

## **Salt Spring Island Farmland Trust Society Constitution and Bylaws**

### **CONSTITUTION**

1. The name of the Society is Salt Spring Island Farmland Trust Society.
2. The purposes of the Society 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.

### **BYLAWS**

#### **Part 1 - Definitions and Interpretation**

##### Definitions

- 1.1 In these Bylaws:
  - "Act" means the *Societies Act* of British Columbia as amended from time to time;
  - "Board" means the directors of the Society;
  - "Bylaws" means these bylaws as altered from time to time.

##### Definitions In Act apply

- 1.2 The definitions in the Act apply to these bylaws.

##### Conflict with Act or regulations

- 1.3 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.

#### **Part 2 - Members**

##### Application for membership

- 2.1
  - a.) A person may apply to the board for membership in the Society, and the person becomes a member on the board's acceptance of the application and the receipt of the annual membership dues, if any.
  - b.) An organization may apply to the board for membership in the Society, and upon the board's acceptance of the application and receipt of the annual membership dues, if any, may send a representative to general meetings of the Society.

##### Duties of members

- 2.2 Every member must uphold the constitution of the Society and must comply with these bylaws.

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### Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the board.

### Voting members of the Society

2.4 The directors of the Society are voting members. All other members are non-voting members.

### Waiving of annual membership dues

- 2.5 a.) All directors of the Society, as well as farmers and gardeners who pay an annual lease or rental fee to the Society are members of the Society, are exempt from annual membership dues, if any.
- b.) The board has the authority to waive membership fees for any member or organization.

### Member not in good standing

2.6 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.

### Termination of membership

- 2.7 A person shall cease to be a member of the Society
- a) by delivering his or her resignation to the secretary of the Society or by mailing or delivering it to the address of the Society;
  - b) on his or her death;
  - c) on being expelled; or
  - d) on having been a member not in good standing for six consecutive months.

### Expulsion of a member

- 2.8 a) A member may be expelled by special resolution of the directors.
- b) The person who is the subject of the proposed resolution for expulsion shall
- i) receive written notice giving reasons for the proposed expulsion, and
  - ii) be given an opportunity to be heard at the meeting of the directors where the special resolution is put to a vote.

### Inspection of records

- 2.9 a) A member of the Society may inspect the following records the Society is required to keep under section 20 (1) of the Act, including:
- the Society's Certificate of Incorporation
  - the statement of directors and registered officers of the Society
  - the Society's register of members, organized by different classes of member if different classes exist, including contact information provided by each member
  - the minutes of each meeting of directors
  - the annual financial statements of the Society and the auditor's report, if any, on those financial statements.
- b) The directors may restrict access to any other official records at their discretion.
- 2.10 The Society may impose a reasonable period of notice before which, and reasonable restrictions on the times during which, a person, other than a director, may inspect a record.

- 2.11 A person, other than a member or director, may access the records of the Society only at the discretion of the board.
- 2.12 On being admitted to membership, each member is entitled to, and, upon request the Society shall furnish without charge, a copy of the constitution and bylaws of the Society.

### **Part 3 - General Meetings of Members**

#### Time and place of general meeting

- 3.1 A general meeting must be held at the time and place the board determines.

#### Annual General Meeting

- 3.2 Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.

#### Timing of Annual General Meeting

- 3.3 An Annual General Meeting shall be held at least once in every calendar year.

#### Notice of General Meeting

- 3.4 (a) Written notice of the date, time and location of a general meeting must be sent to every member of the society
- (i) at least
    - (a) 14 days before the meeting, unless subparagraph (b) applies, or
    - (b) the number of days before the meeting specified in the bylaws, if the number of days so specified is at least 7 days, and
  - (ii) not more than 60 days before the meeting.
- (b) Notice of a general meeting of a society that has more than 250 members is, if permitted by the bylaws, deemed to have been sent under subsection (a) if
- (i) notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and
  - (ii) notice of the date, time and location of the meeting
    - (a) is published, at least once in each of the 3 weeks immediately before the meeting, in one or more newspapers identified in the bylaws, or
    - (b) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.
- (c) The accidental omission to send notice of a meeting to, or the non-receipt of a notice by, any other members entitled to receive notice does not invalidate proceedings at that meeting.

#### Ordinary business at a general meeting

- 3.5 At a general meeting, the following business is ordinary business:
- a) adoption of the 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;

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- 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.

### Special business at a general meeting

3.6 Special business is all business except ordinary business.

### Notice of special business

3.7 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business.

### Chair of general meeting

3.8 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.

### Alternate chair of general meeting

3.9 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.

### Quorum required

3.10 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.

### Quorum for general meetings

3.11 The quorum for the transaction of business at a general meeting is three voting members or 10 percent of the voting members, whichever is greater.

### Lack of quorum at commencement of meeting

3.12 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.

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### If quorum ceases to be present

- 3.13 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.

### Adjournments by chair

- 3.14 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.

### Notice of continuation of adjourned general meeting

- 3.15 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.

### Order of business at general meeting

- 3.16 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.

### Methods of voting

- 3.17 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, two 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.

### Announcement of result

- 3.18 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.

### Proxy Voting not permitted

- 3.19 Voting by proxy is not permitted.

