

FARMERS MARKET NEW ZEALAND

INCORPORATED CONSTITUTION 2016

1 Name

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

2 Interpretation

In these rules unless the context otherwise requires 'FMNZ' means 'Farmers Market New Zealand Inc.'

3 Registered Office

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

4 Aims of FMNZ

The aims of the FMNZ are:

- To facilitate the formation of a network of Farmers' Markets throughout New Zealand;
- To clearly define the concept of a Farmers' Market and to facilitate the development of this model in the cities and provinces of New Zealand;
- To support the viable and sustainable operation of existing and new Farmers' Markets by sharing information and providing appropriate resource;
- To facilitate educational programmes within our Farmers Markets throughout New Zealand;
- To advocate on behalf of members at a national level.

5 Definition of a Farmers' Market

A Farmers Market is:

- a. primarily a food-only market;
- b. a market where vendors must be the principle producers or someone directly involved in the production process;

- c. a market where the produce sold is sourced from a defined local region.

6 Membership

The number of members of FMNZ shall be unlimited and shall consist of:

- a. *Authentic Farmers' Market* being one which has met the initial and on-going selection criteria for FMNZ, has paid the current annual membership fee and has met the requirement of the Authentic Certification scheme;
- b. *Full Member Market* being one which has met the initial and on-going selection criteria for FMNZ, has paid the current annual membership fee but has not, or chooses not to meet the requirements of the Authentic Certification scheme;
- c. *New Member Market* being one that is in the first year of joining FMNZ, has met the initial selection criteria of FMNZ and has paid the current annual membership fee;
- d. *Individual Member* being a vendor who wishes to belong to FMNZ and their market is not a member of FMNZ. Selection criteria will be on a case by case basis;
- e. *Individual or Group Supporter Member* being a person, business or other organisation or society which has made a contribution to FMNZ and who wishes to support and be associated with FMNZ. Selection criteria will be on a case by case basis.

7 Voting Rights of Each Class of Membership

Members shall have the following voting rights:

- a. Authentic Farmers' Markets, Full Member Markets and Individual Members shall have full voting rights;
- b. New Member Farmers' Markets shall have no voting rights;
- c. Supporter Members shall have no voting rights.

8 Conduct of Members

No Member shall:

- a. associate the name of FMNZ with any project, association or organisation without the specific written permission of the Executive;
- b. commit FMNZ to any financial or commercial obligation without the specific written permission of the Executive;

- c. 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 FMNZ for the forthcoming year. Fees fall due on the 1st day of August of each year or such date as the Executive may decide from time to time. The subscription rates of new members are pro-rated and shall be the part of the annual membership fee from any date of joining FMNZ;
- b. For the purpose of convening any general meeting of FMNZ, the Register of Membership shall be deemed conclusively to be a correct and complete list of Members of FMNZ.

10 Register of Members

- a. FMNZ will keep a register of all current members including:
 - a. each member's name, address and occupation; and
 - b. the date on which they became members;
 - c. the type of membership held;
- b. 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 FMNZ will be kept private with FMNZ's Secretary except where individual members authorise in writing their intention to be included on a membership list.

11 Termination of Membership

Any member who wishes to resign from FMNZ can do, in writing of their intention to do so, to the Secretary of FMNZ. No membership fees shall be refunded.

- a. Any participating member who ceases to be involved in any of FMNZ'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 FMNZ 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 FMNZ 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;
- d. The member in question may be present at the Special Committee Meeting.

12 Officers of FMNZ

- a. Executive officers of FMNZ shall consist of the following:
- b. Six Full Members elected from within the Full Membership at each Annual General Meeting. Two further Executive Members may be appointed by the Executive either from within the Full Membership or outside it for a particular project or specified time but for a period not exceeding one year. Members thus co-opted shall have full voting rights;
- c. The Executive shall appoint a Chairperson, Vice-Chairperson, Secretary and 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;
- d. The Executive shall have the general management and control of FMNZ 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 FMNZ;
- e. The Executive shall meet as often as required for transaction of the business of FMNZ. Meetings may be conducted by teleconference or by internet-based media;
- f. A quorum for an Executive meeting shall be four executive members;
- 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. Nominations for all Executive Officers must be made prior to the Annual General Meeting of FMNZ. 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. Members of the Executive Committee shall be elected for a two-year term. To allow for succession, half will stand down at the AGM but will be eligible for re-election..

