

**FARMERS' MARKETS CANADA /
L'ASSOCIATION DES MARCHÉS
AGRO-ALIMENTAIRES DU CANADA**

CONSTITUTION AND BYLAWS

**Recommended to the Founding Meeting
by the Interim Board of Directors**

February 20, 2007

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A - CONSTITUTION

Article 1 - Name of the organization

The name of the organization is "Farmers' Markets Canada / L'Association des marchés agro-alimentaires du Canada" hereafter referred to the Association.

Article 2 - Head Office

The Head Office of the Association is located in Ontario, Canada.

Article 3 - Vision Statement

Our vision is a future where every Canadian has easy access to a farmers' market.

Article 4 - Mission Statement

The mission of Farmers' Markets Canada is to promote farmers' markets throughout Canada.

Article 5 - Mandate

Farmers' Markets Canada accomplishes its mission by providing the following to provincial and territorial farmers' markets organizations. Its mandate is to:

1. Foster their viable development.
2. Foster information sharing and networking.
3. Act as the voice of Canadian farmers' markets.
4. Recommend legislation, regulations, strategies, policies, programs and standards.
5. Establish partnerships.
6. Ensure the provision of learning programs.

Article 6 - Statement of Values

The following values guide our decisions, actions and behaviours:

1. We provide quality services to our members.
2. We take into consideration the mutuality and diversity of interests of stakeholders and partners.
3. Our effective teamwork, communication and partnering are based on trust, mutual understanding and respect, cooperation, integrity, transparency, reliable information and visionary leadership.
4. We treat everyone equally and equitably.
5. We communicate with our members, partners and public in the official language of their choice.
6. We strive to make decisions by consensus.
7. Our deliberations are confidential and we show solidarity with decisions made by the Association.

Article 7 - Seal

The seal of the Association is stamped at the right of this article.

Article 8 - The nature of the Organization

The Association is an apolitical non-profit organization.

Article 9 - Interpretation

In this document, the singular includes the plural and the masculine includes the feminine.

Article 10 - Definitions

In this document, the following definitions apply.

Agricultural Industry

The Agricultural Industry means all private sector agricultural stakeholders including primary production, processing, input supplies, services, individuals and other non-governmental entities related to the Agricultural Industry.

Apolitical

Apolitical means neither concerned nor involved in partisan politics.

Confidentiality

Confidentiality means restricting relevant and significant information to a group of deliberating persons. The purpose of confidentiality is to protect the integrity of the group. Example: Once a decision is made by the group, information such as “who said what” would be considered confidential information.

Consensus

Consensus means making decisions by answering positively the following question: “Can everyone live with the decision?”

Delegate

A delegate is a representative elected by a provincial or territorial member organization to attend the Association General Meetings.

Equality

Equality is a value when we exercise fairness and justice in the context when those involved have common needs. Example: When parents treat their children equally, all children, irrespective of their age or sex, equally receive good nutrition, caring affection, a secure home environment, a good education, an opportunity to become mature adults and community-minded citizens. All children will be treated equally when parents cater to their common needs.

Equity

Equity is a value when we exercise fairness and justice in the context when those involved have different needs. Example: When parents treat their children with equity, they take into consideration the various needs of each child including their age, gender, character, health, etc. All children will be treated equitably when parents cater to their different needs.

Mandate

The Mandate identifies the key interventions the Association will undertake to accomplish its mission: Programs, services and products.

Member in good standing

A member in good standing means a member organisation that accepts the Constitution and Bylaws of the Association and has paid its membership dues.

Mission Statement

The Mission Statement identifies the name, the clientele, the territory and the purpose of an Association.

Philosophy of an Association

The philosophy of an Association outlines the basic principles that guide the Association. It ordinarily includes four statements: Vision, Mission, Mandate and Values.

Solidarity

Solidarity means publicly supporting (or not condemning nor criticizing) a group decision even if we disagree in whole or in part with it.

Sustainable development

Sustainable development means the continuous harmonious development of the social, economic and environmental components of society.

Transparency

Transparency means the open sharing of relevant and significant information in the context of a trusting relationship.

Example: Partners will be transparent with one another because they trust each other and they want to go together in the same strategic direction. If the partners are mistrustful of each other, they will tend to withhold relevant information from one another, thus become less transparent with one another.

