



RULES

of the

GASCOYNE GROWERS MARKET INCORPORATED.

1. Name of Association

The name of the Incorporated Association is Gascoyne Growers Market Inc, referred to herein as the “Association”

2. Definitions

In these rules, unless the contrary intention appears –

“committee meeting” means either an Executive or a General meeting as per rule 15 (1 & 2)

“member” means a person whose has been conferred as a member as per rule 5

“financial year’ has the meaning given by section 3 (1) of the Act

“general meeting” means a meeting convened under rule 16;

“ordinary resolution” has the meaning given by section 24 of the Act;

“special resolution” has the meaning given by section 24 of the Act;

“the Act” means the *Association Incorporation Act 1987*;

“the Association” means the Association referred to in rule 1;

“the Chairperson” means the person presiding at an Executive or General meeting as per rule 10

“the Committee” means the Committee of the Association referred to in rule 9

“the Secretary” means the Secretary referred to in rule 10

“the Treasurer” means the Treasurer referred to in rule 10

“the Vice-Chairperson” means the Vice-Chairperson referred to in rule 10

“primary producer” means a person who produces primary industry goods for sale at the market

“processor” means a person who uses primary industry products to create value added goods sold at the market

“stallholder” means a primary producer or processor that is a member of the group and has a current stallholders permit from the Shire of Carnarvon to sell at the market

“community stakeholder” means any individual who does not meet the criteria to be a producer or processor but who supports the market concept

3. Objects of Association

3.1 The objects of the Association are –

- To maximise the opportunity for primary producers and processors to increase their earning potential.
- To provide the opportunity for primary producers and processors to sell direct to the consumer.
- To stimulate value adding potential.
- To showcase the importance of delivering a quality local product to the consumer.
- To positively impact on the shopping habits of consumers.
- To increase the consumption of local produce in the Gascoyne.
- To raise awareness amongst consumers of the range and quality of primary produce in the Gascoyne.
- To promote interactions between the primary producer/processor and the consumer, in order to aid market research and increase the profile of primary production.
- To provide a socially supportive environment where primary producers, processors and consumers can interact.

3.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4 Powers of Association

The powers conferred on the Association are determined by section 13 of the Act.

5. Qualifications for Membership of the Association

- 5.1 Membership of the Association is open to interested persons and stallholders who grow their own primary produce or process primary produce. All stallholders at the Gascoyne Growers Markets must be members of the Association and be prepared to attend general meetings.
- 5.2 A person who wishes to become a member shall apply in writing for membership to the Committee. The application should be signed by that person and be approved by the Association.
- 5.3 The Committee shall consider each member and stallholder application at the next Committee meeting or a subsequent general meeting and accept or reject that application.
- 5.4 Prospective members must agree to follow the Association's operational guidelines.

6 Register of Members of Association

6.3 The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.

- 6.4 Each member shall pay to the Treasurer, annually on or before March 31 or such other date as the Committee from time to time determines, the amount of the subscription determined by the Committee

7. Resignation of Members of Association

A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.

8. Expulsion of Members of Association

- 8.1 If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct being detrimental to the interests of the Association or not meeting the Gascoyne Growers Market Operational Guidelines, the Committee shall communicate in writing, to the member
- (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct, not less than 30 days before the date of the next Committee meeting.
- 8.2 At the Committee meeting referred to in a notice in regard to 8.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- 8.3 A member who is expelled under subrule 8.2 from membership of the Association ceases to be a member 14 days after the day on which the decision to expel him or her is communicated.
- 8.4 A member who is expelled under 8.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days.
- 8.5 When notice is given under 8.4 the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and the member who made the appeal does not cease to be a member unless and until the decisions of the Committee to expel him or her is confirmed.

9. Committee of Management

- 9.1 The affairs of the Association shall be managed exclusively by Committee of Management consisting of at least 50 per cent primary producer representation among the following:
- (a) a Chairperson
 - (b) a Vice-Chairperson
 - (c) a Secretary

(d) a Treasurer
(e) up to three primary producers
(f) up to three community stakeholders
all of whom shall be members of the Association elected to membership at an annual general meeting.

- 9.2 The term of office for each Committee member shall be two years.
- 9.3 At the first annual general meeting to be held after the incorporation of the Association under the Act nominations shall be called for to fill all positions of the Committee. Nominations must be seconded by another person present at the meeting and in the case of more than one person being nominated for any position a ballot will be taken by the returning officer to determine which nominee shall take the position.
- 9.4 At successive annual general meetings expiring positions will be declared vacant by the outgoing chairperson and a returning officer shall then call for the new nominations for those positions on the Committee. New nominations are to be made prior to the meeting in writing to the Secretary and seconded by another member of the Association. Such nominations must be received not less than 14 days before the day on which the annual general meeting is to be held.
- 9.5 A person who is eligible for election or re-election under this rule may at the annual general meeting concerned propose or second himself or herself for election or re-election and vote for himself or herself
- 9.6 The Secretary shall ensure that notice of all persons seeking election to the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- 9.7 When a casual vacancy occurs in the membership of the Committee
(a) the Committee may appoint a member to fill that vacancy; and
(b) a member appointed under this subrule shall –
(i) hold office until the commencement of; and
(ii) be eligible for election to membership of the Committee at the next following annual general meeting.

