

CONSTITUTION

NAME OF SOCIETY

SALT SPRING ISLAND AGRICULTURAL ALLIANCE

SOCIETY'S PURPOSES

- a) To oversee the implementation of the Salt Spring Island Area Farm Plan;
- b) To represent local agricultural interests at all levels of government;
- c) To work with various governments and governmental agencies on agricultural matters concerning SSI;
- d) To provide a central contact and resources for individuals and agencies on agricultural matters;
- e) To assist with the marketing and promotion of Salt Spring Agriculture;
- f) To find and secure funding and resources to support agriculture;
- g) To solicit support and input from the broader community;
- h) To identify, receive, assess and share approaches and ideas that support the mission of the Salt Spring Island Area Farm Plan;
- i) To engage in other activities deemed from time to time to be in the best interests of agriculture on Salt Spring Island;



Bylaws of the Salt Spring Island Agricultural Alliance (the "Society")

PART 1 — DEFINITIONS AND INTERPRETATION

- 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;
 - "Director"** means an individual who has been designated, elected or appointed, as the case may be, as a member of the board of directors of the society;
 - "Member"** means an organization on Salt Spring Island that becomes, in accordance with the bylaws, a member of the society and who remains a member of the society;
 - "Registered address"** of a member means the address as recorded in the register of members.
- 1.2 Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photograph, digital and other modes of representing or reproducing words in a visible form.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
- 1.4 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 An organization may apply to the Board for membership in the Society, and the organization becomes a member on the Board's acceptance of the application.
- 2.2 Members shall be organizations or groups on Salt Spring Island with an interest in agriculture, food production, or local sustainable economic development.
- 2.3 Each Member must authorize an individual to act on behalf of the Member.

Classes of Membership

- 2.4 There are two classes of voting members: senior members and regular members.
- (1) Each Senior Member must be an agricultural organization, must nominate up to three directors, and has one vote at General Meetings.
 - (2) Each Regular Member must nominate one director, and has one vote at General Meetings.

Duties of members

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

Amount of membership dues

- 2.6** The amount of the annual membership dues for each class of membership must be determined by the Board.

Member not in good standing

- 2.7** All members are in good standing except a member which has failed to pay its current annual membership fee or any other subscription or debt due and owing by it to the society and is not in good standing so long as the debt remains unpaid.

Member not in good standing may not vote

- 2.8** A voting member who is not in good standing
- (a) may not vote at a general meeting, and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership

- 2.9** An organization ceases to be a member of the society:
- (a) by delivering its resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for 12 consecutive months.
- 2.10** (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 reason or reasons for the proposed expulsion.
- (3) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to vote.

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.

Ordinary business at general meeting

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

Notice of special business

- 3.3** 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 judgment concerning that business.

Chair of general meeting

- 3.4** 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

- 3.5** 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

- 3.6** 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

- 3.7** The quorum for the transaction of business at a general meeting is 4 voting members or a greater number that the members may determine at a general meeting.

Lack of quorum at commencement of meeting

- 3.8** 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.

If quorum ceases to be present

- 3.9** 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

- 3.10** 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

- 3.11** 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

- 3.12** 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.

Participation in general meetings

- 3.13** A representative may participate in a meeting by means of telephone or other communications provided all representatives participating in the meeting can hear each other and provided that all representatives agree to such participation. A meeting held in this way shall be deemed to be an actual meeting of the membership and any resolution passed at such meetings shall be valid and effectual as if it had been passed at a meeting where the representatives are physically present. A representative participating in a meeting according to this bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote at the meeting.

- 3.14** A member votes by its authorized representative, who is entitled to speak and vote, and in all other respects exercises the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society unless the society is otherwise notified in writing by the member.

Resolutions and voting

- 3.15** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except

that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

- 3.16** Resolutions may only be passed with a majority vote of 75% of members in attendance at a meeting excluding abstentions and with a minimum of three votes.
- 3.17** (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 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 shall not pass.

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

- 3.19** Voting by proxy is permitted only on special resolutions. Proxies must be in writing from the designated member under the hand of a duly authorized officer. A proxy may authorize the proxy-holder to act as such for the appointer for one meeting only. The proxy is not valid for an adjournment.

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.

Notice of meeting

- 3.21** (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of the business.
(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.
- 3.22** The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that, an annual general meeting shall 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 — DIRECTORS

Number of directors on Board

- 4.1** The Society must have five or more directors.