Value

A Value is a fundamental principle that guides the decisions, actions and behaviors of the organisation.

Viability

Viability includes notions of profitability, sustainability and quality of life of persons involved in the Association.

Vision Statement

The Vision Statement defines the ultimate or ideal result that we want to achieve as an Association. The ideal result is located outside the box of the Association.

B - BYLAWS

Article 11 - Membership

11.1 Member

A member is a provincial or territorial farmers' markets or direct farm marketing association in good standing.

11.2 Associate Member

Any national volunteer organization and federal government departments and agencies related to farmers' markets may become, on the approval of the Board of Directors, an Associate Member of the Association.

11.3 Honorary Member

The Board of Directors may nominate as honorary member an individual who fulfils the following criteria:

- ☐ Extensive farmers' markets expertise.
- ☐ Significant contribution to the development of farmers' markets.

Article 12 - Annual General Meeting

12.1 Decision-making Powers

The Annual General Meeting is convened to assume the following decision-making powers:

1. To establish the general orientations of the Association by adopting:
 - The philosophy of the Association (Vision, Mission, Mandate and Values);
 - The long-term (10 years) and strategic goals (3 years) of the Association.
2. To receive the President's Report containing the major accomplishments of the Association during the past year in comparison to the established strategic goals.
3. To ratify the financial statements of the previous year.
4. To appoint the auditors.
5. To amend the Constitution and Bylaws.
6. To determine membership dues.
7. To elect Board members.

12.2 Delegates to Annual General Meeting

Voting delegates to the Annual General Meeting shall be a maximum of three (3) delegates elected by each member organization.

12.3 Voting Rights

Each delegate has the right to one vote at the Annual General Meeting. Associates and other participants have no voting rights at the Annual General Meeting.

12.4 Quorum

The quorum is ten (10) delegates representing a majority of provincial member organizations.

12.5 Date, Time and Location

The Annual General Meeting must be held within ninety (90) days of the fiscal year end. The Board of Directors determines the date, time and location.

12.6 Notice of Meeting

Written notice of meeting is sent to members and associates at least thirty (30) days prior to the meeting.

12.7 Voting Process

Decisions are made by raising hands or by secret ballot at the discretion of the meeting. Decisions require the majority of expressed votes (at least 50% plus one). Amendments to the Constitution and Bylaws require two-thirds of the votes. In the event of a tie vote, the President casts the tie-breaking vote.

Article 13 - Special General Meeting

Upon the request of the Board of Directors or four (4) member organizations, the Association Chairperson must convene a Special Meeting to be held within 30 days of the received written request. Delegates to the Special General Meeting are the same as those elected for the preceding Annual General Meeting. The Special Meeting deals only with agenda items sent along with the Notice of Meeting. Voting rights, voting process and quorum are the same as an Annual General Meeting. Notice of meeting is sent at least **thirty (30)** days prior to the meeting date. A Special General Meeting may be held by telecommunications.

Article 14 - Board of Directors

14.1 Decision-making Powers

Accountable to the Annual General Meeting, the Board of Directors assumes the following decision-making powers:

1. To govern the Association in accordance with the decisions of the Annual General Meeting.
2. To ensure that decisions are respectful of the philosophy (vision, mission, mandate, values) and strategic goals of the Association.
3. To approve the annual action plan (objectives) in accordance with the strategic goals of the Association.
4. To submit recommendations to the Annual General Meeting.
5. To adopt policies governing the Association and assist in evaluating results.
6. To adopt the policies governing the management of operations, resources (human, material, technological, financial) and services to the clientele.
7. To adopt the annual budget and its revisions.
8. To monitor the financial situation of the Association.
9. To elect the officers of the Association.
10. To accept members into the Association.
11. To establish Board committees by adopting their mandate and by appointing its members and chairperson.
12. To adopt the governing structure of the Association.
13. To approve the long-term agreements of the Association.
14. To hire and dismiss the Executive Director.
15. To evaluate annually the performance of the Executive Director. in accordance with established Association objectives and approve his remuneration.
16. To approve personnel positions.
17. To fill vacancies on the Board between Annual General Meetings.
18. To dismiss with cause any Board member.

14.2 Composition

The Board of Directors is made up of a maximum of thirteen (13) directors representing provincial and territorial member organizations.

