

GISBORNE FARMERS MARKET INCORPORATED

- 1) **NAME:** The name of the society is “Gisborne Farmers Market Incorporated.”
- 2) **INTERPRETATION:** In these rules unless the context otherwise requires “The Society” means the “Gisborne Farmers Market Incorporated.”
- 3) **REGISTERED OFFICE:** The registered office of the Society shall be at such a place as may from time to time be determined by the Committee of the Society. Notice of any change of registered office shall be sent to the Registrar of Incorporated Societies.
- 4) **OBJECTS**

The primary object of the Society is to facilitate the operation of a farmers market in accordance with the principles determined from time to time by the members, including (but not limited to):-

 - a) To provide consumers with local produce of high quality and standard of presentation.
 - b) To educate and motivate the consumer to purchase quality, fresh consumable agricultural and food based (value added) products of the Poverty Bay area and surrounding areas.
 - c) To provide liaison between consumers and producers in the Poverty Bay area and surrounding areas.
 - d) To establish a marketing support and advisory service structure for members.
 - e) To encourage excellence, purity and freshness in food products.
 - f) To establish a venue for producers of the Poverty Bay area and surrounding areas to market their produce.
 - g) To make rules for the Society, including rules governing the operation of the Farmers Market.
 - h) Generally to do all things as the Society and/or the Committee may from time to time consider beneficial to the Society’s members.
- 5) **MEMBERSHIP:** Membership of the Society shall be open to any person, partnership, organization or body corporate approved by the Committee. Membership applications shall be in writing on an official Society membership application form which should be addressed to the Secretary.
- 6) **TYPES OF MEMBERS:** The numbers of the members of the Society is unlimited and shall consist of:
 - a) **Ordinary members.** Ordinary Membership shall be open to producers in the Poverty Bay area. Whether any person (including any partnership, organization or body corporate) is a producer shall be determined from time to time by the Committee.
 - b) **Associate members.** Associate membership shall be open to businesses situated in the Poverty Bay area which use or sell agricultural products or provide services to agricultural producers, and to consumers of the Poverty Bay area. The Committee may create various categories of Associate Membership within the scope of this definition.
- 7) **VOTING RIGHTS OF EACH CLASS OF MEMBERSHIP**
 - a) Ordinary paid up Members shall have full voting rights.
 - b) Associate Members shall have such voting rights as are determined by the Committee from time to time.
- 8) **CONDUCT OF MEMBERS**

No member shall:

- a) Associate the name of the Society with any project, group or organisation without the specific written permission of the Committee.
- b) Commit any breach of or fail to abide by the procedures under the Rules or under any bylaw, ruling or policy statement issued by the Executive.

9) **SUBSCRIPTIONS**

- a) The annual subscription fee for Ordinary and Associate members shall be such sum as is fixed by the Annual General Meeting of the Society for the forth-coming year. Fees fall due on the 1st day of February each year or such date as the Committee may decide from time to time.
- b) The Committee shall be entitled to set a joining fee for new members joining the Society.

- 10) **REGISTER OF MEMBERS:** A register of members shall be kept by the Secretary to comply with the Incorporated Societies Act 1908 and its amendments and regulations issued pursuant to thereto.

All information regarding present and past members of the Society will be kept private with the Secretary unless otherwise advised in writing.

For the purpose of convening any general meeting of the Society, the Register of Membership shall be deemed conclusively to be correct and complete list of Members of the Society.

11) **CESSATION OF MEMBERSHIP**

Any member shall cease to be a member of the Society if:

- a) The member allows his/her subscription to remain unpaid for twelve (12) months,
- b) That member dies, or
- c) The member desires to resign from the Society and notifies his/her intention in writing to the Secretary of the Society, or
- d) Membership is withdrawn from a member by resolution of the Committee because of the member's neglect of the responsibilities of membership, misconduct, or for non-payment of any charges or fees for services provided by the Society, or for any other reason affecting the well being of the Society as determined by the Committee. A Special Committee Meeting shall be convened for that purpose, voting shall be by majority of three-fifths (60%) of the Committee present, notice of such a meeting having been given at least fourteen days previously to the member whose conduct is in question. The member in question shall be entitled to be present at the Special Committee Meeting.

- 12) **OFFICERS OF THE SOCIETY:** Officers shall hold office until the appointment of their successors, and they shall be eligible for re-election.

- a) The Committee members shall consist of a minimum of five (5) members to be elected at each AGM to serve on the Committee. The Committee shall appoint a Chairperson (who shall act as chair of the Committee and the Society) together with a Secretary and/or Treasurer from within its members. In the event of a vacancy occurring, replacement will be determined by a quorum of the Committee. For the first year of the operation of the Society the Committee shall consist of at least five of the founding members of the Society appointed by the founding members.
- b) The Committee shall have the right to co-opt up to two members at any one time for a specified time but not exceeding one year. Co-opted members shall have full voting rights.
- c) The Committee shall have the general management and control of the Society as regards its finances, meetings and interests, and may appoint sub-committees, frame by-laws and rulings, set policy, and decide or dispose of matters affecting the welfare of the Society.