10. Duties of Chairperson, Secretary, Treasurer

Chairperson

Subject to this rule, the Chairperson shall preside at all General meetings and Committee meetings.

In the event of the absence from a General or Committee meeting of the Chairperson, the Vice-Chairperson; or both the Chairperson and the Vice-Chairperson, a member elected by other members present shall preside as the case requires.

Secretary

The Secretary shall –

- (a) coordinate the correspondence of the Association;
(b) keep full and correct minutes of the proceedings of General and Committee meetings and of the Association

- (c) comply on behalf of the Association with-
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association; and
 - (iii) section 29 of the Act in respect of the record of the officeholders
- (d) have custody of all books, documents, records and registers of the Association including those referred to in paragraph (c), other than those required to be kept and maintained by, or in the custody of, the Treasurer; and perform such other duties as are imposed by these rules on the Secretary.

Treasurer

The treasurer shall –

- (a) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct
- (c) make payments from the funds of the Association with the authority of the or General meeting and in so doing ensure that all cheques are signed by two Committee members other than himself or herself
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report balance sheet or financial statement in accordance with that direction;
- (g) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (h) perform such other duties as are imposed by these rules on the Treasurer.

11. Casual Vacancies in Membership of Committee

A casual vacancy occurs in the office of Committee member and that office becomes vacant if the Committee member

- (a) dies
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson
- (c) is convicted of an offence under the Act
- (d) is permanently incapacitated by mental or physical ill-health
- (e) is absent from more than 3 consecutive Committee meetings without having an accepted apology
- (f) ceases to be a member of the Association.

12. Proceedings of Committee and General Meetings

- 12.1 The Committee shall meet together for the dispatch of business not less than 2 monthly and the Chairperson may at any time convene a meeting of the Committee or General meetings
- 12.2 The General meeting shall meet together to provide input, endorse decisions of the Committee and receive updates not less than three times per year
- 12.3 Each member of the Committee or General meetings has a deliberative vote.

- 12.4 A question arising at a meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.
- 12.5 At a Committee meeting five members constitutes a quorum.
- 12.6 Subject to these rules, the procedure and order of business to be followed at a meeting shall be determined by the members present at the meeting.
- 12.7 A member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

13. Calling of Special, Annual and Ordinary General Meetings

- 13.1 The Committee
- (a) may at any time convene a special meeting
 - (b) shall convene the annual general meetings in August - September annually, allowing 14 days notice of such
 - (c) shall within 30 days of
 - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- 13.2 If a special general meeting is not convened within the relevant period of 30 days referred to in (c) (i) the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
In the case of (c) (ii) the member who gave the notice may himself convene a special general meeting as if he or she were the Committee.
- 13.3 The Secretary or other members shall give to all members not less than 14 days notice of a ordinary general meeting and of any motions to be moved at that general meeting.
- 13.4 In the case of an annual general meeting, the order in which business is to be transacted is
- (a) first, the consideration of the accounts and reports of the Committee
 - (b) second, the election of Committee members to replace outgoing Committee members
 - (c) third, any other business requiring consideration by the Association in a general meeting.
- 13.5 At a general meeting 8 members present in person constitutes a quorum. If within 30 minutes after the time specified for the holding of a general meeting in a notice a quorum is not present, the general meeting lapses or otherwise that as a result of a request from the floor the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 13.6 If within 30 minutes of the time appointed by 13.5 for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

14. Minutes of Meetings of Association

- 14.1 The Secretary shall cause proper minutes of all proceedings of general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each General meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- 14.2 The Chairperson shall ensure that the minutes taken of a General meeting or Committee meeting are checked and signed as correct by the Chairperson of the meeting to which those minutes relate or of the next succeeding meeting, as the case requires.
- 14.3 When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that
- (a) the general meeting or Committee meeting to which they relate (in this subrule called the meeting”) was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

15. Rules of Association

- 15.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17,18 and 19 of the Act.
- 15.2 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by their provisions.

16. Common Seal of Association

- 16.1 The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 16.2 The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book
- 16.3 The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and Treasurer.
- 16.4 The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

17. Inspection of Records, etc. of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

18. Distribution of Surplus Property on Winding up of the Association

If, on the winding up of the Association, any property of the Association remains after satisfaction of all debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed-

- (a) to another association incorporated under the Act; or
- (b) for charitable purposes

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

Original compiled July 15 2002

Amended version September 21 2006