

NEW GLASGOW FARMERS MARKET COOPERATIVE LTD. BY-LAWS

**A. DEFINITIONS**

1. In these By-Laws:

- a. "Co-operative" means New Glasgow Farmers Market Cooperative Ltd. (or "NGFM");
- b. "Member" means a person, association, society, partnership, corporation or institution that pursuant to these by-laws is a Member of the Co-Operation;
- c. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- d. "Special Resolution" means a resolution passed by not less than two-thirds of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- e. "Community Representative" means a duly elected Board member who is a resident of Pictou County but who is not: a vendor; a spouse of a vendor; or a regular employee of a vendor; or otherwise closely affiliated with a specific vendor, unless such affiliations have been disclosed and waived by special resolution in advance of the Community Representative's election to the Board.
- f. All policies and regulations, including **Vendor Courtesy/Code of Conduct** and the **NGFM Rules and Regulations**, shall exist and be carried out in accordance with the by-laws for the Co-operative.

**B. MEMBERSHIP RIGHTS AND RESPONSIBILITIES**

2. The Co-operative is ultimately accountable to the Members of the Co-operative.
3. Each Member who is in good standing is entitled to attend any Members' meeting of the Co-operative and to hold any office of the Co-Operative.
4. Every Member may vote at any Members' meeting of the Co-Operative after they have attended at least one previous Members' meeting.
5. Membership in the Co-operative shall consist of those:
  - a. who subscribe to the objectives of the Co-Operative in accordance with the official Rules and Regulations;
  - b. who have paid the annual membership fee prior to the AGM;
  - c. who are over the age of 18 years (or, if under the age of 18 years, have obtained written consent from a parent or legal guardian);

OFFICE OF THE REGISTRAR  
of Joint Stock Companies  
NOVA SCOTIA

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I HEREBY CERTIFY that this is a true copy  
of a document filed in the office of the  
Registrar of Joint Stock Companies on the

2nd day of August, 2019

A. McDonald

Registrar of Joint Stock Companies

per

Dated 7th day of August, 2019

- d. who reside in Nova Scotia; and
  - e. who are a vendor at the NGFM and are a primary or secondary producer of the product sold, as defined by the NGFM Rules & Regulations.
6. For the purposes of registration, the number of members of the Co-operative is unlimited.
  7. Membership in the Co-operative shall not be transferable.
  8. Membership in the Co-operative shall cease upon:
    - a. the death of a member;
    - b. by notice in writing to the Co-operative of the member resigning his/her membership;
    - c. if the member ceases to qualify for membership in accordance with the by-laws; or
    - d. if, following breach of: the Vendor Courtesy/Code of Conduct; Rules and Regulations of the Co-Operative; or other NGFM policy, by a majority vote of the Directors of the Co-Operative at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Co-Operative has been terminated.
  9. The Members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves it.

### **C. MEMBERS' MEETINGS**

10. Every Member, subject to by-law 4, shall have one vote and no more.
11. There shall be no proxy voting.
12. A general or special meeting of the Members may be held at any time and shall be called:
  - a. If requested by the Chair; or
  - b. If requested by a majority of the Directors; or
  - c. If requested in writing by no less than 25% of the Members.
13. Notice to Members is required for general or special meetings. The notice must:
  - a. Specify the date, place and time of the meeting;
  - b. Be given to the members at least seven (7) days prior to the meeting;
  - c. Be given to the Members by newsletters, mail, email, or other electronic means or hand delivery;
  - d. Specify the nature of business, such as the intention to propose a special resolution; and
  - e. The non-receipt of notice by any Member shall not invalidate the proceedings.
14. At each ordinary or special meeting of the Co-operative, the following items of business shall be dealt with and shall be deemed to be ordinary business:
  - a. Minutes of preceding general meeting;

