

# **CONSTITUTION OF ADELAIDE HILLS FARMERS' MARKETS INCORPORATED**

## **NAME**

The name of the association is **ADELAIDE HILLS FARMERS' MARKETS INCORPORATED**.

## **INTERPRETATION**

In this Constitution the following interpretations apply:

“Act” means the Associations Incorporation Act 1985.

“Association” means this association.

“Community member” means a member who is not a producer.

“Farmer” means a person or organisation who engages in agricultural, horticultural, viticultural or similar primary production.

“Member” means a member of the association and “membership” has a corresponding meaning.

“Nominee” means a person appointed by an organisational member to be its nominee under this constitution;

“Organisation” means a body corporate.

“Organisational member” means an organisation accepted as a member of the association.

“Producer” means a person or organisation who engages in primary production or in value adding to primary produce.

“Value adding” means and includes any process by which primary produce is developed, improved in value or prepared for sale and “value adder” has a corresponding meaning.

## **OBJECTS AND POWERS**

- 1 The objects for which the association is established are:
  - 1.1 To establish, promote, develop and advance farmers' markets in the community;
  - 1.2 To support and facilitate sustainable production and direct trading from producers to consumers;
  - 1.3 To promote and enhance the health, welfare, diversity and cohesiveness of the community;
  - 1.4 To educate the community about the production and use of fresh food; and

- 1.5 To do all such things as may be necessary and incidental to the attainment of the above objects.
- 2 For the purposes of carrying out the above objects the association has, but is not limited to, powers to:
  - 2.1 Operate farmers' markets;
  - 2.2 Borrow or otherwise procure financial support;
  - 2.3 Enter into contracts of all types including employment contracts;
  - 2.4 Buy, sell, mortgage, charge, lease, hire or otherwise deal in real or personal property;
  - 2.5 Make rules which must be consistent with this constitution;
  - 2.6 Manage the finances of the association; and
  - 2.7 Execute any document or instrument.

### **MEMBERSHIP**

- 3 Any person or organisation who:
  - 3.1 Applies in writing for membership of the association;
  - 3.2 Supports the objects of the association and agrees to be bound by the constitution and rules;
  - 3.3 Is accepted by the committee; and
  - 3.4 Pays the membership fee.is a member of the association.
- 4 An organisational member:
  - 4.1 Must appoint a nominee;
  - 4.2 May withdraw the appointment of its nominee; and
  - 4.3 Must notify the committee of the appointment, and withdrawal of appointment, of its nominee.
- 5 A nominee is entitled to speak and vote on behalf of his or her organisation in the same manner as if the nominee were a member in his or her own right.
- 6 There will be a register of members which must contain the contact details of all members.
- 7 The committee may accept or reject an application for membership or reinstatement from a terminated or suspended member.

### **MEMBERSHIP FEES**

- 8 The committee may determine fees for membership of the association.
- 9 Membership fees will be due and payable at times, and in manner, determined by the committee.

- 10 The membership of a member who fails to pay membership fees, or other monies, due and payable by the member to the association for a period of one month after they fall due will be liable to termination under this constitution.

### **TERMINATION OR SUSPENSION OF MEMBERSHIP**

- 11 The committee may terminate or suspend the membership of a member.
- 12 A determination by the committee under the preceding rule will not operate unless and until:
  - 12.1 Written notice of the proposed determination has been given to the affected member, or posted to the address of the affected member recorded in the register of members; and
  - 12.2 The committee has considered any written or verbal representations by or on behalf of the affected member.
- 13 The committee must:
  - 13.1 Give the affected member written notification of its determination; and
  - 13.2 If the determination is to suspend the member, specify the period of suspension.
- 14 A member who is dissatisfied with a determination of the committee may, by written notice delivered to the secretary, apply to have the determination reviewed by the members in general meeting.
- 15 The decision of the membership on any review will be final and binding.
- 16 A member whose membership is suspended may not:
  - 16.1 Attend, or vote at, any general meeting;
  - 16.2 Make any public representation to be a member of the association;
  - 16.3 Conduct any business at any premises over which the association has control.
- 17 Membership will cease forthwith on:
  - 17.1 Resignation by notice delivered by the member to the secretary;  
or
  - 17.2 Termination under this constitution.
- 18 On cessation of membership the member's name will be removed from the register of members.

### **COMMITTEE OF MANAGEMENT**

- 19 The affairs of the association will be managed by a committee comprising the chairperson and eight members or nominees.