Election or appointment of directors

- 4.2** Each member appoints a director/s at the annual general meeting. Terms are for two years.

- 4.3 Senior members may each appoint up to three directors, Regular members may appoint one director each.
- 4.4 In addition, the directors may appoint one farmer and/or a representative of the food processing sector on Salt Spring Island as directors.
- 4.5 A director retires from office at the annual general meeting following their term in office. A director may be re-appointed to serve a maximum of 3 consecutive terms. After one year's absence from the director's office, a person may again be appointed.

Members may fill casual vacancy on Board

- 4.6 If a director retires from office before fulfilling their term, the member that appointed that director may appoint a successor to complete the term of office.
- 4.7 Directors represent their member organisations. Should any director be unable to discharge this responsibility for whatever reason, the Board shall contact the member organization and seek a replacement.
- 4.8 The members may by special resolution remove a director before the expiration of their term of office. The member having a vacancy on the board may appoint a successor to complete the term of office.
- 4.9 A director appointed 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.

PART 5 — DIRECTORS' MEETINGS

Calling and notice of directors' meeting

- 5.1 A directors' meeting may be called by the president or by any 2 other directors.
- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- 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.
- 5.4 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.

Conduct of directors' meetings

- 5.5 The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 5.6 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes. The majority required shall be 75% of the

directors in attendance at the meeting excluding abstentions and with a minimum of three votes.

- 5.7** In case of a tie vote, the chair does not have a second or casting vote.
- 5.8** 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.
- 5.9** A resolution in writing, approved by the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.
- 5.10** A director may participate in a meeting by means of telephone or other communications facility by means of which all directors participating in the meeting can hear each other and provided that all such directors agree to such participation. A meeting held in this way shall be deemed to be an actual meeting of the Board and any resolution passed at such meetings shall be valid and effectual as if it had been passed at a meeting where the directors are physically present. A director participating in a meeting according to this bylaw shall be deemed in attendance, be counted in the quorum therefore and be entitled to speak and vote at the meeting.
- 5.11** If an urgent decision is needed a meetings may be conducted electronically if all directors are informed of agreed upon procedures. A resolution posted at an electronic meeting shall provide background information and a timeline for discussion and voting on the final motion. A meeting held in this way shall be deemed to be an actual meeting of the Board and any resolution passed at such meetings shall be valid and effectual as if it had been passed at a meeting where the directors are physically present.

Quorum of directors

- 5.12** The directors may from time to time fix the quorum necessary to conduct business, and unless so fixed the quorum shall be a majority of the directors then in office.

Committees

- 5.13** The directors may delegate any, but not all of their powers to committees consisting of directors and designates of the directors or members as they think fit.
- 5.14** A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 5.15** If a member of a committee is a designate from the directors or a member, that committee member can vote and speak at committee meetings in the same way as any other committee member.
- 5.16** 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 members of the committee present shall choose one of their number to be chair of the meeting.

5.17 The members of a committee may meet and adjourn, as they think proper.

Actions of directors

5.18 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meetings but subject, nevertheless to:

- all laws affecting the society;
- these bylaws; and
- rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

5.19 A rule, made by the society in general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

5.20 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

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 positions 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.

PART 7 — REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

- 7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.
- 7.2** A director must be reimbursed for all expenses necessarily and reasonably incurred by them with approval of the directors, while engaged in the affairs of the society.

Signing authority

- 7.3** 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 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 8 — BORROWING

- 8.1** In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise 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.
- 8.2** Debentures must not be issued by the society without the sanction of a special resolution.
- 8.3** The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual meeting.

PART 9 — AUDITOR

- 9.1** This part applies only where the society is required or has resolved to have an auditor.
- 9.2** The first auditor shall be appointed by the directors.
- 9.3** Each auditor, if any, subsequent to the first auditor must be appointed at each annual general meeting, by ordinary resolution, to hold office until the close of the next annual general meeting.
- 9.4** An auditor may be removed by ordinary resolution.
- 9.5** An auditor must be promptly informed in writing of appointment or removal.
- 9.6** A director or employee of the society must not be its auditor.
- 9.7** The auditor may attend general meetings.

