

Centennial Market Bylaws

A. Definitions

In these bylaws,

- a) CMA means the Centennial Market Association.
- b) Registrar means the registrar of companies appointed by the Saskatchewan Government.
- c) Special Resolution means a resolution passed by not less than three-fourths of such members entitled to vote and are present at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- d) Vendor means an applicant whose application to sell product has been approved, contract signed, and vendor fee paid.
- e) Member means a vendor who has paid their annual membership fee.

B. Membership Rights and Responsibilities

1. The CMA is accountable to the members of the CMA.
2. Each Member who is in good standing is entitled to attend any members meeting of the CMA.
- 3 Membership in the society shall consist
 - A) The minimum of five subscribers to the Memorandum of Association,
 - B) Those who support the objectives of the CMA.
 - C) Those whose name and address is written in the Register of Members by the secretary
 - D) Those who pay an annual fee in an amount to be determined by the CMA
 - E) As a requirement to be a member of the CMA, the person must be a vendor of the CMA
4. Membership in the CMA is not transferable.
- 5 Membership in the CMA shall cease
 - a) Upon death or,
 - b) If the member resigns by written notice to the CMA or
 - c) If the member ceases to qualify for membership in accordance with these by-laws, or
 - d) If, by a vote of most of the members of the CMA or a majority vote of the directors of the CMA at a meeting duly called and for which notice of the proposed action has been given
 - e) Automatically at the end of each calendar year
 - f) In the event of a membership ceasing, there will be no pro-rate refunds of membership fee.
- 6 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 of it.
- 7 No funds of the CMA shall be paid to or be available for the personal benefit of any member.

C. MEMBER MEETINGS

8 Every member in attendance shall have one vote and there shall not be proxy voting.

9. 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 25% of the members

10. 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 fourteen (14) days prior to the meeting,
- c) be given to the members by newsletters, e-mail, 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.

11) An annual general meeting shall be held the 3rd Wednesday of March 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 fourteen (14) days prior to the meeting,
- c) be given to the members by newsletters, e-mail, or other electronic means or had delivery,
- d)specify the intention to propose a special resolution, and
- e) the non-receipt of notice by any member shall not invalidate the proceedings.

12) At the annual general meeting of the CMA 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 annual general meeting,
- b) consideration of the annual report of the directors,
- c)consideration of the annual financial report of the CMA,
- d) the appointment of auditors for the ensuing year, the CMA may elect not to appoint an auditor. This election will need to be reviewed annually.
- e) election of directors.

13) Quorum shall consist of fifteen members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

b) all paid up active voting members shall be entitled to vote at any general meeting (Note: One membership payment equals one vote). Except as required by the bylaws, 50% plus one of the membership votes are required for a duly moved and seconded motion.

14) a) if a meeting is convened as per by-law 9(a) or 9(b) and quorum is not present within one-half hour after 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 CMA.

b) If a meeting is convened at the request of the members as per by-law 9(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

c) When a procedural issue arises that is not covered in the bylaws or the Rules and Regulations, Roberts Rules of Order (latest edition) will be used as a guide. At all times, the Bylaws and the Rules and Regulations will take precedence over Roberts Rules of Order.

15) The president or designate shall preside as chair at members meetings, in his/her absence, the Vice-President, or in the absence of both, a director from among the Board of Directors present shall preside as chair.

16) When there is an equality of votes, the motion is deemed 'defeated.'

17) The chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

18) 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.

D. DIRECTORS

19) A market manager may be appointed but if so, the market manager cannot be a member of the Board of Directors while holding the position of Market Manager.

20) Any member of the society in good standing and adhering to the mandate and objectives of the CMA shall be eligible to be elected a director of the CMA.

21) Election of Directors

Director	End of Year 2	Election Rota						
		Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9
A+B	A+B		A+B		A+B		H+J(new)	
C+D	C+D		C+D		C+D		K+L(new)	
E+F		E+F		E+F		E+F		H+J(new)
G		G		G		G		P(new)
Total	4	3	4	3	4	3	4	3

Director term of office 2 years, max. continuous term of 6 years subject to successful reelection

22) Where there is a vacancy on the Board of Directors, and there is a quorum, the remaining directors may exercise all the powers of the directors or may fill that vacancy until the next general meeting.

23) The members may, by special resolution, remove any director and appoint another person to complete the term of office.

24) The management of the CMA is the responsibility of the directors. In particular, the directors may engage a market manager, and determine his/her duties and responsibilities.

25) The directors may appoint an executive committee and other committees as they see fit.

26) Directors who have, or could be seen to have, a conflict of interest has a duty to declare this interest. The declaration should be made to the members a) upon nomination, or b) if serving as a director, when the possibility of a conflict is realized.