- 20 Subject to paragraphs 21 and 33.2, committee members will hold office for two years and will be eligible for re-election.
- 21 At all times the committee must be made up of:
  - 21.1 At least two farmers;
  - 21.2 At least two value adders;
  - 21.3 At least two community members;with the intent that the committee is as representative of the various interests within the association as is practicable.
- 22 To ensure compliance with paragraph 21, the committee may excuse, for no more than one year, a committee member from the obligation to retire at the end of his or her two year term.
- 23 Other than a retiring committee member, no person will be eligible for election to the committee unless nominated by a member.
- 24 Nominations for the committee must be:
  - 24.1 Delivered to the secretary; and
  - 24.2 Agreed to by the nominee.
- 25 The committee will meet as often as may be required to conduct the business of the association but not less than 10 times each calendar year.
- 26 The chairperson or two other members of the committee will have the power to call a meeting of the committee.
- 27 Notice of committee meetings must be given:
  - 27.1 At the previous committee meeting;
  - 27.2 By 7 days written notice distributed to all committee members;  
or
  - 27.3 In an emergency, by such other notice as may subsequently be ratified by the committee.
- 28 A quorum will be five committee members.
- 29 The committee may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum in which event it may only act for the purpose of filling casual vacancies.
- 30 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association:
  - 30.1 Must disclose the nature and extent of that interest to the committee; and
  - 30.2 May not vote with respect to that contract or proposed contract.
- 31 A committee member will cease to hold office on:
  - 31.1 Resignation in writing;

- 31.2 Termination or suspension as a member of the association; or
- 31.3 Absence for three successive committee meetings without explanation acceptable to the committee.
- 32 A vacancy in the office of an office bearer or committee member may be filled by the committee appointing a member or a nominee of an organisational member for the remainder of the term affected by the vacancy.
- 33 The first committee will:
  - 33.1 Consist of persons who held office prior to incorporation;
  - 33.2 Remain in office until the first annual general meeting after incorporation at which time as near as practicable to one half of the members of the committee, who will be chosen by ballot of the committee, must retire from the committee.

### **SUB-COMMITTEES**

- 34 The committee may, for specific purposes, appoint sub-committees not all the members of which need be members of the association.
- 35 Sub-committees:
  - 35.1 May meet as they see fit or as directed by the committee; and
  - 35.2 Must report to the committee.

### **OFFICE BEARERS**

- 36 The office bearers, who must be members or nominees of members, will:
  - 36.1 Be the chairperson, the secretary and the treasurer;
  - 36.2 Occupy their respective offices for two years; and
  - 36.3 Be eligible for re-election or re-appointment as the case may be.
- 37 The chairperson will be elected by the association in general meeting.
- 38 The secretary and the treasurer will be appointed by the committee and must be committee members.

### **RULES**

- 39 The committee may make rules for carrying out all or any of the objects of the association which:
  - 39.1 Must not be inconsistent with this constitution;
  - 39.2 Will have the same force and effect as if they were provisions of this constitution;
  - 39.3 May be varied altered or repealed from time to time; and
  - 39.4 May provide for any one or more of the following:
    - 39.4.1 The terms and conditions of occupancy of, and eligibility for, any stall or place in a farmers' market;

- 39.4.2 A code of conduct for members;
- 39.4.3 The terms and conditions of employment of any person by the association;
- 39.4.4 Sanctions for any breach of such rules;
- 39.4.5 Such other matters as the committee shall think necessary and expedient for the proper management of the association.

### **GENERAL MEETINGS**

- 40 Written notice of not less than fourteen days, nor more than twenty eight days, of all general meetings, other than a general meeting called to consider a special resolution, must be given to all members.
- 41 Members will each be entitled to one vote at any general meeting at which they are present.
- 42 A quorum at any general meeting will be ten members or two thirds of the members, whichever is less.
- 43 If at any general meeting there is no quorum within thirty minutes of the time appointed for the meeting, a majority of members present may decide to adjourn the meeting for a period not exceeding fourteen days.
- 44 The quorum for such adjourned meeting will be reduced to five, failing which the meeting will lapse.

### **SPECIAL GENERAL MEETINGS**

- 45 The chairperson must call a special general meeting within twenty eight days of receipt of:
  - 45.1 A directive from the committee;
  - 45.2 A written request of three committee members; or
  - 45.3 A written request of six members specifying the business to be conducted at the meeting.

