

The By-Laws

Of

The St. John's Farmers' Market Co-operative Ltd,

Date: 19 October, 2010

1. **Corporate Data:**

1.1. **Name:** The name of the co-operative shall be “**The St. John’s Farmers’ Market Co-operative Limited**”.

1.2. **Registered Address:** The Registered address of the co-operative shall be:

44 Torbay Road
Suite 110
St. John’s, NL
A1A 2G4

1.3. **The Mission** of the Co-operative is to promote and create local food systems and build community through the operation of a co-operatively owned farmer’s market.

‘ Food Systems’ is here defined as “. . . all processes involved in feeding a population: growing, harvesting, processing, packaging, transporting, marketing, consumption, and disposal of food and food-related items. It also includes the inputs needed and outputs generated at each of these steps.”

1.4. **The Objects** of the co-operative shall be as follows:

- To promote locally grown fresh high quality produce and goods
- To provide an economic outlet for local farmers, producers and artisans
- To create an alternative marketing opportunity that allows farmers, artisans and consumers to interact directly with each other, rather than through a third party
- To otherwise strengthen the connection between farmer and consumer
- To educate consumers about the benefits of supporting local agriculture and using locally produced foods and products
- To build a healthy community by creating a social opportunity to gather and interact
- To celebrate the City’s history, uniqueness, cultural diversity, charm and potential
- On behalf of its members, take membership in industry organizations or associations where appropriate and valuable to the membership;

- Seek financial assistance to undertake these objectives and to negotiate contracts and other arrangements with government agencies and departments on behalf of its members in pursuit of these objectives;
- To ensure, through a continuing education program amongst its members, a thorough understanding of co-operative principles and practices as well as a general understanding of the operations and policies of the co-operative itself, and
- To promote the co-operative movement, by the membership and otherwise, in other co-operative societies to the benefit of all its members.

1.5. **Fiscal Year:** The fiscal year of the co-operative shall end on 31 December of each year.

2. Membership

2.1. The Co-operative shall recognize two full Membership Groups, namely:



2.1.1. **The Vendor Group:** Individuals, corporate bodies and incorporated co-operatives which are or wish to become regular vendors at the St. John's Farmers' Market, who support the goals and objectives of the co-operative and abide by the various policies and practices as determined from time to time by the co-operative;

2.1.2. **The Consumer Group:** Individuals who have a personal and particular interest in furthering the goals and objectives of the co-operative and contributing to its success;

2.2. The co-operative may recognize and provide for Associates from consumers and other individuals and related community organizations who support the objectives of the Co-operative. Such members shall have advisory and supporting roles within the co-operative, but will not have the particular rights or privileges of full co-operative membership as defined in Section 2.1 of these By-Laws.

2.3. Individuals, incorporated bodies and incorporated co-operatives that meet one of the definitions in Section 2.1 may become members of the co-operative. In accordance with Section 81 of the Co-operatives Act and these By-Laws, Corporate and co-

operative members must supply the co-operative in writing the name of the person who shall represent the corporation or co-operative as well as the name of an Alternative Representative.

- 2.4. Application for membership shall be made to the Secretary of the co-operative in writing in the form prescribed by the co-operative. A member may belong to only one Membership Group. The applicant shall indicate within which of the two membership groups the application is to be considered.
- 2.5. The application shall be considered and dealt with by the Board of Directors of the Co-operative not later than the next regular meeting of the Directors of the Co-operative. No applicant shall become a member of the co-operative until the person or organizations has complied fully with the by-laws governing admission of members
- 2.6. An applicant for membership whose application has been rejected may make appeal to the membership at the next general membership meeting or a special membership meeting called for that purpose as provided for in the Act and these By-Laws 
- 2.7. A person or incorporated body approved for membership by the Co-operative shall subscribe for at least one share as a condition of membership and may be required, following admission, to subscribe for such additional shares as the Co-operative may in general meeting approve.
- 2.8. A member wishing to withdraw from the Co-operative shall give written notice to the Secretary at least two weeks prior to the date on which he/she wishes to withdraw 
- 2.9. If, in the judgement of the Directors, a member has been guilty of acts detrimental to the best interests of the Co-operative, the Directors may, and after due notice to such member, in accordance with Section 84 (3) of the Act, submit the name of such member to any general or special meeting of the Co-operative. A member may be expelled by a two-thirds majority of those present and entitled to vote at any general or special meeting of the Co-operative.

