



MARKET CHARTER

August 2017

www.manjimupfarmersmarket.com

Facebook: [manjimupfarmersmarket](https://www.facebook.com/manjimupfarmersmarket)

Contact: manager@manjimupfarmersmarket.com

The name of the Association is: **Manjimup Farmers Markets (Inc.)**

The objects of the Association are:

- 2.1 To provide a platform from which local growers/stallholders/producers who create value added projects from locally grown produce can sell their product.
- 2.2 To showcase excellence by maintaining a high standard of produce and product.
- 2.3 To promote the production of a diverse range of fresh and healthy locally grown food.
- 2.4 To promote a sense of community by providing regular market days.
- 2.5 To support the development of a regional identity for produce from the Southern Forests region.
- 2.6 To enhance an awareness of the quality of regional produce locally, nationally and internationally.

50% of members, personally present (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

Any five committee members constitute a quorum for the conduct of the business of a committee meeting.

The association's financial year will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

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Definition of terms:

Southern Forests Region SFFC

For the purpose of these markets, the Southern Forests Region is defined as the Shires of Manjimup, Bridgetown/Greenbushes and Nannup and Boyup Brook.

Producers

Those producing, and/or manufacturing products directly from primary produce grown and or bred, inside the Southern Forest Region, except where a particular produce is not grown in the region, but is used for value-adding; e. g. pineapple jam, banana fruit leather.

Market Manager MM

The person responsible for the ongoing co-ordination of the market, as contracted by the Committee.

Market Committee

Persons representing growers and other interested parties responsible for decisions regarding the overall management and operation of the markets.

Stallholders

Those persons only whose names are on approved stall application forms and have paid all necessary fees to the Market Manager

Representative

A person nominated to temporarily sell produce on a stallholder's request (usually one market only)

1 Name of the Association

1.1 The name of the association is Manjimup Farmers Market Incorporation hereafter referred to as the MFM

1.2 For the purpose of this association, the Manjimup Farmers Market region is defined as the shires of Manjimup (Southern Forest Region) Bridgetown, Nannup and Boyup Brook but subject to any change the MFM may make by Special Resolution.

1.3 For the purpose of this association, “Producers” are defined as those producing and/or manufacturing products inside the Southern Forests Region from primary produce grown and/or bred in the Southern Forests Region or, where the required primary produce is unavailable from inside the Southern Forests Region, those manufacturing products from primary produce grown or bred outside the Southern Forests Region.

1.4 For the purpose of this association, “manufacturing” means the processing and value-adding of primary produce within the Southern Forests Region. This definition does not include re-packaging of products manufactured outside the Southern Forests Region.

2 Objectives of the Manjimup Farmers’ Markets (Inc.)

The objects of the MFM are:

2.1 To provide a platform from which local growers/stallholders/producers who create value added projects from locally grown produce can sell their product.

2.2 To showcase excellence by maintaining a high standard of produce and product.

2.3 To promote the production of a diverse range of fresh and healthy locally grown food.

2.4 To promote a sense of community by providing regular market days.

2.5 To support the development of a regional identity for produce from the Southern Forests region.

2.6 To enhance an awareness of the quality of regional produce locally, nationally and internationally.

3 Membership

3.1 Membership of the MFM is open to:

- Stallholders who sell either local fresh produce or value added produce and have adhered to the Rules and Guidelines of the MFM, on payment of a fee to be set and reviewed at the annual AGM;
- Stallholders who sell locally made craft products and have adhered to the Rules and Guidelines of the MFM. may become associate members on payment of a fee to be set and reviewed at the AGM;
- Producers selling products via the MFM market table are eligible to become members of the MFM upon payment of a fee set at the AGM and have adhered to the Rules and Guidelines of the MFM;
- A stallholder wishing to become a member of the MFM must complete the approved application form;

- Volunteers co-opted onto the committee or offering their services may have their membership fees waived as set and reviewed at the AGM. Volunteers may choose to pay a membership fee. All volunteers co-opted onto the committee have full voting rights.
- Members upon joining, will be supplied with a printed copy of the Charter of the Association, a register of the members of the Association and a copy of the Rules & Guidelines;

3.2 Acceptance

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (3) The committee must not accept an application unless the applicant meets the criteria as outlined in the MFM's Rules and Guidelines.
- (4) The committee may reject an application even if the applicant has met the criteria as outlined in the MFM's Rules and Guidelines.
- (5) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (6) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

3.3 Becoming a member

An applicant for membership of the Association becomes a member when the committee accepts the application and the applicant pays any membership fees payable to the Association.