### **ANNUAL GENERAL MEETINGS**

- 46 The annual general meeting must be held at least once in each calendar year and not more than four months after the close of the financial year.
- 47 The normal business of the annual general meeting will be:
  - 47.1 To confirm the minutes of the preceding annual general meeting;
  - 47.2 To receive the chairperson's report for the previous financial year;
  - 47.3 To receive the financial statements of the association for the previous financial year, together with the financial budget for the current financial year;
  - 47.4 To conduct elections;

- 47.5 If required under the Act, to appoint or reappoint an auditor;
- 47.6 To conduct any other business placed on the agenda before the commencement of the meeting or by resolution of three quarters of those present and voting.

### **VOTING AT GENERAL MEETINGS**

- 48 Voting at general meetings will be by show of hands except that:
  - 48.1 Any contested election will be by secret ballot;
  - 48.2 The meeting may by show of hands require any other vote to be by secret ballot.
- 49 A secret ballot must be conducted in a manner determined by the chairperson.

### **SPECIAL RESOLUTIONS**

- 50 A special resolution of the association requires:
  - 50.1 A vote of three quarters of the members present and voting at a general meeting; and
  - 50.2 Not less than twenty eight days' written notice distributed to all members of the association, which notice must include any special resolution proposed to be considered by the meeting.

### **NOTICES**

- 51 Notices required under this constitution may be given by:
  - 51.1 Direct delivery; or
  - 51.2 By facsimile, email or ordinary post addressed to the address of the intended recipient in the records of the association.

### **CHAIRPERSON**

- 52 The chairperson will chair committee and general meetings except that:
  - 52.1 In the absence of the chairperson; or
  - 52.2 At the request of the chairperson, or of a majority of the meeting; another member may be elected to chair the meeting.
- 53 The chairperson at any meeting:
  - 53.1 Will have a deliberative vote and a casting vote if votes are equal;
  - 53.2 Must, as far as possible, encourage full, balanced and positive participation in the meeting; and
  - 53.3 Must determine matters of order.

## **TREASURER**

- 54 The treasurer will cause monies received to be paid into an account authorised by the committee in the name of the association.
- 55 The treasurer must:
- 55.1 Keep proper records of all receipts and payments and other financial transactions, which must be available for inspection by any committee member;
  - 55.2 Report on the finances at each committee meeting; and
  - 55.3 Present the association's accounts to the annual general meeting.

## **SECRETARY**

- 56 The secretary must give notice of meetings in accordance with the provisions of this constitution.
- 57 The secretary must keep proper records of the association including:
- 57.1 The constitution and policies;
  - 57.2 The register of members;
  - 57.3 The register of minutes of meetings and of notices;
  - 57.4 A file of correspondence; and
  - 57.5 Records of submissions or reports made by or on behalf of the association.
- 58 The secretary from time to time will be the public officer.

## **FINANCES AND PROPERTY**

- 59 The financial year of the association will end on the 30<sup>th</sup> June in each year unless otherwise determined by a general meeting.
- 60 The income, property and funds of the association:
- 60.1 Will be under the management and control of the committee; and
  - 60.2 Will, subject to paragraph 61, be used and applied solely towards the promotion of the objects of the association and will not be paid or transferred to members or relatives of members.
- 61 Any member who is employed or contracted to carry out any service for the association, may be paid reasonable fees for such services.

## **COMMON SEAL**

- 62 The committee must provide for the safe keeping of the common seal.
- 63 The common seal may only be affixed by resolution of the committee or of a general meeting and only in the presence of two committee members.

## **INDEMNITY**

- 64 Persons who, in good faith and with proper authority, incur any liability on behalf of the association, will be indemnified by the association against any order or judgment arising from or in respect of such liability.

## **AMENDMENT OF CONSTITUTION**

- 65 This constitution may not be repealed or amended other than by a special resolution of members.

## **DISSOLUTION**

- 66 The association may not be dissolved other than by a special resolution of members.
- 67 On dissolution all property, whether real or personal, remaining after payment of all debts and legal liabilities of the association, will be transferred to another body formed for promoting similar objects, or for charitable objects, and approved by the association.
- 68 Such other body must prohibit the distribution of income and property to the members to the extent stated in this constitution.
- 69 If the association will have been approved pursuant to Section 78(1) of the Income Tax Act then such other body must also be so approved.