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Matters decided at general meeting by ordinary resolution

- 3.20 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.

Matters decided at a general meeting by special resolution

- 3.21 Matters decided by an ordinary resolution require a simple majority. Matters decided by a special resolution require 2/3 of the votes cast.

Location of activities of the Society

- 3.22 The activities of the Society will be conducted on Salt Spring Island and the Southern Gulf Islands.

### Part 4 - Directors

Constitution of the board of directors

- 4.1 a) To ensure that the decisions of the 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.
- b) The board of no fewer than seven, and no more than eleven directors will be based on the following formula:
- i) 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;
  - ii) A minimum of three representatives from the community at large who are recommended by other community groups or associations, at the discretion of the directors.

Nomination of directors from the founding organizations

- 4.2 Both the Salt Spring Island Farmers' Institute and the Island Natural Growers will select from their own membership their representatives to the board of the Society.

Election of community members to the board

- 4.3 The voting members of the Society shall elect the community members of the board.

Terms of office

- 4.4 a) Each director shall normally be elected for a term of two years.
- b) Directorship ends only with the end of term, death, written resignation or removal of the director.

Election or appointment of directors

- 4.5 a) A director shall retire at an Annual General Meeting when his or her successor shall be elected.
- b) An election may be by acclamation, otherwise it shall be by a show of hands or ballot.
- c) If no successor is elected there shall be a vacancy which may be filled by appointment.

Directors may fill casual vacancy on board

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- 4.6 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.

### Term of appointment of director filling casual vacancy

- 4.7 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### Dissolution of a founding organization

- 4.8 In the event of dissolution of either of the agricultural organizations named in paragraph 4.1, the authority to select directors from any organization or society, promoting the same or similar community-based agricultural purposes as the dissolved organization, will be at the discretion of the directors.

## **Part 5 - Directors' Meetings**

### Calling directors' meeting

- 5.1 A directors' meeting may be called by the president or by any two other directors.

### Notice of directors' meeting

- 5.2 At least two days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### Proceedings valid despite omission to give notice

- 5.3 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.

### Conduct of directors' meetings

- 5.4 The directors may regulate their meetings and proceedings as they see fit. Directors may hold meetings by teleconference, or join in via telephone.

### Directors may vote by email

- 5.5 Between regular meetings of the board, directors may vote on proposed resolutions and motions by email, and the outcome of those votes, if any, shall be included in the minutes of the next meeting of directors.

### Quorum of directors

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

## **Part 6 - Board Positions**

### Election or appointment to board positions

- 6.1 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.

#### Directors at large

- 6.2 Directors who are elected or appointed to positions on the board in addition to the position described in these bylaws are elected or appointed as directors at large.

#### Role of president

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

#### Role of vice-president

- 6.4 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.

#### Role of secretary

- 6.5 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.

#### Absence of secretary from meeting

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

#### Role of treasurer

- 6.7 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.
  - e) reporting, as required, to the Canada Revenue Agency.

### **Part 7 - Remuneration of Directors and Signing Authority**

#### No financial gain for directors

- 7.1 The purposes 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.

#### Remuneration for expenses

- 7.2 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.

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### Conflict of interest

- 7.3 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 or her interest in such contract or transaction or of any potential conflict and interest as a director. The declaration shall be made at the first opportunity or the first meeting after the relevant facts come to the director's attention.

### Signing authority

- 7.4 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,
  - b) if the president is unable to provide a signature, by the vice-president together with one other director,
  - c) if the president and vice-president are both unable to provide signatures, by any two 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.

## **Part 8 - Committees**

### Establishment of committees

- 8.1 The directors may delegate any, but not all, of their powers to committees consisting of at least one director and a number of society members as they see fit.

### Meetings of committees

- 8.2 The members of a committee may meet as they think necessary.

## **Part 9 - Borrowing**

### Authorization to secure and borrow funds

- 9.1 In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise money by seeking donations, grants or other fundraising efforts, borrow funds, or raise or secure the payment or repayment of money in the manner they decide.

## **Part 10 - Auditor**

- 10.1 From time to time, the directors may appoint an auditor as they deem necessary.
- 10.2 A director or employee of the Society must not be its auditor.
- 10.3 An auditor may be appointed or removed by ordinary resolution, and must be informed promptly of his or her appointment or removal.

## **Part 11 - Society Endowment Funds**

Endowment funds to be held in perpetuity

- 11.1 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 by a three-quarter affirmative vote of the directors.

## **Part 12 - Indemnification**

- 12.1 Subject to the provisions of the *Societies 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.
- 12.2 Subject to the provisions of the *Societies 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.
- 12.3 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 *Societys 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.
- 12.4 Subject to the provisions of the *Societies 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.
- 12.5 The Salt Spring Island Farmland Trust Society shall, to the full extent permitted by the *Societies 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.

- 12.6 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.
- 12.7 The failure of a director or officer of the Salt Spring Island Farmland Trust Society to comply with the provisions of the *Societies Act* or of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 12.8 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 13 - Dissolution of the Society**

- 13.1 In the event of dissolution of the Society, the assets of the Society remaining after the satisfaction of its debts and liabilities shall be disposed of in accordance with the regulations of the Canada Revenue Agency.

### **Part 14 - Parliamentary Authority**

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