3. Membership Shares and Member Loans

- 3.1. The par value of a membership share in the co-operative shall be fifty dollars (\$50.00), which shall never be withdrawn, transferred, repaid or otherwise disposed of at more than the par value. The Co-operative shall pay no interest on membership shares.
- 3.2. Purchase of shares may be made in any of the following ways:
 - Full cash payment at the moment of admission,

- In periodic installments as determined by the co-operative in General Meeting;
- In services or property, upon application to, and with the approval of the Directors, that is the fair equivalent of the money that would have been received if the share had been issued for money, Or in combinations of the above conditions, subject to approval by the Board of Directors of the Co-operative,

Further, a share certificate may only be provided upon full payment of the share purchase amount.

- 3.3. The co-operative shall have a lien on shares and/or member loans of any member or any debt owed it by that member and may offset a sum credited to that member in the form of shares in or toward the payment of the debt.

4. Allocation of Surplus

- 4.1. Where a co-operative has a surplus in a fiscal year, the Directors shall apply the surplus
- 4.1.1. first to pay taxes due
 - 4.1.2. second, to retire all or part of a deficit it has previously incurred, and
 - 4.1.3. third, as required by the Co-operatives Act, maintain a reserve of not more than 10%.
 - 4.1.4. The balance of the net surplus, if any, shall be used exclusively in promoting the objects of this Society as per Section 1.4 of these By-Laws.

5. Meetings

- 5.1. At all meetings of the membership, a quorum shall consist of fifty per cent of the full membership plus one member. In addition, a quorum shall require at least one member from each membership group be present.

- 5.2. Voting:

Only members of the co-operative who have satisfied the terms of full membership set out in these By-Laws shall have the right to vote. Voting shall be by show of hands, but a second ballot shall be taken when directed by the chairperson, or when demanded by any five members entitled to vote. A secret ballot must be held when electing

Directors or when requested by any five members entitled to vote. No member shall have more than one vote at any meeting of the co-operative, nor shall a member vote on behalf of another member or other members. In case of a tie the motion shall be deemed lost.

5.3. Annual General Meeting

The Annual General Meeting of the co-operative shall be held within four months of the fiscal year end as determined in the Articles of Incorporation. The date and time of the location of the meeting shall be fixed by the Directors.

5.4. Regular Meetings:

Regular Meetings of the membership may be held at such place and time as the Directors may determine.

5.5. Special Meetings:

Special meetings of the membership may be called at any time by the Secretary under the direction of the Directors, or by written application of a number of the members required by Section 70 of the Co-operatives Act and specifying the purpose of the meeting.

5.6. Notice of Meeting:

Notice of all meetings shall be given to the Secretary, who shall, at least ten days before the date of the meeting, post a Notice of the meeting in a conspicuous place at the registered address of the Society, and at all places of business of the Society, or by any other means determined appropriate by the membership. Notice calling Special Meetings shall state clearly the nature of the business to be transacted and only business so specified in each Notice shall be transacted at said Special Meeting.

5.7. Action at Meetings

The Chairperson or other designate, as determined by the Directors, shall preside at membership meetings. When a quorum is present at a membership meeting, a majority of the members present and entitled to vote shall decide any matter, unless a larger number be required by law, by the Articles or by these By-Laws. In the event of a tied vote, the motion shall be defeated.

5.8. By-Law Amendments and Special Resolutions

The co-operative may amend its By-Laws and recognize Special Resolutions at Regular Member Meetings, Special Member Meetings and Annual General Meetings and in accordance with the provisions of Section 80 (4) of the Act. Changes or amendments to the By-Laws and Special Resolutions shall be deemed passed only when passed by a majority of the members of each Membership Group as defined in these By-Laws,

a) at an Annual General Meeting, Special Members Meeting or Regular Meetings of the members of the co-operative called for that purpose, or

b) at separate meetings of each of the Membership Groups called for that purpose.

6. Board of Directors/Executive Committee

6.1. The Board of Directors shall consist of a maximum of twelve Directors. A maximum of six Directors shall be elected from and by each of the two membership groups.

6.2. At the first Annual General Meeting following upon registration of the Co-operative, the Co-operative shall elect a Board consisting of up to six Directors from and by each of the two Membership Groups. Up to three Directors from each group shall be elected for one year and up to three for two years. In subsequent elections, directors shall be elected for two year terms. Directors whose terms have expired may stand for re-election. However, no directors may serve for more than five consecutive terms.

6.3. Each Membership Group shall nominate from within its number candidates for election to the board of directors. Election of directors shall be by secret ballot only. Ballots shall be destroyed once elections have concluded.

6.4. At meetings of the Board of Directors a quorum shall consist of a majority of the Directors and shall also require that at least one Director from each Membership Group be present.

