



farmers' markets new zealand inc.

Farmers' Markets New Zealand Incorporated

1. Name

The name of the Incorporated Society is: 'Farmers' Markets New Zealand Inc.'

2. Interpretation

In these rules unless the context otherwise requires 'The Association' means the 'Farmers' Markets New Zealand Inc.'

3. Registered Office

The registered office of the Association shall be situated at such a place as may from time to time be determined by the Executive Committee of the Association. Notice of any change of registered office shall be sent to the Registrar of Incorporated Societies.

4. Aims of the Association

The aims of the Association are:

- To facilitate the formation of a network of authentic Farmers' Markets throughout New Zealand
- To clearly define the concept of an authentic Farmers' Market and facilitate the development of this model in the cities and provinces of New Zealand.
- To support the viable and self-sufficient operation of existing and future Farmers' Markets by sharing information and providing appropriate resources.
- To protect brand "Farmers' Market", clearly distinguishing the concept of a Farmers' Market from other markets, both retail and wholesale
- To advocate on behalf of members at a national level.

5. Authentic Farmers' Market Definition

A market that has ***at least 80% local produce stalls.***

Local produce stalls are defined thus:

1. Local farmer / grower stall.

A stall from which a primary producer sells fresh produce which they have grown or farmed themselves. In addition they may sell value added products made from their own or other local produce.

2. Local value added product stall

A stall from which an artisan food producer sells added value food products made from local ingredients. Sugar, salt, pectin or other ingredients used to preserve or conserve local primary produce are permitted.

In both cases “Local” means from within the regional boundaries established by individual Farmers’ Markets.

Other stalls will sell food or farm origin products that individual FMs decide merit a place in their market. Coffee and bread are two common examples.

6. Membership

- a. Membership of the Association shall be open to any person, partnership or organisation.
- b. Types of Members. The number of members of the Association is unlimited and shall consist of:
 - Full Members - being regional authentic Farmers’ Markets that commit to FMNZ’s definition of authenticity who have met the financial requirements for Full Members under these Rules
 - Associate Members – being businesses or Farmers’ Markets who do not yet fit the Authentic Farmer’s Market Definition (clause 5) but who have met the financial requirements for Associate Members under these Rules
 - Supporter Member – being individuals who have met the financial requirements for supporter membership under these Rules

7. Voting Rights of Each Class of Membership

- Full Members shall have full voting rights
- Associate Members shall have no voting rights
- Supporter Members shall have no voting rights

8. Conduct of Members

No Member shall

- Associate the name of the Association with any project, Association or organisation without the specific written permission of the Executive.
- Commit the Association to any financial or commercial obligation without the specific written permission of the Executive.
- Commit any breach of or fail to abide by the procedures provided under the Rules or under any bylaw, ruling or policy statement issued by the Executive

9. Subscriptions

- a. The annual membership fee shall be such sum as fixed by the Annual General Meeting of the Association for the forthcoming year. Fees fall due on the 1st day of December of each year or such date as the Executive may decide from time to time. The subscription rates of new members shall be the part of the full annual membership fee from any date of joining the Association.
- b. Associate or Supporter Members are not qualified to vote or express any opinion or to have any say in the business or management in the Association at any meeting. Only the Chairperson of the meeting may grant speaking rights to such Members.
- c. For the purpose of convening any general meeting of the Association, the Register of Membership shall be deemed conclusively to be a correct and complete list of Members of the Association.

10. Register of Members

- a. The Association will keep a register of all current members including:
 - (i) each member's name, address and occupation; and
 - (ii) the date on which they became members.
 - (iii) the type of membership held

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 thereto. All information regarding present and past members of the Association will be kept private with the Association Secretary except where individual members authorise in writing their intention to be included on a membership and breakdown list.

11. Termination of Membership

Any member who wishes to resign from the Association can do so by giving to the Secretary of the Association notice in writing of his/her intention to do so. No membership fees shall be refunded.