27) A conflict of interest does not prevent a member from serving as a director if he/she withdraws from the decision making on matters pertaining to the interest. The withdrawal should be recorded in the minutes.

E. DIRECTORS' MEETINGS

28) The board of directors shall meet at the call of the president.

29) A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

a) specify the date, place, and time of the meeting,

b) be given to the directors, by email, telephone, or other electronic means.

c) within a reasonable time before the meeting is to take place.

d) the non-receipt of notice by any director shall not invalidate the proceeding.

e) Notice can be waived for board meetings with the unanimous approval of the board.

30) Quorum shall consist of a majority of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.

31) The President or, in his/her absence, the Vice-president or, in the absence of both, a director appointed from among the directors shall preside as chair of the Board.

32) At directors' meetings, where there is an equality of votes, the deciding vote shall be held by the chair.

F. POWERS OF THE DIRECTORS

33) The management of the activities of the CMA 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 CMA and are not hereby or by Statute expressly directed or required to be exercised or done the CMA in general meeting. The

directors may appoint working committees as required of which members may constitute, however all committees will be chaired by a director. The chair of the board has the right to attend any committee meeting.

34) One of the officers must be the president. The president shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

35) One of the officers may be the Vice-President. The Vice-President shall perform the duties of the chair during the absence, illness, or incapacity of the president, or when the chair may request him/her to do so.

36) One of the officers must be the Secretary. The Secretary shall:

a) have responsibility for the preparation and custody of all books and records including: the minutes of members meeting, the minutes of directors meeting, the register of members.

b) filing the annual requirements with the office of the Registrar, and have custody of the seal, if any, which may be affixed to any document upon resolution of the board of directors, and

c) file with the Registrar:

1) within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election

2) a copy of every special resolution within fourteen (14) days after the resolution is passed, and

d) have other duties as assigned by the board.

37) The directors may also appoint a recording secretary

a) who is responsible for taking minutes of all board and members meetings, and

b) who need not be a director.

38) One of the officers may be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the CMA and perform all other duties as assigned by the board.

39) Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the CMA by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

G. COMMITTEES OF THE CMA

40) a) Resolution Committee

1) Purpose: The Purpose of the resolution committee is to prepare resolutions for consideration at the Annual General Meeting and to prepare any special resolutions to be considered at meetings other than the AGM\

2) Committee Members: the resolution committee shall be made up of three members, one of whom must be a board member. The resolution committee members will be chosen by the chair upon

consultation with the board and will change yearly. Any member who wishes to sit on the resolution committee should communicate that interest to the chair.

3) Any resolutions to be considered at the AGM must be submitted in writing to the committee by the end of January. The role of the resolutions committee is to ensure that resolutions are clear in language and purpose and do not conflict with existing bylaws and operating procedures. The resolution committee shall prepare the list of resolutions and submit it to the membership no less than 14 days before the AGM.

4) Any special resolutions must be submitted to the resolutions committee 30 days prior to the meeting called to consider them. The Resolutions Committee will ensure that the special resolutions are submitted to the membership no less than 14 days before the meeting. Please note Any resolution cannot contradict the bylaws or operating procedures. If, for example, there is a bylaw regarding membership and a member wished to submit a resolution that conflicts with that bylaw, the resolution is out of order. The member must submit a resolution that changes the bylaw itself. Simply put, you cannot have two contradictory bylaws on the books.

H. ROLES, RESPONSIBILITIES & REQUIREMENTS OF THE BOARD.

41)

a) Ensure the necessary processes are in place to achieve the outcomes and goals it has set for the Market.

b) Seek and/or approve sufficient voting members with a balanced product mix to ensure a viable operation.

c) Demonstrate competent, accountable, ethical and enthusiastic leadership.

d) Provide effective communication with the membership.

e) be fiscally responsible, This implies that the Board must oversee the raising of funds, the spending of funds and the ways in which funds are account for.

f) Show commitment to the mission and goals of the Centennial Market.

g) Be familiar with the mission, goals and ongoing activities of the Market.

h) Be Bondable.

I. FINANCE

42) The fiscal year end of the CMA shall be the last day of February.

43) The directors shall annually present to the members a written report on the financial position of the CMA. The report shall be in the form of:

a) balance sheet showing its assets, liabilities, and equity, and

b) a statement of its income and expenditure in the preceding fiscal year.

44) A copy of the financial report shall be signed by the auditor or by two directors.

45) A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

46) An auditor of the CMA may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.

47) The CMA may only borrow money as approved by a special resolution of the members.

48) The members may inspect the annual financial statements and minutes of membership and directors meeting at the registered office of the CMA with one week's notice. All other books and records of the CMA 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 CMA.

49) Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

50) The CMA shall not make loans, guarantee loans or advance funds to any director.