6.5. Vacancies created within the Board of Directors shall be filled at the earliest possible time. Replacement Directors shall be elected by Special Meeting of the affected Membership Group, or Groups.

6.6. The Board of Directors shall, at each Annual General Meeting of the Co-operative, elect the following Executive Officers: Chairperson, Vice-

Chairperson, Secretary and Treasurer.

6.7. The duties of the Executive Officers shall be as follows:

- a) It shall be the duty of the Chairperson to preside at all meetings of the Co-operative, represent the interests and decisions of the co-operative to the public and perform such other duties as are necessary to the proper conduct of his or her office.
- b) It shall be the duty of the Vice – Chairperson to perform the duties of the Chairperson in the absence or disability of the Chairperson and do such other duties as the membership may designate.
- c) It shall be the duty of the Secretary to keep or cause to be kept correct record of all meetings, have custody of the corporate seal of the Co-operative, and cause same to be affixed to such instruments on behalf of the Co-operative as are required. He or she shall have custody of and keep safe, all contracts, leases and other valuable documents pertaining to the business of the Co-operative. It shall also be the duty of the Secretary to be a signing officer of the Co-operative and do such other related duties as the membership shall determine.
- d) It shall be the duty of the Treasurer to keep or cause to be kept a full and accurate accounting of all financial transactions of the Co-operative in such form as shall be satisfactory to the membership. The Treasurer shall be a signing officer of the Co-operative and Chair the Finance Committee. He or she shall, where required have custody of the cash, securities, book of accounts and other records of the Co-operative, which shall be open at all reasonable times to audit or inspection as authorized by the Co-operatives Act and these By-Laws, and perform such other related duties as may be required of him or her by the Co-operative.

6.8. Vacancies within the Executive Committee shall be filled by election at the next meeting of the Directors and that person shall hold office until the next Annual General Meeting.

6.9. An Executive Officer may be removed from executive office by resolution of the Directors of the Co-operative.

7. Committees

The Directors of the Co-operative shall appoint Committees. In particular, the

Directors shall appoint a Finance Committee, to be chaired by the Treasurer and other individuals as the Board may approve. All Committees shall be delegated powers necessary for the efficient conduct of the affairs and business of that service or operation.

Each Committee shall include at least one Director. All voting members of Committees shall be members in good standing of the Co-operative. Ex-Officio committee members may be appointed provided they demonstrate the appropriate interest, background and expertise to contribute to the mandate of the Committee.

8. Corporate Indemnification

8.1. Subject to the provisions of the Co-operatives Act, every Director and senior officer or his/her heirs, executors and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the co-operative, from and against:

all costs, charges and expenses whatever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director or Officer, for or in respect of any act, deed, matter or thing whatever, made, done, or permitted by the Director or Officer in or about the execution of the duties of his/her office; and

all other costs, charges and expenses that the Director or Officer sustains or incurs in or about or in relation to the affairs thereof.

9. Market Manager

The co-operative may hire a Market Manager to direct and manage the day-to-day operations of the co-operative;

Subject to direction from the Directors, the Market Manager shall:

9.1. have general charge of the finances and custody of the funds of the co-operative;

9.2. have power to endorse for deposit or collection, all notes, cheques, drafts and other obligations or payments to the co-operative and to accept drafts on behalf of the co-operative;

- 9.3. cause accurate books of account to be kept, which shall be the property of the co-operative;
- 9.4. keep at the registered address, as set by the Directors, these documents and any others as the Directors shall determine; and
- 9.5. shall have such other duties and powers as determined by the Directors.

10. Reports

The Directors shall require the Chairperson and/or the Secretary or Treasurer to submit or cause to be submitted to the membership financial statements and other reports once a month in such form as the Directors may require from time to time.

11. Operating and Trading Policies

Written Policies, separate from these By-Laws, may be established by the members or by the Directors. These Policies may be added to, amended, or repealed at any meeting of the Members by a majority of those present. These Operating Policies shall be binding on all members, directors and employees, unless inconsistent with law, the Articles or these By-Laws.

12. Dissolution

If, for any reason, the affairs of the co-operative are dissolved or wound up and there remains after satisfaction of all liabilities, including shares and loans, any property whatsoever, it shall be distributed in accordance with Section 115 (5) of the Co-operatives Act.

13. Amendments

These By-Laws or any part thereof may be repealed or amended by a Resolution of the Co-operative, passed in accordance with the provisions of Section 80 of the Co-operatives Act and Section 5.8 of these By-Laws.