition in writing, signed by not less than ten Members, stating the purpose of the meeting and delivered to the Chair, Vice-Chair or Secretary. Such meeting shall be called within ten days and held within twenty-one days of the receipt by the Chair, Vice-Chair or Secretary of the requisition. All special meetings of the Members shall be held at such place, physical or electronic, within the City of Ottawa as the Board of Directors shall determine.

All meetings of Members shall be conducted according to Roberts Rules of Order where not inconsistent with the by-laws of the Association and a quorum for such meetings shall consist of 60% of the members who have signed in at the meeting.

15. VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Association, each Member of the Association shall at all meetings of Members be entitled to one vote and he may vote by proxy. Such proxy need not be a Member themselves but before voting shall produce and deposit with the secretary sufficient appointment in writing from their constituent or constituents. No Members shall be entitled either in person or by proxy to vote at meetings of the Association unless the Member has paid all dues or fees outstanding, if any should exist. Any person shall not hold more than 3 proxies.

At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any

Member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person or by proxy, and such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

16. DISCIPLINE AND TERMINATION

- A. Upon not less than 15 days' written notice to a Member, (the "Disciplinary Notice") the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Letters Patent, by-laws, or Vendor's Handbooks (Rules and Regulations).
- B. The Disciplinary Notice shall set out the reasons for the disciplinary action or termination of membership. A Member receiving the Disciplinary Notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not more than 10 days after receiving the notice.

The Board shall consider any written submission of the Member received within the required time frame, before making a final decision regarding disciplinary action or termination of membership.

- C. The Board's decision shall be in writing setting out its reasons for the decision.
- D. **Appeal:** The Member may appeal the Board's decision by giving written Notice of Appeal to the Board within 5 days of receiving the final decision. Such Notice of Appeal shall set out the reasons and grounds of appeal together with a list and summary of the evidence to be tendered. The Member may also apply for a stay of the final decision pending the appeal hearing.
- E. **Mandatory Dispute Resolution / Mediation:** Within 30 days of receiving a Notice of Appeal, closed mediation between the Board and the Member shall be held. The Board shall provide a list of three qualified mediators to the Member from which the Member shall choose one mediator. The Board shall also select two Directors to represent the interests of the Association at the mediation.
- F. If a resolution is achieved at the closed mediation, the matter shall be referred back to the Board for final approval.
- G. If a resolution is not achieved at the closed mediation, the appeal hearing shall be heard within 10 days before a panel of three Directors who did not represent the Association at the closed mediation. Their decision is final and binding, with no right of further mediation, arbitration or appeal to any court or administrative body.

H. The discipline imposed by the Board shall be fair and reasonable considering all the factors and circumstances. Without limiting the generality of the forgoing and without limiting the powers of the Board set out in paragraph 6 of this by-law, the following are examples of the Board's disciplinary powers:

- a. admonishment;
- b. requirement for an apology; oral or written;
- c. specified conduct to be rectified;
- d. paying a fine not to exceed \$500;
- e. suspension from participating at a market for a period of time;
- f. revocation of membership privileges; and
- g. or such other disciplinary action as the Board may deem fit in the circumstances.

17. DUES

There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an annual or other general meeting. The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the Members in default shall thereupon automatically cease to be Members of the Association, but any such Members may on payment of all unpaid dues or fees be reinstated by the Board of Directors.

18. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Association shall invalidate such meeting or make void any proceedings taken there at and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be their last address or e-mail address recorded on the books of the Association.

19. ADJOURNMENTS

Any meetings of the Association or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

20. INSURANCE

The Association shall carry such insurance as the Board of Directors may from time to time determine to indemnify the Association's Directors, volunteers, agents and employees against liability arising from the execution of their respective duties in the conduct of the Associations business and activities and shall carry public liability insurance with respect to the premises and operation of the Farmers' Market.

21. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by and 2 of the Chair, Vice-Chair and one additional signing authority. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by any 2 of the Chair, Vice-Chair, General Manager and one additional signing authority.

22. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31st day of December in each year.

23. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Chair, Vice-Chair, or General Manager, and by the Treasurer.

24. AUDITORS

The Members at each annual meeting of voting Members shall appoint an Auditor who shall make such audit of the Association's books and accounts as the Auditor deems necessary. Two member auditors shall be appointed at each annual general meeting and they shall review the Associations books and prepare and certify all annual financial statements, copies of which shall be sent to each voting Member at the time of mailing the notice calling the annual meeting of voting Members next following the end of the fiscal year to which such statements relate.

25. VENDORS HANDBOOKS

Two Vendor's Handbooks of Rules and Regulations of the Association shall be published by the Association. One for the Lansdowne Park market location and the second one for the other markets (satellite markets). A copy thereof shall be delivered to every Member via e-mail or ordinary mail. Amendments to the Vendor's Handbook may be made by the Board of Directors at any time, however such amendments shall not be in force or acted upon until approved by the voting Members at a general or special meeting.

26. AMENDMENT OR REPEAL

Any by-law may be amended or repealed by the Board of Directors. Any such amendment or repeal is subject to the confirmation and rejection provisions of Section 129(2) and (3) of the Ontario Corporations Act with the approval of the Members at any annual or special meeting of the Members.

27. INTERPRETATION

In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise required, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include firms and corporations.

Chair

Secretary

Signed this ___ day of _____, 20__