- a. Any participating member who ceases to be involved in any of the Association's programs will automatically cease to be a Full Member but he or she may apply for membership as a Supporter Member.

- b. Any member who has failed to pay any membership fee set by the Association three months after it is due will cease to be a Full Member and in the absence of a written request shall not be made a Supporter Member.
- c. If any member has acted in a way that is harmful to the Association that member may be expelled by a two-thirds (2/3) majority of a Special General Meeting. The member concerned must:
 - (i) be given written notice of the proposed expulsion and the reasons for it; and
 - (ii) be given an opportunity to be heard at the meeting considering the expulsion.

The member in question may be present at the Special Committee Meeting.

12. Officers of the Association

- a. Executive officers of the Association shall consist of the following:

Six Full Members are to be elected at each Annual General Meeting to serve on the Executive. Two further Executive Members may be appointed by the Executive from within the Full Membership. The Executive shall appoint a Chairperson, Vice-Chairperson and a Secretary/Treasurer from within its elected and appointed members. In the event of a vacancy occurring, replacement will be determined by a quorum of the Executive. For the first year of the operation of the Association the Executive shall consist of the founding members of the Association not exceeding 16 in number, and the Chairperson, Vice Chairperson, a Secretary and a Treasurer shall be appointed from within that Executive.

- b. The Executive shall be elected for a two-year term except for the first year when half of founding members will stand down but will be eligible for re-election.
- c. The Executive shall have the general management and control of the Association as regards its finances, meetings and interests and may appoint sub-committees, frame bylaws, rulings and set policy, and decide or dispose of matters affecting the welfare of the Association.
- d. The Executive shall consist of the elected and appointed officers.
- e. A quorum for an Executive meeting shall be four executive members.
- f. The Executive shall meet as often as required for transaction of the business of the Association. This includes teleconference meetings.
- g. Any member of the Executive who is absent without apology from three consecutive meetings of the Executive shall be deemed to have resigned his/her seat, unless he/she has given a satisfactory reason for his/her absence.
- h. Nomination of all executive officers must be made prior to or at the Annual General Meeting of the Association. No nomination of an absent member will be accepted unless the nominator can present that member's consent in writing and carrying his/her signature.
- i. At any Special or General Meeting of Members, 15 members shall form a quorum.

The Secretary shall call a Special Meeting of the Association within 14 days when directed by email by four members of the Executive and/or any 10 members of the Association. Every email shall state the object for which such an Association meeting is required.

- j. Any General Meeting, provided a quorum be present, may be adjourned from time to time, for any period not exceeding one calendar month at any time.
- k. The Executive Committee shall have the right to co-opt up to two Full Members at any one time and for a specified time but not exceeding one year. Co-opted members will have full voting rights.

13. Duties of Officers

Duties attached to each Executive position

Chairperson

Is the Chairperson of both general Association Meetings and Executive Meetings. He/she has the overall responsibility of ensuring that the Executive, by its work, fulfils the general purpose of the Association.

Vice-Chairperson

Shall deputise for the Chairperson in his/her absence and shall assist where possible in Association activities.

Secretary

Is the communications centre of the Association where letters, circulars and all other correspondence are both received and sent. The position also involves the responsibility for keeping minutes of all meetings and all clerical work required for the efficient running of the Association.

Treasurer

Is responsible for the control and recording of the financial matters with reference to the Executive. This includes keeping the books, operating the Association banking account, payment of accounts and investment of surplus funds under the Trustee Act. He/she should also submit to each Annual General Meeting a Statement of Income and Expenditure of the Association at the close of the said year, and all expenditure affecting the property of the Association at the end of the financial year. Under Section 23 'The Incorporated Societies Act 1908' the above statement shall be delivered annually to the Register of Incorporated Societies with a certificate signed by the Chairperson to the effect that the statement has been submitted to and approved by the members at the Annual General Meeting.

14. Notification of Meetings

Notice of all General Meetings will be given by circular, advertisement, email or any other means deemed reasonable by the Executive. This notification shall be given, if possible, 14 days before the meeting. The accidental omission to give notice or non-receipt of a notice of a meeting by any member shall not invalidate the proceedings of any meeting.

