

RULES OF THE HOBSONVILLE POINT FARMERS MARKET SOCIETY INCORPORATED

1. NAME AND REGISTERED OFFICE

- 1.1. The name of the Society is the “Hobsonville Point Farmers Market Society Incorporated” (*Society*).
- 1.2. The initial registered office of the Society shall be 5 Marlborough Crescent, Hobsonville, and thereafter shall be at such place as the Committee shall determine from time to time.

2. OBJECTIVES OF THE SOCIETY

- 2.1. The objects of the Society are (*Society’s Objectives*):
 - a. To provide a venue for local food producers to locally market their produce, operating on the basis that there will be no monopolies of type of stall or products being sold.
 - b. To support and stimulate local food producers, in particular, organic food producers, hobby farmers, community and home gardeners.
 - c. To facilitate the community’s learning about the nutritional and environmental benefits of eating foods within their season, and that are produced locally.
 - d. To establish a market that the community can be proud of, and is a popular place to visit regularly.
 - e. To help the market contribute to the region’s economic and social development.
 - f. To be a growers’ market, where consumers meet directly with the grower. A means to taste the food and talk to the growers.
 - g. To sell food sourced from a defined region, which is Auckland from the Coromandel/Thames and Franklin districts in the south to North Cape, incorporating all the marine resource north of the Firth of Thames. It also incorporates the island groups of Samoa, Tonga, Nuie, Tokelau and Rarotonga that can supply the market on a regular, weekly basis.

3. MEMBERSHIP

- 3.1. Individuals and groups who support the Society’s Objectives shall be eligible to become a member.

Signed by: _____ Position: _____

- 3.2. An individual or group becomes a member by:
- a. Applying to the Society to become a member and having that application approved as provided in Rule 4;
 - b. Confirming in writing that they agree to support the Society's Objectives; and
 - c. Paying the subscription for the relevant period.

Types of Membership:

- 3.3. The number of members of the Society is unlimited and shall consist of:
- a. **Full Members** shall be a person or a corporate body who shall nominate one person as its representative, who are in the business of selling produce at the Farmers Market venue, along with those persons who have a genuine and supportive interest in the Society's Objectives and includes the initial members of the Society, provided that membership has not lapsed for any reason. A Full Member shall be a Voting Member and be entitled to attend and participate in all general meetings of the Society and to have one vote at such meetings. They may be elected to any office of the Committee. Full Members may apply for market stalls.
 - b. **Associate Members** shall be a person or a corporate body, who shall nominate one person as its representative. Associate Members shall not be entitled to hold office or to vote, or to receive the benefits of the Society. They may attend functions/events organised by the Society and shall receive a copy of any newsletter. Associate Members may not apply for market stalls.
 - c. **Casual Members** shall be a person or corporate body, who shall nominate one person as its representative. Casual Members shall not be entitled to hold office or to vote, or to receive the benefits of the Society. They are members who are market stallholders for up to one (1) week only.
 - d. **Life Members** shall be a person who has been a Full Member of the Society and who has provided outstanding or exceptional service, and who has been nominated by the Committee, seconded and duly elected to Life Membership by an Annual General Meeting of the Society. Members shall not be eligible to be nominated for Life Membership until the member has been a Full Member of the Society for a minimum of ten (10) years. Life Members have all the rights and responsibilities of a Full Member and shall be entitled to vote, but do not have to pay fees, subscriptions or levies. Life Members may apply for market stalls.

4. ADMISSION OF MEMBERS

- 4.1. To become a Full or an Associate Member, a person or corporate body must make an application in writing to the Secretary of the Committee and supply any information that the Committee requires. The Committee shall have complete discretion when determining whether to accept applications. If an application is

declined, the Committee will record its reasons for declining and will make this record available to the applicant if requested.

- 4.2. Casual Membership can be approved by any officer of the Society, or a person nominated by the Committee, and upon payment of the casual membership fee.