- b. Consideration of the report of the Directors or any Subcommittee, if any;
  - c. Consideration of the report of the Market Manager; and
  - d. Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon; and
  - e. New Business approved, in advance by the Chair, for addition to the Agenda.
    - i. When a member wishes to bring a new item of business before the Board, the Member shall make a request to the Chair in writing a minimum of three (3) business days prior to the general or special meeting. Upon receipt, the Chair shall determine whether the subject matter is timely and appropriate to be placed on the agenda, or whether the matter should instead be referred to a committee, postponed to the next meeting, or otherwise.
    - ii. In the discretion of the Chair, if the circumstances warrant, the Chair may waive such prior notice and direct that a matter be placed as a new item of business on the agenda either prior to or during a meeting.
15. An annual general meeting (AGM) shall be held not more than four months after every fiscal year end and notice is required which must:
- a. Specify the date, place and time of the meeting;
  - b. Be given to the members at least fourteen (14) days prior to the meeting;
  - c. Be given to the Members by newsletters, mail, email, or other electronic means or hand delivery;
  - d. Specify the nature of business, such as the intention to propose a special resolution; and
  - e. The non-receipt of notice by any Member shall not invalidate the proceedings.
16. At the annual general meeting of the Co-Operative, the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- a. Minutes of the previous AGM;
  - b. Consideration of the annual report of the Directors;
  - c. Consideration of the annual financial report of the Co-Operative, including balance sheet and operating statement and the Auditors' report;
  - d. The appointment of an auditor for the upcoming year; and
  - e. The election of Directors.
17. No business shall be transacted at any meeting of the Co-operative unless a quorum of members is present at the commencement of such business. Quorum shall consist of not less than 25% of the Members in good standing.

18. All Members in good standing shall be entitled to vote at any general meeting. Except as required by the by-laws, 50% plus one of the membership votes are required for a duly moved and seconded motion.
19. If a meeting is convened:
  - a. as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the Members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the Members present shall constitute quorum only for the purpose of winding up the Co-Operative.
  - b. As per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
20. When a procedural issue arises that is not covered in the bylaws, the Chair will have the authority to interpret and apply such rules of order with the guidance of Robert's Rules of Order (latest edition).
21. The President or designate shall preside as Chair at Members' meetings. In his/her absence, the Vice-President, or in the absence of both of them, a Director from the Board, shall preside as Chair.
22. The Chair shall not be entitled to vote except in the case of an equality of votes, when the Chair shall then have the casting vote.
23. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
24. At any meeting, a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three Members. If a poll is demanded, it shall be held by show of hands, voting cards, or by secret ballot, as the Chair may decide.
25. The Co-operative shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

#### **D. Board of Directors**

26. The Market Manager cannot be a Member of the Board of Directors while holding the position of Market Manager.
27. Any Member of the Society:
  - a. in good standing (who has not been found in violation of the Rules and Regulations of NGFM warranting an Offence, as defined therein within the previous two years)

and who adheres to the mandate and objectives of the Co-Operative shall be eligible to be nominated for election as a Director of the Co-Operative and a Director of the Co-Operative shall be a Member;

- b. in good standing who has been found in violation of the Rules and Regulations of NGFM warranting an Offence within the previous two (2) years may request their eligibility, to be nominated for election as a Director, be considered. In such instances, the Member in question agrees to have the details of the violation reviewed by the Board, or a Committee thereof, who will meet with the Member, review the circumstances and make a , determination as to whether or not the Member should be eligible for nomination for election as a Director.

28. The Board of Directors shall consist of:

- a. 5 Directors elected from the voting membership (at least one (1) of which must be a primary producer, unless no primary producer is willing to stand for election), for a 3-year term and each Director may sit for two consecutive terms (no Director may serve longer than 6 consecutive years) after which they must take one year off to be eligible for re-election; and
- b. 1 Director appointed by the Board to sit as a Community Representative, who shall not be a Member, for a 2-year term and who may sit for two consecutive terms, after which they must take two years off to be eligible for re-appointment.

29. If a Director:

- a. (elected pursuant to 28(a)) resigns his/her office or ceases to be a Member in the Co-Operative, his/her office as a Director shall be vacated and an election to replace that Director will be held at a special or general meeting of the Membership with all voting members present being eligible to vote. This meeting should be held within one month of a Director's resignation or removal from the Board;
- b. (elected pursuant to 28(b) resigns his/her office or is removed from the Board, the Board shall make a determination as to when the vacancy shall be filled with another Community Representative.

