

# RULES FOR INCORPORATION OF THE ASSOCIATION OF THE ADELAIDE SHOWGROUND FARMERS MARKET INCORPORATED

## 1. NAME

The name of the incorporated Association is *Adelaide Showground Farmers Market Incorporated*.

## 2. DEFINITIONS

**Act** means the *Associations Incorporation Act 1985*.

**Associate** means an Associate defined in section 3(6) of the Act.

**Association** means the Adelaide Showground Farmers Market Incorporated.

**Committee** means the committee of management of the Association.

**Committee Member** means a person elected or appointed to the Committee.

**General Meeting** means a general meeting of Members of the Association convened in accordance with these Rules.

**Member** means a member of the Association. **Month** means a calendar month.

**Markets** means the farmers markets operated by the Association.

**Objects** means the objects of the Association as set out in rule 3.

**Office Bearer** means the chairperson, deputy chairperson, secretary or treasurer of the Association.

**Producer** means a person who grows or produces fresh food in South Australia, or who value adds to South Australian produce in South Australia, and who offers the fresh food or value added product for sale at the Markets.

**Society** means the Royal Agricultural & Horticultural Society of South Australia Incorporated.

## 3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the Association are to:

- 3.1 Establish and support the continued development of the Markets for the trading of South Australian farm products by producers direct to consumers.
- 3.2 Support, by means of the Markets:
  - (a) the production and sale of fresh, local, seasonal produce from the regions of South Australia;
  - (b) the manufacture, in South Australia, of products from fresh local seasonal produce;
  - (c) the practice of sustainable food production in South Australia; and
  - (d) an understanding within the community of the importance of a healthy environment to a healthy food chain.
- 3.3 Educate the community about the production and use of fresh food.

#### **4. POWERS OF THE ASSOCIATION**

The Association has all the powers conferred by section 25 of the Act.

#### **5. MEMBERSHIP**

##### **5.1 Membership**

- (a) Any person or entity who:
  - (i) applies for Membership of the Association in the form as the Committee shall prescribe from time to time;
  - (ii) supports the Objects and agrees to be bound by these Rules;
  - (iii) is accepted by the Committee; and
  - (iv) pays the Subscription Fee,is a Member of the Association.
- (b) A person or entity is only entitled to one (1) Membership. That is, a person who is a Member of the Association by reason of his or her involvement in an entity may not also be a Member of the Association as an individual.

##### **5.2 Subscriptions**

- (a) The subscription fee will be determined by the Committee and reviewed annually (**Subscription Fee**).
- (b) The Subscription Fee will be payable annually at the beginning of each calendar year.
- (c) A Member whose Subscription Fee is outstanding for more than three Months after the due date for payment will cease to be a Member of the Association, provided always that the Committee may reinstate such a person's Membership on such terms as it thinks fit.
- (d) The Subscription Fee will not be reimbursed if a Member ceases to become a Member.

##### **5.3 Resignations**

A Member may resign from Membership of the Association by giving written notice to the secretary or public officer of the Association. A Member so resigning will be liable for any outstanding Subscription Fee which may be recovered as a debt due to the Association.

##### **5.4 Expulsion of a Member**

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of conduct detrimental to the interests of the Association.
- (b) Particulars of the charge will be communicated in writing to the Member at least one (1) Month before the meeting of the Committee at which the matter will be determined.

- (c) The Member will be entitled to attend or make a written submission to the meeting of the Committee at which the matter will be determined and answer the charge.
- (d) The procedure at such a meeting will be determined by the chairperson of the Committee.
- (e) The determination of the Committee will be communicated to the Member in writing.
- (f) In the event of an adverse determination the Member will cease to be a Member as soon as the Committee has communicated its determination to the Member.

### **5.5 Register of Members**

A register of Members will be kept by the secretary or public officer and must contain:

- (a) the full contact details of each Member including their name, address, phone, fax, email details;
- (b) the date on which each Member was admitted to the Association; and
- (c) if applicable, the date of, and reason or reasons for, termination of Membership.

## **6. THE COMMITTEE**

### **6.1 Powers and Duties**

- (a) The affairs of the Association will be managed and controlled by a Committee which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do all such things as are within the Objects, and are not by the Act or by these Rules required to be done by the Association in General Meeting.
- (b) The Committee has the management and control of the funds and other property of the Association for the benefit of the Association.
- (c) The Committee has authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- (d) The Committee will appoint a public officer as required by the Act.

### **6.2 Appointment**

- (a) The Committee is to comprise the following:
  - (i) One (1) Committee Member appointed by the Society (**Society Representative**).
  - (ii) Six (6) of the Committee Members elected from amongst the Members of the Association by the Members at Annual General Meetings, subject to rule 6.2(b) (**Elected Representative**).

- (iii) Up to three (3) persons with specialist skills that might assist the Association (for example a lawyer, an accountant and a person with recognised marketing skills)(**Specialist Representative**).
- (b) Not more than half of the Committee Members may be Producers.
- (c) A Committee Member must be a natural person.
- (d) The Office Bearers of the Association will be appointed by the Committee following the Annual General Meeting and otherwise by the Committee when a casual vacancy arises.
- (e) The election referred to in rule (a)(ii) is to be carried out in the manner determined by the Committee from time to time and, for the avoidance of doubt, may include online voting.