5. REGISTRATION OF MEMBERS

- 5.1. The Secretary shall keep a register of Members (*Register*), which shall contain the names, the addresses and telephone numbers of all Members, and the dates at which they became Members.
- 5.2. If a Member's address or telephone number changes, that Member shall give the new address or telephone number to the Secretary.

6. SUBSCRIPTIONS AND LEVIES

- 6.1. The subscriptions for Full Members, Associate Members and Casual Members of the Society shall be such sum as is fixed for the forthcoming year by the Annual General Meeting of the Society. The due date for payment will also be set at the Annual General Meeting.
- 6.2. Life Members shall be exempt from annual subscriptions.
- 6.3. Levies on Full Members may be imposed from time to time, in addition to the annual subscription, as considered necessary or expedient for the purpose of furthering the Society's Objectives, provided that:
 - a. Such levies shall be agreed to by at least 80% of the votes cast at an Annual General Meeting or Special General Meeting called for the purpose; and
 - b. The total amount of levies to be paid in any twelve (12) month period shall not exceed the amount of the annual subscription for the current year.

7. MEMBERS IN ARREARS OF SUBSCRIPTIONS OR LEVIES

- 7.1. Members in arrears of Subscriptions or Levies shall lose membership privileges as follows:
 - a. When in arrears for more than one (1) month following the due date for payment set at the last Annual General meeting they shall not be entitled to vote at any Meeting or to take part in any activity that is paid for out of the Society's funds.
 - b. When in arrears for more than six (6) months they shall cease to be Members of the Society forthwith, provided that the Committee may, at its discretion reinstate them upon payment to the Society of both the outstanding and current subscription.

8. CESSATION OF MEMBERSHIP

- 8.1. Any Member may resign by giving written notice to the Secretary.

- 8.2. Any Member shall cease to be a Member if his/her subscriptions remain unpaid for six (6) months.
- 8.3. Membership may be 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 wellbeing of the Society as determined by the Committee. A special Committee meeting shall be convened for that purpose, voting shall be by majority of 60% of the Committee present, notice of such a meeting having been given at least fourteen (14) 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 and be entitled to make an oral or written submission at this meeting.

9. PRIVILEGES AND OBLIGATIONS OF MEMBERS

- 9.1. All Members are entitled to all of the privileges of the Society and participation in its activities in accordance with these Rules.
- 9.2. All Members, and Committee members, shall promote the Society's Objectives and shall do nothing to bring the Society into disrepute.

10. MANAGEMENT OF THE SOCIETY

Managing Committee

- 10.1. The Society shall have a managing committee (*Committee*) consisting of:
 - a. a minimum of five (5) and maximum of seven (7) Members to be elected at each Annual General Meeting;
 - b. subject to Rule 11, a representative of the Hobsonville Land Company Limited, to be nominated by that company from time to time; and
 - c. up to two (2) non-Members appointed by a quorum of the Committee for a specified time but not exceeding one (1) year, provided that such representatives shall only have voting rights at Committee meetings.
- 10.2. Nominations for Committee membership shall be called for at least 14 days before an Annual General Meeting. Each candidate shall be proposed and seconded by Members and the completed nomination delivered to the Secretary. All retiring Committee members shall be eligible for re-election.
- 10.3. If the position of any Committee member becomes vacant between Society meetings, the Committee shall appoint another Committee member to fill that vacancy until the next Society meeting.
- 10.4. If any Committee member is absent from three (3) consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

Officers

- 10.5. The Committee shall appoint a Chairperson, who shall act as chair of the Committee and the Society, together with a Secretary and Treasurer, (not being the same person), from within the Committee. In the event of a vacancy occurring, a replacement will be determined (being a Committee member) by a quorum of the Committee.
- 10.6. The Chairperson's role is to:
 - a. Convene meetings;
 - b. Chair Meetings, deciding who may speak and when;
 - c. Oversee the operation of the Society; and
 - d. Give a report on the operation of the Society at each Annual General Meeting.
- 10.7. The Secretary's role is to:
 - a. Record the minutes of meetings;
 - b. Keep the Register of Members;
 - c. Hold the Society's records, documents, and books;
 - d. Receive and reply to correspondence as required by the Committee;
 - e. Retain the common seal of the Society; and
 - f. Advise the Registrar of Incorporated Societies of any alteration to the Rules.
- 10.8. The Treasurer's role is to:
 - a. Collect and receive all payments made to the Society and bank all such payments within seven (7) days of receipt;
 - b. Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
 - c. Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Society decides this in a Meeting;
 - d. Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting; and
 - e. Prepare the Society's budget for the forthcoming financial year.