30. Directors (pursuant to 28(a)) shall be elected by members at the annual general meeting of the Society, in the following manner:

- a. At the AGM, the Nominations Committee of the Board of Directors shall identify particular skill sets or expertise which they believe would be of benefit to the operations of the Board, and shall nominate Members who are being recommended by the Board for election to any vacancies;

- b. Any Member who wishes to nominate themselves, or another Member, for election may do so by providing the Member's name to the Chair of the Board no less than seven (7) days in advance of the AGM or special meeting at which an election is to occur. If the named Member meets the eligibility criteria set out in s.27 above, their name shall be included in the list of nominees.
31. The Members may, by special resolution, remove any Director (pursuant to 28(a)) and appoint another person to complete the term of office.
  32. The Members may, by special resolution, remove the Community Representative Director (pursuant to s.28(b)) following which the Board shall decide when to appoint a replacement.
  33. At the AGM, all the directors shall retire from office whose terms have expired, but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Directors shall be eligible for re-election.
  34. Meetings of the Board of Directors shall be held as often as the business of the Co-operative may require, with not less than 3 meetings per year, and shall be called by the Chair. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Co-operative without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
  35. No business shall be transacted at any meeting of the Board of Directors unless at least three of the directors are present at the commencement of such business.
  36. At the completion of the AGM, the Board of Directors shall hold a reorganization meeting to elect a Chair, Vice Chair, and Secretary/Treasurer which will be known as the executive. The list of directors and their position will be communicated to the membership within 30 days of the AGM.

#### **E. CONFLICT OF INTEREST**

37. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to:
  - a. The Members, upon nomination; or
  - b. The Directors, if serving as a Director when the possibility of conflict is realized.
38. A conflict of interest does not prevent a Member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the Minutes.

## **F. POWERS OF DIRECTORS**

39. The Board of Directors shall exist in accordance with the by-laws for the Co-operative.
40. The management of the Co-Operative is the responsibility of the Board of Directors. In particular, the Board shall engage the Market Manager and determine his/her duties, responsibilities and remuneration.
41. The management of the activities of the Co-Operative shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Co-operative and are not hereby or by Statute expressly directed or required to be exercised or done by the Co-operative in general meeting.
42. The Directors may appoint working committees as required, example operational committee, nominations committee, communication committee, etc. of which members may sit, however all committees will be chaired by a Director. The Chair of the board and the Market Manager has the privilege of attending any committee meeting, except those where a conflict of interest prevents attendance or unless otherwise directed not to attend by the Board of Directors.
43. The Co-operative shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Directors, notify the registrar of the change.

## **G. OFFICERS**

44. The officers of the Co-operative shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The officers of Treasurer and Secretary may be combined.
45. The seal of the Co-operative shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
46. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Co-operative and of the Board of Directors shall be the responsibility of the Secretary. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors. The Directors may appoint an external recording secretary for preparing the minutes of meetings.  
  
The books and records of the Co-operative may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Co-operative.



47. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Co-operative by the Chair or the Vice-Chair and the Secretary; by any two members of the Executive Committee, or otherwise as prescribed by resolution of the Board of Directors.
48. A financial presentation outlining the position of the Co-operative shall be provided at a minimum of three board meetings per year.
49. The Chair shall have general supervision of the activities of the Co-operative and shall perform such duties as maybe assigned to him or her by the members from time to time.
50. The Vice-Chair shall, at the request of the members or directors and subject to its directions, perform the duties of the Chairman during the absence, illness or incapacity of the Chair, or during such period of the Chair may request him/her to do so.

#### **H. AUDIT OF ACCOUNTS**

51. The auditor of the Co-operative shall be appointed annually by the members of the Co-operative at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Directors may do so.
52. The Co-operative shall make a written report to the members as to the financial position of the Co-operative and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his or her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Co-operative and properly drawn up so as to exhibit a true and correct view of the Co-operative affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
53. The Co-operative has power to repeal or amend any of the Co-operative by-Laws by a special resolution passed in the manner prescribed by law.

#### **I. BORROWING POWERS**

54. The borrowing powers of the Co-operative may only be exercised by special resolution of the Members.

#### **J. NGFM RULES, REGULATIONS, POLICIES AND CODES OF CONDUCT**

55. The Co-Operative will issue and update, from time to time, the:

- a. Rules and Regulations;
- b. Policies and Guidelines (including Conflict of Interest Policy; Board of Directors Roles & Responsibilities);
- c. Vendor Courtesy/Code of Conduct;

A copy thereof shall be made available to every Member by email or other electronic means. Amendments to these documents may be made by the Market Manager or Board of Directors at any time, however such amendments shall not be in force or acted upon until approved by majority vote of the Board of Directors.

These by-laws have been passed by Special Resolution of the Members this 2<sup>nd</sup> day of April, 2019.



Chair, New Glasgow Farmers Market Co-Operative Ltd.



Vice-Chair, New Glasgow Farmers Market Co-Operative Ltd.