14.3 Terms of Office

For the first year, seven (7) members are elected for a two-year term and six (6) members have a three-year term. For subsequent years, members are elected for terms of two years. A Board member holds office for a maximum of three (3) consecutive terms of office. The maximum term for the position of President is three (3) consecutive years.

14.4 Election

Provincial and territorial member organizations submit to the Nominating Committee, at least fifteen (15) days before the Annual General Meeting, one (1) name of a person who has agreed to sit on the Board of Directors.

The Nominating Committee recommends a slate of names to the Board of Directors. On behalf of the Board of Directors, the Nominating Committee Chairperson recommends the slate of Board members to the Annual General Meeting.

Any nomination from the floor must be respectful of Board composition in accordance with article 14.2.

Immediately after the Annual General Meeting, the Board of Directors meets to elect the President of the Association. The Nominating Committee submits its recommendation for the position of President of the Association.

14.5 Vacancies

In the event of vacancies on the Board between Annual General Meetings, the Board appoints replacements for the balance of the term, in consultation with appropriate member organization. The Board's decision is subject to ratification by delegates at the next Annual General Meeting.

14.6 Quorum

The quorum for Board meetings is 50% of Board members plus one.

14.7 Voting

Decisions require 50% plus one of expressed votes. In the event of a tie vote, the President casts the tie-breaking vote

14.8 Frequency of Meetings

The Board of Directors meets at least four (4) times a year. At least two meetings are held face to face while other meetings may be held through telecommunications.

Article 15 - Board Committees

15.1 Committee mandates

The Board establishes committees and their mandate.

15.2 Committee Membership

Committee chairpersons and members are appointed by the Board of Directors on the recommendation of the Board Chairperson. The Standing Committee Chairperson is an Officer of the Board. Any Board member may be appointed as a Committee member. The Board may appoint other Committee members by virtue of their expertise. The Board Chairperson is ex-officio member of all Board Committees with voting rights.

15.3 Executive Committee

The Executive Committee is an ad hoc committee made up of the five (4) following officers: President, Vice-president, Secretary and Treasurer.

The Executive Committee has the following mandate:

- 1) To act as a Selection Committee for the position of Executive Director for purposes of recommendation to the Board of Directors.
- 2) To evaluate annually the performance of the Executive Director.
- 3) In urgent situations, to make decisions beyond the mandate of other Board permanent committees subject to the approval of the Board of Directors.
- 4) To recommend to the Board of Directors the suspension and expulsion of an Association member.

Article 16 - Executive Director

The Board of Directors may hire an Executive Director who, in accordance with the policies approved by the Board of Directors, recommends strategies, plans, policies to the Board of Directors and ensures the implementation of the general orientations, the strategies and the action plans of the Association. He ensures the efficient management of the resources, the programs and services to the clientele, and the operations of the Association.

Article 17- Language

17.1 Communications with members

The Association communicates with its members in the official language of choice of the member.

17.2 Communications with External Environment

Promotional materials and press releases are published simultaneously in both official languages.

17.3 Internal Communications

Association personnel are able to communicate fluently orally and in writing in both official languages.

Article 18 Financial Resources

18.1 Fiscal Year

The fiscal year ends on December 31st.

18.2 Authorized Signatures

Financial documents require two (2) signatures. Financial documents are signed by the Executive Director and by one of the following positions: President, Treasurer and Secretary.

18.3 External Auditor

The Annual General Meeting appoints an external auditor for a one-year mandate. He is responsible for auditing the books of the Association. In the event of a vacancy in the position of external auditor, the Board of Directors may fill the position subject to ratification by the next Annual General Meeting.

Article 19 - Suspension and Expulsion of a Member

Following the recommendation of the Executive Committee, the Board of Directors may suspend or expel a member who acts or speaks against the best interests of the Association. The Board may deprive such member of his rights such as vote, meeting attendance and candidacy for any position within the Association. Such member may, however, appeal to the Board of Directors from such a suspension or expulsion.

Article 20 - Amendments

The Constitution and Bylaws may be amended by the Annual General Meeting. The amendments are sent to the voting members with the notice of meeting.

Article 21 - Meeting Procedures

Meeting procedures are governed by Call to Order by Herb Perry. However, this Constitution and Bylaws takes precedence over Call to Order.

These Constitution and Bylaws are adopted at the Annual General Meeting of the Association on the ____ day of _____ 2007 in _____
(municipality and province).

President

Date