

Salt Spring Island Farmland Trust Society Constitution

- 1 **NAME:** The name of the Society is:

SALT SPRING ISLAND FARMLAND TRUST SOCIETY
- 2 **PURPOSES:** The purposes of this Society are exclusively charitable, and are:
1. To promote agriculture on Salt Spring Island and Southern Gulf Islands by acquiring, managing and leasing land for farming.
 2. To educate farmers and the public on the benefits and practices of locally produced agriculture.
 3. To develop and maintain community gardens on Salt Spring Island for the benefit of the community.
- 3 The activities of the Society will be conducted on Salt Spring Island and the Southern Gulf Islands. This provision is alterable in accordance with the *Society Act*.
- 4 The purpose of the Society shall be carried out without purpose of gain for its directors, and any profits or other accretion of the Society shall be used for promoting its purposes. No member of the Society or director shall be paid any remuneration for services rendered to the Society.
- 5 In the event of dissolution of the Society, the assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations promoting the same or similar purposes of this society as may be determined by the directors of this Society at the time of dissolution. For clarity, the entity or entities referred to in this paragraph must be registered charities.
- 6 Paragraphs 4, 5 and 6 of this constitution are unalterable in accordance with the *Society Act*.

Salt Spring Island Farmland Trust Society

BYLAWS

Part 1 — Interpretation

1 (1) In these bylaws, unless the context otherwise requires:

"appointed director" means a person appointed in accordance with these bylaws as an appointed director, or appointed as a replacement director for an appointed director;

"board" means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Farmland Trust Society and exercising the powers of the Salt Spring Island Farmland Trust Society;

"board resolution" means:

(1) a resolution passed at a meeting of the board by a simple majority of the votes cast by those directors entitled to vote at such meeting; or

(2) a resolution that has been submitted in writing to all of the directors and consented to in writing by a simple majority of the directors who would have been entitled to vote on it in person at a meeting of the board;

"bylaws" means the bylaws of the Salt Spring Island Farmland Trust as filed in the Office of the Registrar;

"constitution" means the constitution of the Salt Spring Island Farmland Trust Society as filed in the Office of the Registrar;

"directors" means the directors of the society for the time being;

"founding director" means a person whose name is included in the List of First Directors filed with the Registrar at the time of registration;

"prescribed organizations" means the Salt Spring Island Farmers Institute (est. 1895) and the Island Natural Growers (Chapter of Canadian Organic Growers);

"registered address" of a member means the member's address as recorded in the register of members.

"Society Act" means the *Society Act* of British Columbia from time to time in force and all amendments to it;

(2)The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

3The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

4A person may apply to the directors for membership in the society and on acceptance by the directors is a member. The maximum number of directors is 11.

5Every member must uphold the constitution and comply with these bylaws.

6The amount, if any, of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society.

7A person ceases to be a member of the society

(a)by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b)on his or her death or, in the case of a corporation, on dissolution,

(c)on being expelled, or

(d)on having been a member not in good standing for 12 consecutive months.

8 (1)A member may be expelled by a special resolution of the members passed at a general meeting.

(2)The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3)The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

9All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

10General meetings of the society must be held at the time and place, in accordance with the *Society Act*, that the directors decide. Directors may, at their discretion, hold meetings by teleconference, or join in via telephone.

11Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12The directors may, when they think fit, convene an extraordinary general meeting.

- 13 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. Notice of a general meeting shall be delivered not less than 14 days prior to the meeting.
- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 14 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 15 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 4 directors present or a greater number that the directors may determine to give a simple majority.
- 17 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18 The president of the society, or in the absence of the president, one of the other directors present, must preside as chair of a general meeting.

- 19 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

- 20 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

- 21 (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) Voting is by show of hands for those physically present at a meeting. Verbal dissent is satisfactory for those participating via telephone.
 - (3) Voting by proxy is not permitted.

Part 5 — Directors and Officers

- 22 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
 - (a) all laws affecting the society,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

- 23 (1)The president, secretary, treasurer and four or more other persons are the directors of the society. The board of directors shall be comprised as follows:

To ensure that the decisions of the Salt Spring Island Farmland Trust Society reflect the agricultural interests and priorities of the community, the board of directors will maintain a majority representation from the two founding agricultural organizations: Salt Spring Island Farmers Institute and Island Natural Growers. The board of no fewer than seven, and no more than eleven, directors will be elected based on the following formula:

- a) Equal representation from each of the agricultural organizations of Salt Spring Island: Salt Spring Island Farmers Institute (est. 1895) and Island Natural Growers (Chapter of Canadian Organic Growers), no fewer than two representatives each;
- b) In the event of dissolution of either of the agricultural organizations named in paragraph a), the authority to select directors from any organization or society, promoting the same or similar community-based agricultural purposes as the dissolved organizations, will be at the discretion of the directors.
- c) A minimum of three (3) representatives from the community at large who are recommended by other community groups or associations, at the discretion of the directors.

(2)The number of directors must be 7 or a greater number determined from time to time at a general meeting.

(3)Every director must be a member of the society.

- 24 (1)In this section, “**first annual general meeting**” means the first general meeting of the society.

(2)The term of office of a director ends at the end of the annual general meeting at which a successor is elected.

(3)Directors shall be elected for a two-year term, except that at the election held at the first annual general meeting one half of the directors shall be elected for a term ending at the second annual general meeting, and one half shall be elected for a term ending at the third annual general meeting.

(4)In the elections of directors held at each annual general meeting, beginning with the second annual general meeting, directors shall be elected for a two-year term.