3.4 Classes of membership

- (1) The Association consists of ordinary members and any associate members.
- (2) The Association may have any class of associate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
- (3) A person can only be an ordinary member or belong to one class of associate membership or as be an approved volunteer.
- (4) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (5) An associate member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (6) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

- (7) Only one member from each stall can vote.

3.5 When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
- (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the person resigns from the Association under rule 3.6;
 - (d) the person is expelled from the Association under rule 6.0;
 - (e) the person ceases to be a member under 4 (4).
 - (f) If the MFM, after proper investigation decides that membership should cease because the member's conduct is seriously detrimental to the interests of the MFM;
 - (g) If a Special Resolution is passed as provided for in the constitution and the member is thereby expelled from the MFM; and,
 - (h) If the member is found to have breached legislation or is convicted of any offence contradictory or detrimental to the objects and purposes or interests of the MFM.
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
- (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

3.6 Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
- (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

3.7 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

4 Membership fees

- (1) The committee, at the AGM must determine the annual membership fee to be paid for membership of the Association.
- (2) The fees determined under sub-rule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the committee to accept payments, by the date (the **due date**) determined by the committee at the AGM.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a person who has ceased to be a member under sub-rule (4) offers to pay the annual membership fee after the period referred to in that sub-rule has expired —
 - (a) the committee may, at its discretion, accept that payment; andif the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

5 Register of Members

- (1) The secretary, or another person authorised by the committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

The committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

6 Suspension or expulsion

- (1) The committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the committee meeting, the committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 (seven) days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under sub-rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 9 (2).
- (8) If notice is given under sub-rule (7), the member who gives the notice and the committee are the parties to the mediation.

7 Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.

- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

8 Resolving disputes

8.1 Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

8.2 Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

8.3 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

8.4 How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 8.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under rule 9.2,

the committee must not determine the dispute.

8.5 Determination of dispute by committee

- (1) At the committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub-rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 9.2.
- (4) If notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

9 Mediation

9.1 Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 6(7); or
 - (b) by a party to a dispute under rule 8.4(5)(b)(ii) or 8.5(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 9.2.

9.2 Appointment of mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 6(7) — by agreement between the Member and the committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 8.4(5)(b)(ii) or 8.5(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the committee must appoint the mediator.
- (3) The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 6(7); or
 - (b) a party to a dispute under rule 8.4(5)(b)(ii); or
 - (c) a party to a dispute under rule 8.5(3) and the dispute is between one or more members and the Association.
- (4) The person appointed as mediator by the committee may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

9.3 Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

9.4 If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 6(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

10 The committee of management

10.1 Committee

- (1) The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

10.2 Composition of Committee and duties of members

Committee members

- (1) The committee members consist of —
 - (a) the office holders of the Association; and
 - (b) at least one ordinary committee member.
- (2) The committee must determine the maximum number of members who may be ordinary committee members.
- (3) The following are the office holders of the Association —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the secretary;
 - (d) the treasurer.
- (4) A person may be a committee member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an ordinary member.
 - (c) a volunteer accepted by the committee
- (5) A person must not hold more than two (2) of the offices mentioned in sub-rule (3) at the same time.

10.3 Chairperson

- (1) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

10.4 Secretary

The Secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of committee meetings and general meetings;

- (i) carrying out any other duty given to the secretary under these rules or by the committee.

10.5 Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) As the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) providing any assistance required by the reviewer conducting a review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the treasurer under these rules or by the committee.

11 Election of committee members and tenure of office

11.1 How members become Committee members

A member becomes a committee member if the member —

- (a) is elected to the committee at a general meeting; or
- (b) is appointed to the committee by the committee to fill a casual vacancy under rule 11.8.