13) **COMMITTEE MEETINGS**

- a) The Committee shall meet as often as required for the transaction of the business of the Society. Meetings of the Committee shall be called by the Secretary on the request of any three (3) committee members, in which case the notice of such meeting shall state the purpose(s) of the meeting. The Committee shall meet as often as required for transaction of the business of the Society.
- b) Notices of Committee Meetings: Every member of the Committee shall be given notice of a meeting of the Committee either by facsimile, letter email or by telephone. There shall be no time within which such notice shall be given and the inadvertent failure to give such a notice to any Committee member shall not invalidate any meeting of the Committee. A meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these rules for the time being vested in or exercisable by the Committee generally.
- c) A quorum for a Committee meeting shall be three (3) committee members.
- d) At all meetings of the Committee, each member shall have one vote except that the Chairman shall have a second and casting vote as well as a deliberative vote in the case of an equality of votes.
- e) Any member of the Committee who is absent without apology from three consecutive meetings of the Committee shall be deemed to have resigned his/her seat, unless he/she has given a satisfactory reason for his/her absence.
- f) A resolution in writing signed by a majority of the members of the committee entitled to receive notice of a meeting of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolutions may consist of several documents in like form, each signed by one of the members of the Committee. An email sent, or a facsimile transmission purporting to be signed, by any one or more of the members of the Committee shall be deemed for the purpose of this rule to be a document signed by the Committee member or members purporting to have sent it.

14) GENERAL MEETINGS

- a) The Annual General Meeting shall be held within three (3) calendar months of the end of each financial year (month of July) at a time and place to be fixed by the Committee for the purposes of receiving and adopting an annual report from the Committee, the Financial Statement for the previous financial year, to appoint the Officers and Committee, and to consider any other general business as may be brought before it.
- b) At any Special or General Meeting of Members, fifteen members shall form a quorum.
- c) The Secretary shall call a Special Meeting of the Society within fourteen days when directed on a signed requisition of three (3) members of the Committee or any ten (10) members of the Society. Every requisition shall state the objects for which such a meeting is required.
- d) The Chairperson shall preside at all AGMs and SGMs. Such chairperson to be appointed by the meeting from one of its numbers.
- e) The AGM shall appoint by election:
 - i) An honorary auditor who cannot be a committee member.
 - ii) Not less than five (5) and not more than (9) committee members from ordinary members of the Society. Should the AGM fail to appoint sufficient numbers of Committee members, or should any Committee member resign or be removed from office, the Committee may appoint any member it may choose to fill the vacancy until the next AGM.
- f) All remits, notices of motion and other matters which members wish to be considered by the AGM are to be received in writing by the Secretary fourteen (14) days prior to the AGM.

15) CONDUCT OF MEETINGS

- a) Minutes shall be kept of all meetings and the Minute Book shall be held by the secretary, and may be inspected by any member, PROVIDED THAT reasonable notice to do so is given to the secretary in writing or by telephone.

- 16) **VOTING**
- a) Voting at all AGMs and SGMs shall be restricted to financial members only.
 - b) Voting shall be on voices or by a show of hands, or be secret ballot on application by not less than three (3) members.
 - c) All matters shall be decided on a simple majority, unless otherwise provided for in these rules.
 - d) In the event of a tied voting, the Chairperson for the meeting may exercise a casting vote.
- 17) **FIANANCE AND PROPERTY**
- a) The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the objects of the Society, as set forth in these rules, and no portion thereof shall be paid or transferred, directly by way of profit, to the members of the Society PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or any member of the Society or other persons in return for any services actually rendered to the Society.
 - b) The treasurer of the Society shall, with the approval of the Committee, invest from time to time such funds of the Society as, in the Treasurer's opinion, are surplus to the immediate requirements of the Society, on either short or long term basis. Such funds shall be invested only as authorized under the Trustee Act or any amendments thereto and such investments must be presented for approval at the next Committee meeting.
 - c) All monies received on behalf of the Society shall forthwith be paid to the credit of the Society into a bank account appointed by the Committee and operated by the Treasurer. Subject to any directions given from time to time by the Committee, the Treasurer may withdraw such sums as are required to make payments in connection with the Society's operations.
 - d) All cheques drawn on the Society's bank account shall be signed by the Treasurer.
 - e) Donations and Legacies made to the Society, unless they are specified for any particular purpose, shall be part of the general funds and be utilized as the Committee sees fit.
 - f) The Society shall have the power to borrow or raise money and secure payments of the same by mortgage, charge, debenture or lien upon the whole or any part of the Society's property or assets, whether present or future, and to pay interest on any borrowed monies PROVIDED THAT should the amount of money to be borrowed or the obligation or liability to be incurred exceeds \$10,000.00 then the exercise of such power shall be subject to the prior approval of the members by way of an AGM or SGM called for that purpose.
 - g) The financial year of the Society shall end on the 30th June or at such other time as may be recommended by the Committee and resolved at an AGM.
- 18) **ALTERATION OF THE RULES:** Alteration of these rules by any addition, alteration or rescission may be done by a resolution passed by not less than a two thirds (66.6%) majority of the votes cast at an AGM or at a SGM called for the purpose. PROVIDED THAT no additions to or alteration or rescission of the rules shall be approved if it affects the non-profit aims, personal benefit clause (Clause 17) or the winding up clause (Clause 19) AND the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 19) **WINDING UP OF THE SOCIETY:** If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Society but shall be given or transferred to some other organisation or body having objects similar to the objects of the first organisation, or to some other charitable organisation or purpose, in New Zealand.

- 20) **INTERPRETATION:** If at any time any matter shall arise which is not provided for in these Rules, the same shall be determined where appropriate by the Committee whose decision shall be final.