PART 10 — NOTICES TO MEMBERS

- 10.1** A notice may be given to a member, either personally or by mail to them at their registered address. In addition notice shall also be provided electronically.
- 10.2** A notice sent by mail shall be deemed to have been given on the 5th business day following that 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.
- 10.3** Notice of a general meeting shall be given to:
 - a) every member shown on the register of members on the day notice is given; and
 - b) the auditor, if Part 9 applies.No other person is entitled to receive a notice of general meeting.

PART 11 — INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES

- 11.1** Subject to the provisions of the Act, the directors may cause the society to indemnify a director or former director of the society and the heirs and personal representatives of any such person, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, actually and reasonably incurred including an amount paid to settle an action or satisfy a judgement in a civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a director of or a former director including any action or proceeding brought by the society or any such corporation. Each director of the society on being appointed shall be deemed to have contracted with the society on the terms of the foregoing indemnity.

- 11.2** Subject to the provisions of the Act, the directors may cause the society to indemnify any officer, employee or agent of the society and the heirs and personal representatives against all costs, charges and expenses whatsoever incurred and resulting from acting as an officer, employee or agent of the society or such corporation. In addition, the society shall indemnify the secretary and the heirs and personal representatives of the secretary against all costs, charges and expenses whatsoever incurred and arising out of the functions assigned to the secretary by the Act or these bylaws. Each such secretary and on being appointed shall be deemed to have contracted with the society on the terms of the foregoing indemnity.
- 11.3** For the purposes of article 11.1 a civil, criminal or administrative action or proceeding shall include a civil, criminal, administrative or other investigation or inquiry the subject of which concerns the acts or conduct of the director or former director of the society while a director of the society.
- 11.4** The failure of a director or officer of the society to comply with the provisions of the Act, the constitution of the society or these bylaws shall not invalidate any indemnity to which they are entitled under this part.
- 11.5** The directors may cause the society to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the society or as a director, officer, employee or agent of any corporation of which the society is or was a member and the heirs or personal representatives against any liability incurred as such director, officer, employee or agent.

PART 12 — DIRECTORS' CONFLICTS OF INTEREST

- 12.1** A director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with the society or who holds any office or possesses any property whereby, directly or indirectly, a duty or interest might be created to conflict with his duty or interest as a director shall declare the nature and extent of his interest in such contract or transaction or of the conflict or potential conflict with their duty and interest as a director, as the case may be, in accordance with the provisions of the society.
- 12.2** A director shall not vote in respect of any such contract or transaction with the society in which they are interested and if they shall do so their vote shall not be counted, but shall be counted in the quorum present at the meeting at which such vote is taken. Subject to the provisions of the Act, the foregoing prohibitions shall not apply to:
- (a) any contract or transaction made or to be made with, or for the benefit of a branch society of which a director is a director;
 - (b) purchasing and maintaining insurance to cover directors against liability incurred by them as directors; or
 - (c) the indemnification of any director or officer by the society.
- The foregoing exceptions may from time to time be suspended or amended to any extent approved by the society in general meeting and permitted by the Act, either generally or in respect of any particular contract or transaction or for any particular period.

- 12.3** A director may hold any office or appointment with the society (except as auditor of the society) in conjunction with his office of director for such period and on such terms (as to remuneration or otherwise) as the directors may determine and no director or intended director shall be disqualified by his office from contracting with the society either with regard to his tenure of any such other office or appointment or as vendor, purchaser or otherwise and, subject to compliance with the provisions of the Act, no contract or transaction entered into by or on behalf of the society in which a director is in any way interested shall be liable to be voided by reason thereof.
- 12.4** Subject to compliance with the provisions of the Act, a director or his firm may act in a professional capacity for the society (except as auditor of the society) and they or their firm shall be entitled to remuneration for professional services as if they were not a director.

PART 13 — BYLAWS

- 13.1** On being admitted to membership, each member is entitled to and the society shall give them, without charge, a copy of the constitution and bylaws of the society.
- 13.2** These bylaws shall not be altered or added to except by special resolution.

PART 14 — DISSOLUTION

- 14.1** In the event of winding up or dissolution of the society, funds and assets of the society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to the members of the society at the time of such winding up or dissolution, to be divided pro rata between such members that are farm organizations based upon the number of directors each such member is entitled to appoint to the Board of Directors of the society, except that, if at the time of dissolution or winding up, the society has any ownership interest in any abattoir facility, buildings or equipment (the “abattoir”), then the abattoir shall be transferred to a non-profit organization which has the capacity to own the abattoir, and the selection of this organization shall be made in consultation with the Salt Spring Abattoir Society.