- 25 (1)A director must retire from office at the annual general meeting when their successor is elected.

(2)Officers will be elected from among the elected directors at an organizational meeting immediately following the adjournment of the annual general meeting; officers shall hold office until the following annual general meeting.

(3)Separate elections must be held for each office to be filled.

- (4) If a successor is not elected then, where possible, the person previously elected or appointed continues to hold office.
- 26 (1) The directors may at any time and from time to time appoint an individual as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- 27 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint an individual to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there is less than the prescribed number of directors in office.
- 28 The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 29 (1) A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
- (2) A director who has a direct or indirect interest in any existing or proposed contract or transaction with the society shall declare the nature and extent of his interest in such contract or transaction or of any potential conflict and interest as a director.
- (a) The declaration shall be made at the first opportunity or the first meeting after the relevant facts come to the director's attention.
- (3) Any director possessing an interest in respect of any contract or transaction with the society is no longer eligible to be a director of the society and must resign immediately. However, this director becomes eligible for re-appointment when the contract is complete or the conflict of interest otherwise ceases to exist.

Part 6 — Proceedings of Directors

- 30 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Directors may, as they think fit, hold meetings by teleconference, or join in via telephone.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 31 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.

- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- (3) At the organizational meeting of the board following the annual general meeting, directors will determine their participation in the various committees of the board and shall choose dates for the first meetings of the committees
- 32 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 33 The members of a committee may meet and adjourn as they think proper.
- 34 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 35 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 36 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 37 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- 38 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 7 — Duties of Officers

- 39 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 40 A director, chosen by the directors present, must carry out the duties of the president during the president's absence.
- 41 The secretary must do the following:
- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;

- (c)keep minutes of all meetings of the society and directors;
- (d)have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e)have custody of the common seal of the society;
- (f)maintain the register of members.

42The treasurer must

- (a)keep the financial records, including books of account, necessary to comply with the *Society Act*, and
- (b)render financial statements to the directors, members and others when required.

43 (1)The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.

(2)If a secretary-treasurer holds office, the total number of directors must not be less than 7 or the greater number that may have been determined under bylaw 23 (2).

44In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 8 — Seal

45The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

46The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary-treasurer.

Part 9 — Borrowing

47In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

48A debenture must not be issued without the authorization of a special resolution.

49The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

50An audit will be prepared when the directors deem, by resolution, that it is necessary. Any audit prepared will be presented to the Annual General Meeting.

51The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

52At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

53An auditor may be removed by ordinary resolution.

54An auditor must be promptly informed in writing of the auditor's appointment or removal.

55A director or employee of the society must not be its auditor.

56The auditor may attend general meetings.

Part 11 — Notices to Members

57A notice may be given to a member, either personally or by mail to the member at the member's registered address.

58A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

- 59 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 12 — Society Endowment Funds

- 60 Any money placed in an endowment fund established by the Salt Spring Island Farmland Trust will be held in perpetuity on behalf of the Society. Principal may be removed only be a three-quarter affirmative vote of the Board.

Part 13 — Indemnification

- 61 Subject to the provisions of the *Society Act*, each director and each officer of the Salt Spring Island Farmland Trust Society will be indemnified by the Salt Spring Island Farmland Trust Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that person may be made a party by reason of being or having been a director or officer of the Salt Spring Island Farmland Trust Society.
- 62 Subject to the provisions of the *Society Act*, the directors are authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Salt Spring Island Farmland Trust Society or any society or corporation controlled by it, and to secure such director or other person against loss by mortgage and charge on the whole or any part of the real and personal property of the Salt Spring Island Farmland Trust Society by way of security.
- 63 The directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general meeting or at any extraordinary general meeting of the members called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the *Society Act* or these bylaws) shall be as valid and as binding upon the Salt Spring Island Farmland Trust Society and upon all the members as though it had been approved ratified and confirmed by every member of the Salt Spring Island Farmland Trust Society.

64 Subject to the provisions of the *Society Act*, no director or officer for the time being of the Salt Spring Island Farmland Trust Society shall be liable for the acts, neglects or defaults of any other director or officer of the Salt Spring Island Farmland Trust Society or for joining in any receipt or act for conformity or for any loss, damage, judgement, claim, costs or expense happening to the Salt Spring Island Farmland Trust Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Salt Spring Island Farmland Trust Society,

or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Salt Spring Island Farmland Trust Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any funds or property of the Salt Spring Island Farmland Trust Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the wilful act, default or gross neglect of such director or officer.

65 The Salt Spring Island Farmland Trust Society shall, to the full extent permitted by the *Society Act*, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director or officer of the Salt Spring Island Farmland Trust and his or her heirs and legal representatives.

66 The Salt Spring Island Farmland Trust Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Salt Spring Island Farmland Trust Society on being elected or appointed shall be deemed to have contracted with the Salt Spring Island Farmland Trust Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.

67 The failure of a director or officer of the Salt Spring Island Farmland Trust Society to comply with the provisions of the *Society Act* or of the Constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.

68 The Salt Spring Island Farmland Trust Society may purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director, officer, employee or agent.

Part 14 — Bylaws

69 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

70 These bylaws must not be altered or added to except by special resolution. Notice of a special resolution to amend the bylaws shall be not less than 30 days.

Part 15 — Parliamentary Authority

71 Parliamentary authority for the Society shall be the most current edition of Robert's Rules of Order Revised.

Dated: _____, 2009

Witness

Applicants for Incorporation

Name: _____

Name: _____

Address: _____

Address: _____

Signature: _____

Signature: _____

Name: _____

Name: _____

Address: _____

Address: _____

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