General

- 10.9. Elected Committee members shall hold office until the appointment of their successors and shall be eligible for re-election.
- 10.10. The Committee shall have the right to co-opt up to two (2) Members at any one time for a specified time but not exceeding one (1) year.
- 10.11. Subject to the Rules, the duties of the Committee shall include:
 - a. The development of the Society's activities;
 - b. The management and allocation of the Society's resources of membership, assets and finances;
 - c. Ensuring that all Members follow the Rules;
 - d. Setting policy and rulings of the Society;
 - e. All other things necessary to achieve the Society's Objectives;
 - f. The appointment of staff; and
 - g. Oversight of the financial administration and affairs of the Society.
- 10.12. The Committee may from time to time make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies shall be contrary to these Rules. These Rules and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies shall be provided (at cost) to any Member on request.
- 10.13. The Committee may remove any officer or Committee member for neglect of duty, misconduct, or for being absent without leave from three (3) consecutive Committee meetings.
- 10.14. The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.
- 10.15. Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

11. HOBSONVILLE LAND COMPANY LIMITED AND THE SOCIETY

- 11.1. The Hobsonville Land Company Limited (*HLC*) has assisted in the establishment of the Society as part of the wider Hobsonville Point development and intends to provide ongoing support for the Society. Accordingly, the Committee will include one (1) representative of HLC, pursuant to Rule 10.1.b, until such time as HLC and the Committee agree in writing that such involvement is no longer required.

12. CONDUCT OF MEETINGS

Society Meetings – a Society meeting is either an Annual General Meeting or a Special General Meeting.

- 12.1. An Annual General Meeting shall be held no later than 14 months after the previous Annual General Meeting at a time and place to be fixed by the Committee. The business of the Annual General Meeting shall be:
 - a. Any minutes of the previous Meeting(s);
 - b. The Chairperson's report on the business of the Society;
 - c. The Treasurer's report on the finances of the Society, the annual budget and the Statement of Accounts;
 - d. Election of Committee members and officers;
 - e. Motions to be considered; and
 - f. General business.
- 12.2. Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least one third (33.3%) of the Members.
- 12.3. Notice of all Meetings shall be given in writing, posted, or delivered in person, or emailed to each Voting Member at their last known address at least twenty-one (21) days before the Meeting is to be held. Such notice shall indicate the nature of any special business to be considered and shall be regarded as giving due notice to all members of such Meeting.
- 12.4. All remits, notices of motion and other matters which Members wish to be considered by the Annual General Meeting are to be received in writing by the Secretary fourteen (14) days prior to the Annual General Meeting.
- 12.5. All Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Secretary shall chair the Meeting. If the Secretary is also absent, the Society shall elect another Committee member to chair the Meeting. Any person chairing a Meeting has a casting vote.
- 12.6. Voting at all Meetings shall be restricted to Voting Members. Voting Members may appoint a proxy, who must be a Voting Member present at the Meeting, by written notice to the Secretary. At all Meetings voting shall proceed as follows:
 - a. All matters shall be decided by a simple majority, unless otherwise provided for in these Rules;
 - b. Voting shall be on voices or by a show of hands, or by secret ballot if this is demanded by one third (33.3%) of the Voting Members present at the meeting; and

c. In the event of tied voting the Chairperson for the meeting may exercise a casting vote.

12.7. 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.

Committee Meetings

12.8. Quorum: No Committee meeting may be held unless more than half of the Committee members attend.

12.9. The Chairperson shall chair Committee meetings, or if the Chairperson is absent, the Committee shall elect a Committee member to chair that meeting.