13 Duties of Officer

The duties attached to each Executive position are as follows:

Chairperson

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

Vice-Chairperson

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

Secretary

Is the communications centre of FMNZ 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 FMNZ.

Treasurer

Shall be appointed by the Executive and is responsible for the control and recording of the financial matters in conjunction with the Executive. This includes keeping the books, operating FMNZ's 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 FMNZ at the close of the said year, and all expenditure affecting the property of FMNZ 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 Meetings

- a. **Executive Meetings** - Executive Meetings of FMNZ will be held a minimum of six times a year to:
 - b. discuss general business;
 - c. receive reports from the sub-committees as to the activities and finances of FMNZ;
 - d. decide on any matters affecting FMNZ; and
 - e. set policy to be carried out.
- a. **Special General Meetings**

The Executive or ten 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

The Secretary will give notice of a Special General Meeting no later than seven days after receiving the request and at least 14 days before the meeting

a. Annual General Meeting

- i. The Annual General Meeting of FMNZ will be held each year not more than 15 months after the previous Annual General Meeting;
- ii. The business of the Annual General Meeting will include:
 - the Financial Accounts
 - the Annual Report
 - the election of six executive officers
 - the appointment of a reviewer to review the financial accounts
 - General Business.
- iii. Notices of the date and location of the Annual General Meeting shall be given not less than 30 days prior to the meeting.
- iv. At the Annual General Meeting a reviewer who is not a member of the Executive shall be appointed.
- v. 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.
- vi. 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.

15 Conduct of Meetings

- i. Annual and Special General Meetings will be open to all members
- a. Thirty three percent of members shall form a quorum at any General Meeting, either present or by written proxy. Voting at Meetings will be by a show of hands. On application by not less than three members a ballot will be taken. The Chairperson will have the casting vote.
- a. A member entitled to vote may be represented by a proxy. The Proxy shall be in writing and signed and must be submitted to the Chairperson prior to the meeting.
- a. On all points of order the Chairperson's ruling will be final.
- a. Any Meeting, provided a quorum be present, may be adjourned from time to time, for any period not exceeding one calendar month.
- a. New Member Markets or Supporter Members are not qualified to vote or express any opinion or to have any say in the business or management in FMNZ at any meeting. Only the Chairperson of the meeting may grant speaking rights to such Members.

16 Control of Funds

- a. All funds received by FMNZ will be paid into its bank account;
- a. All funds drawn on FMNZ's account will be signed / authorised (as with internet banking) by the Treasurer and one of two other members appointed by resolution of the Executive.

17 Payments to Members

- a. The income and property of FMNZ is to be applied solely to further the aims of FMNZ. 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 FMNZ or to any members for any services performed by them for FMNZ;
- a. A member may charge for any services carried out by him or her where FMNZ would have had to pay for that service if it was carried out by somebody who was not a member.

18 Common Seal

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

19 Alterations and Additions to 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 21) 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.

20 CONFLICT RESOLUTION:

Executive/Member conflict - When an executive and a member cannot come to a resolution where both parties are happy then an independent third body is employed to resolve the matter, and it is binding.

21 Winding Up

- a. FMNZ may be wound up if:

- i. a majority of the members at a Special or Annual General Meeting pass a resolution to wind up FMNZ;
- ii. a second meeting is held not earlier than 30 days since the first meeting to confirm or reject the resolution; and
- iii. at the second meeting a two thirds (2/3rds) majority of the members confirm the resolution.
 - b. On winding up any surplus assets of FMNZ 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.