15. General Meetings

General Meetings of the Association will be held four times a year, unless varied by the Executive, to:

- (i) discuss general business;
 - (ii) receive reports from the Executive as to the activities and finances of the Association;
 - (iii) decide on any matters affecting the Association; and (iv) set policy to be carried out by the office holders and Management Committee.
- b. The General Meetings will be open to all members.
 - c. Voting at General Meetings or Special Meeting will be by a show of hands. On application by not less than three members a ballot will be taken, the Chairperson having the casting vote.
 - d. A member entitled to vote may be represented by a proxy, such person holding a proxy must be a Full Member of the Association. The Proxy shall be in writing and signed, and must be handed to the Chairperson prior to the meeting.
 - e. Each Full Member shall receive one vote.
 - f. On all points of order the Chairperson's ruling will be final.

16. Special General Meetings

- a. The Executive or six Full Members may request a Special General Meeting at any time by giving written notice to the Secretary stating the reasons for wanting a Special General Meeting.
- b. The Secretary will give notice of a Special General Meeting no later than seven days after receiving the request.

17. Annual General Meetings

The Annual General Meeting of the Association will be held each year not more than 15 months after the previous Annual General Meeting.

The business of the Annual General Meeting will include:

- (i) the Financial Accounts
- (ii) the Annual Report
- (iii) the election of six executive officers
- (iv) the appointment of an auditor to audit the financial accounts
- (v) general business.

Fifteen members personally present shall form a quorum for this purpose.

Notices of the date and location of the Annual General Meeting shall be given not less than 42 days prior to the meeting.

At the Annual General Meeting an auditor shall be appointed who cannot be a member of the Executive.

All nominations for the Executive are to be in a form approved by the Executive and are to be received by the Secretary 14 days prior to the Annual General Meeting.

All remits and matter which Members wish to be considered by the Annual General Meeting are to be received in writing by the Secretary 14 days prior to the Annual General Meeting.

18. Control of Funds

- a. All funds received by the Association will be paid into its bank account.
- b. All cheques and withdrawal slips drawn on the Association's account will be signed by the Secretary and/or Treasurer and one of two other members appointed by resolution of

the Management Executive.

c. The income and property of the Association is to be applied solely to further the aims of the Association. No income or property is to be paid or transferred directly or indirectly to any members. This will not prevent payment of reasonable remuneration or expenses to any officer or employee of the Association or to any members for any services performed by them for the Association.

d. A member may charge for any services carried out by him or her where the Association would have had to pay for that service if it was carried out by somebody who was not a member.

19. Common Seal

The Common Seal of the Association will be held by the Secretary and will be used only when authorised by a resolution of the Management Executive. When the seal is used it will be signed by the Chairperson and one other Management Committee member appointed to sign that document by the Board.

20. Alterations and Additions to the Rules

a. The Association may alter, add or cancel any rules at a General Meeting provided that:

(i) written notice of the proposed change is included in the notice calling the meeting;

(ii) the meeting may amend the proposed change;

(iii) a two thirds (2/3rds) majority of the members present at the meeting agree to the change;

(iv) no alterations, additions or cancellation will be made to these rules that are in conflict with:

- the aims of the Association; and
- the charitable nature of the Association.

21. Winding Up

The Association may be wound up if:

- a majority of the members at a General Meeting pass a resolution to wind up the Association;
- a second meeting is held not earlier than 30 days since the first meeting to confirm or reject the resolution; and
- at the second meeting a two thirds (2/3rds) majority of the members confirm the resolution.

b. On winding up any surplus assets of the Association will be distributed to other charitable organisations in New Zealand.

22. Financial year

The Society's financial year shall be from 1 April in any year to 31 March the following year.

23. Society Records

The Executive will keep proper minutes of all meetings, statements of all receipts and disbursements, and all usual and proper books and accounts.