11.2 Nomination of committee members

- (1) At least 28 days before an annual general meeting, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub-rule (2).
- (2) A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 7 days before the annual general meeting.

- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the committee unless the member is nominated under rule 11.3(2) or 11.4(2)(b).

11.3 Election of office holders

- (1) At the annual general meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting.
- (3) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one member has nominated for a position, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for the position.
- (6) A member who has nominated for the position may vote for himself or herself.
- (7) On the member's election, the new chairperson of the Association may take over as the chairperson of the meeting.

11.4 Election of ordinary committee members

- (1) At the annual general meeting, the Association must decide by resolution the number of ordinary committee members (if any) to hold office for the next year.
- (2) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the chairperson of the meeting —
 - (a) must declare each of those members to be elected to the position; and
 - (b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).
- (3) If —
 - (a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or
 - (b) the number of members nominating under sub-rule (2)(b) is greater than the number of positions remaining unfilled,

the ordinary members at the meeting must vote in accordance with procedures that have been determined by the committee to decide the members who are to be elected to the position of ordinary committee member.

- (4) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

11.5 Term of office

- (1) The term of office of a committee member begins when the member —
 - (a) is elected at an annual general meeting or under sub-rule 11.6(3)(b); or
 - (b) is appointed to fill a casual vacancy under rule 11.8.
- (2) Subject to rule 11.7, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
- (3) A committee member may be re-elected.

11.6 Resignation and removal from office

- (1) A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution —
 - (a) remove a committee member from office; and
 - (b) elect a member who is eligible under rule 10.2(4) to fill the vacant position.
- (4) A committee member who is the subject of a proposed resolution under sub-rule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

11.7 When membership of committee ceases

- A person ceases to be a committee member if the person —
- (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the committee or is removed from office under rule 11.6; or
 - (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
 - (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
 - (f) when a person ceases to be a member of the association's committee, that person must as soon as practicable after their membership ceases, deliver to a member of the committee, all of the relevant documents and records they hold pertaining to the management of the association's affairs.

11.8 Filling casual vacancies

- (1) The committee may appoint a member who is eligible under rule 10.2(4) to fill a position on the committee that —
 - (a) has become vacant under rule 11.7; or
 - (b) was not filled by election at the most recent annual general meeting or under rule 11.6(3)(b).
- (2) If the position of secretary becomes vacant, the committee must appoint a member who is eligible under rule 10.2(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 12.5, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 12.5, the committee may act only for the purpose of —
 - (a) appointing committee members under this rule; or
 - (b) convening a general meeting.

11.9 Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

11.10 Payments to committee members

- (1) In this rule —
 - committee member** includes a member of a subcommittee;
 - committee meeting** includes a meeting of a subcommittee.
- (2) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses in connection with the Association's business as approved by the Committee.

12.0 Committee meetings

12.1 Committee meetings

- (1) The committee must meet at least three (3) times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- (3) Special committee meetings may be convened by the chairperson or any two (2) committee members.

12.2 Notice of committee meetings

- (1) Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.

- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

12.3 Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under sub-rule (5) to attend a committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- (7) A member of the committee who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of his or her interest to the committee and must not be present while the matter is being considered by at the meeting or vote on the matter.

12.4 Use of technology to be present at committee meetings

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

12.5 Quorum for committee meetings

- (1) Subject to rule 11.8(4), no business is to be conducted at a committee meeting unless a quorum is present. The minimum number to form a quorum is five (5) for a committee meeting to proceed.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to a time and place to be determined by the committee with due notice given to all members of the new date, time and venue.

12.6 Voting at committee meetings

- (1) Each committee member present at a committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

12.7 Minutes of committee meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 12.3(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a committee meeting must be entered in the Association's minute file within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

- (6) Details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.

13 GENERAL MEETINGS OF ASSOCIATION

13.1 Annual general meeting

- (1) The committee must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) as the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the office holders of the Association and other committee members;
 - (d) if applicable, to appoint or remove a reviewer of the Association in accordance with the Act;
 - (e) to confirm or vary the stallholder fees, membership fees and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

13.2 Special general meetings

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub-rule (3)(a).

- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub-rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the employees convening a special general meeting under sub-rule (5)

13.3 Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 13.2(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 11.2(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 13.2(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 13.4(7).

13.4 Proxies

- (1) Subject to sub-rule (2), an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) An ordinary member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the committee has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.

- (7) Notice of a general meeting given to an ordinary member under rule 13.3 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

13.5 Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

13.6 Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present. A quorum is to be 50% of members.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

13.7 Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 13.3.

13.8 Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to sub-rule (5), each ordinary and associate member has one vote per stall; and
 - (b) ordinary and associate members may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a general meeting as an ordinary or associate member under sub-rule (2), the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 13.3; and
 - (b) must have paid any fee or other money payable to the Association by the member.

13.9 When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Sub rule (1) does not limit the matters in relation to which a special resolution may be proposed.

13.10 Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub-rule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under sub-rule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;

- (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under sub-rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

13.11 Minutes of general meeting

- (1) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 13.4(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 13.1(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 13.1(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Association's minute file within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

14 FINANCIAL MATTERS

14.1 Source of funds

The funds of the Association may be derived from stallholder fees, annual membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

The financial year shall commence on the 1st July of each year.

14.2 Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise committee members to expend funds (petty cash) on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Association must be deposited into the Association's account within 5 (five) working days after their receipt.

14.3 Financial statements and financial reports

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include —
 - (a) As the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if required, the review of the financial statements or financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (d) if required, the presentation to the annual general meeting of the copy of the report of the review, as applicable, on the financial statements or financial report.
- (3) Financial records must be retained for 7 years after the transactions covered by the records are completed.

15 GENERAL MATTERS

15.1 Rules & Guidelines

Rules and Regulations

- (1) The Association may, by resolution at a general meeting, make, amend or revoke rules and regulations.
- (2) Rules and regulations may —

- (a) provide for the rights and obligations that apply to any classes of ordinary membership and associate membership approved under rule 3.4(2); and
 - (b) provide information and regulations for operation of each market
- (3) A rule or regulation has no effect if it is inconsistent with the Act.
- (4) The Rules and Regulations are available for inspection by the member on the market website.

15.2 Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by 2 (two) committee members.
- (2) If the Association has a common seal —
- (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the committee and in the presence of the two committee members and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

15.3 Custody of books and securities

- (1) Subject to sub-rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Sub-rules (1) and (2) have effect except as otherwise decided by the committee.

The books of the Association must be retained for at least 7 (seven) years.

15.4 Record of office holders

The record of committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

15.5 Inspection of records and documents

- (1) Sub-rule (2) applies to a member who wants to inspect —
- (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.

- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in sub-rule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

15.6 Publication by committee members of statements about Association business prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or committee meeting unless —

- (a) the committee member has been authorised to do so at a committee meeting; and
- (b) the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

15.7 Distribution of surplus property on cancellation of incorporation or winding up

If on the winding up of the MFM any property of the MFM remains after satisfaction of the debts and liabilities of the MFM and the costs, charges and expenses of that winding up the property shall be distributed:

- To another incorporated farmers' market having objects similar to those of the MFM; or
- an organisation that holds a current licence under The Charitable Collections Act of 1946
- A company limited by guarantee registered under the Corporation Act of 2001
- An organisation that is a member or former member of the association and whose rules prevent the distribution of property to its members or
- A non-distributing co-operative registered under the Cooperatives Act of 2009.

Which incorporated farmers' market or purpose as the case requires shall be determined by special resolution of the members when authorising and directing the Committee under section 33(3) of the Incorporation Act 1987 to prepare a distribution plan for the distribution of the surplus property of the MFM.

16 Revision of Charter

The constitution/charter shall be reviewed every five years by the Committee or by a sub-committee appointed by the Committee. Changes will be made, if required, by notice of a special resolution at the Annual General Meeting or special general meeting held after five years of operation of the MFM and every five years after that.