12.10. Decisions of the Committee shall be by majority vote.

12.11. The Chairperson or person acting as Chairperson has a casting vote.

12.12. Only Committee members present at a Committee meeting may vote at that Committee meeting.

12.13. Subject to the Rules, the Committee may regulate its own practices.

13. FINANCE AND PROPERTY

The finances of the Society shall be managed by the Committee and the Treasurer as follows:

13.1. The income and property of the Society, from whatever source derived, shall be applied solely towards the promotion of the Society's Objectives 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 or other persons in return for any services actually rendered to the Society.

13.2. 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 authorised by Part 2 of the Trustee Act 1956 as if the Society were a "trustee" within the meaning of that Act and all such investments must be presented for approval at the next Committee meeting.

13.3. All monies received on behalf of the Society shall forthwith be paid to the credit of the Society into a bank account in the Society's name operated by both the Treasurer and at least one other Committee member appointed by the Committee. Subject to any directions given from time to time by the Committee, the Treasurer and such appointed Committee member(s) may make such payments as are required in connection with the Society's operations.

- 13.4. All cheques drawn on the Society's bank account shall be signed by both the Treasurer and the nominated Committee member(s) and a summary of all cheques drawn shall be presented to the subsequent Committee meeting for ratification.
- 13.5. Donations and legacies made to the Society, unless they are specified for any particular purpose, shall be part of the general funds and be utilised to further the Society's Objectives as the Committee sees fit.
- 13.6. Authority for the Society 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 shall only be obtained by a resolution passed at a Meeting called for that purpose.
- 13.7. Funds may be transferred to any trusts or other corporate or incorporated bodies for the purposes of achieving the Society's Objectives provided the transfer is authorised by a resolution passed at a Meeting called for that purpose.
- 13.8. The financial year of the Society shall end on 30 June or at such other time as may be recommended by the Committee at an Annual General Meeting.

14. THE SEAL OF THE SOCIETY

- 14.1. The Society will have a common seal which shall be held by the Secretary and shall only be used when authorised by a resolution of the Committee and shall be affixed in presence of three (3) Committee members (one of whom shall be the Secretary) and who shall all place their signature on every document to be sealed.

15. ALTERATIONS OF THE RULES

- 15.1. The Society may alter, add to, rescind or replace these Rules at a Meeting by a resolution passed by a two-thirds (66.6%) majority of Voting Members present and voting.
- 15.2. Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members, and given in writing to the Secretary at least 28 days before the Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 15.3. At least 14 days before the Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any Committee recommendations.
- 15.4. When a Rule change is approved by a Meeting the Secretary shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule change in the required form. No Rule change shall take effect until this is done.

16. WINDING UP

16.1. The Society may be wound up under the provisions of the Incorporated Societies Act 1908.

16.2. If the Society is wound up:

a. The Society's debts, costs and liabilities shall be paid;

b. Surplus money and other assets of the Society may be disposed of:

i. by resolution; or

ii. otherwise according to the provisions of the Incorporated Societies Act 1908,

and distributed to:

c. another duly constituted organisation with objectives consistent with the Society's Objectives; or

d. such other non-profit, community organisation as the Committee shall agree on,

provided that no distribution may be made to any Member.

17. DEFINITIONS

17.1. In these Rules, unless the context otherwise requires:

Committee has the meaning given in Rule 10.1;

Meeting means an Annual General Meeting and/or a Special General Meeting;

Members means all current Full Members, Associate Members, Casual Members and Life Members of the Society, as those terms are defined in Rule 3;

Rules means these rules of the Society, as amended from time to time;

Society means the Hobsonville Point Farmers Market Society Incorporated;

Society's Objectives has the meaning given in Rule 2.1; and

Voting Members means Full Members and Life Members, as those terms are defined in Rule 3.

17.2. In these Rules:

Legislation: a reference to a statute, regulation or law includes all amendments and revisions to and substitutions of that statute, regulation or law; and

Plural and singular: the singular includes the plural and vice versa.