### **6.3 Term and Rotation**

- (a) The appointment of the Society Representative is to be for a period up to two (2) years and is revocable at will by the Society. A person appointed as the Society Representative will be eligible for reappointment by the Society.
- (b) The appointment of a Specialist Representative is to be for a period of up to two (2) years and be revocable for cause by the Committee. A person appointed as a Specialist Representative will be eligible for reappointment.
- (c) At each annual General Meeting, one half (1/2) of the Elected Representatives being those:
  - (i) who have served the longest period of time since their last election pursuant to rule 6.2(a)(ii); or
  - (ii) those who have filled a casual vacancy of an Elected Representative who would have been required to resign under rule 6.2(a)(i) if they had continued to serve until the Annual General Meeting,will be required (and will be deemed to have) retired. If more than one half (1/2) of the Elected Representatives would be required to retire at an Annual General Meeting, those that will be required (and will be deemed to have) retired will be chosen by ballot by the Committee Members.
- (d) No Elected Representative may serve more than six (6) consecutive years on the Committee. At the Annual General Meeting in their sixth (6<sup>th</sup>) year of service, the Elected Representative will be required (and will be deemed to have) retired from the Committee.
- (e) An Elected Representative, having served six (6) consecutive years on the Committee (in any position), may be renominated for election pursuant to rule 6.2(a)(ii) at the Annual General Meeting in the year that follows their year of retirement pursuant to rule 6.3(d).

### **6.4 Casual Vacancy**

- (a) A Committee Member's position shall become vacant if:

- (i) the Committee Member resigns; or
  - (ii) the Committee Member is disqualified pursuant to rule 0; or
  - (iii) If a Committee Member is required to resign or is deemed to have resigned pursuant to these Rules.
- (b) The Committee may appoint a person to fill a casual vacancy, and such a Committee Member will hold office until the end of the term that the Committee Member they are appointed to replace (**Replaced Member**) would have served had the casual vacancy not arisen (and will have the same rights as to reappointment as the Replaced Member).
- (c) Where the vacant position was formerly held by an elected stallholder, the replacement member is to be a current stallholder.

## 6.5 Election and Campaigning

- (a) An Elected Representative will be eligible to stand for re-election pursuant to rule 6.2(a)(ii) under without nomination.
- (b) No other person will be eligible to stand for election pursuant to rule 6.2(a)(ii) unless a Member of the Association has nominated that person at least twenty eight (28) days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination must be signed by the proposer and by the nominee.
- (c) Notice of all persons seeking election to the Committee pursuant to rule 6.2(a)(ii) will be given to all Members of the Association with the notice calling the General Meeting at which the election is to take place.
- (d) In order to be eligible, persons seeking election to the Committee pursuant to rule 6.2(a)(ii) must comply with the guidelines for campaigning as determined by the Committee from time to time.

## 6.6 Proceedings of Committee

- (a) The Committee will meet together for the dispatch of business at least ten (10) times a year.
- (b) An acting chairperson will chair the meeting in the absence of the chairperson.
- (c) Questions arising at any meeting of the Committee will be decided by a majority of votes, and in the event of equality of votes the chairperson or acting chairperson will have a casting vote in addition to a deliberative vote.
- (d) A quorum for a meeting of the Committee will be one half (1/2) of the Committee Members.
- (e) A Committee Member having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and must not vote with respect to that contract or proposed contract. The Committee Member must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

## **6.7 Disqualification of Committee Members**

The office of a Committee Member will become vacant if:

- (a) a Committee Member ceases to be a Member; or
- (b) has his or her appointment revoked (in the case of a Society Representative or a Specialist Representative); or
- (c) is permanently incapacitated by ill health; or
- (d) is absent without apology from more than four meetings in a year; or
- (e) is deemed by a majority of the Committee Members to be behaving in a way that is detrimental to the Association achieving its objectives.

## **7. THE SEAL**

The Association will have a common seal upon which its corporate name will appear in legible characters. The seal will not be used without the express authorisation of the Committee, and every use of the seal will be recorded in the minute book of the Association. The affixing of the seal will be witnessed by two Committee Members.

## **8. GENERAL MEETINGS**

### **8.1 Annual General Meetings**

- (a) The Committee will call an Annual General Meeting in accordance with the Act and these Rules.
- (b) Annual General Meetings will be held within four Months after the end of each financial year.
- (c) The order of the business at the meeting will be:
  - (i) the confirmation of the minutes of the previous Annual General Meeting and of any special General Meeting held since that meeting;
  - (ii) the consideration of the accounts and reports of the Committee and the auditor's report (if an auditor's report is required);
  - (iii) the election of Elected Representatives;
  - (iv) the appointment of auditors (if required); and
  - (v) any other business requiring consideration by the Association in General Meeting.

### **8.2 Special General Meetings**

- (a) The Committee may call a special General Meeting of the Association at any time.
- (b) Upon a requisition in writing of not less than ten percent (10%) of the total number of Members of the Association, the Committee will

within one (1) Month of the receipt of the requisition, convene a special General Meeting for the purpose specified in the requisition.

- (c) Every requisition for a special General Meeting will be signed by all of the parties to the requisition and will state the purpose of the meeting.
- (d) If a special General Meeting is not convened within one (1) Month, as required by rule 8.2(b) above, the requisitionists, or at least fifty percent (50%) of their number, may convene a special General Meeting. Such a meeting will be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee will ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be borne by the Association.

### **8.3 Notice of General Meetings**

- (a) Subject to 8.3(b), at least fourteen (14) days notice of any General Meeting will be given to Members. The notice will set out where and when the meeting will be held and the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed will be given at least twenty one (21) days prior to the date of the meeting.
- (c) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members or by sending it by email to the email address appearing in the register of Members). Where a notice is sent by post:
  - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
  - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### **8.4 Proceedings at General Meetings**

- (a) A quorum of Members at a General Meeting will be twenty (20) Members present personally.
- (b) If within thirty (30) minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members will lapse. In any other case, the meeting will stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the Members present will form a quorum.
- (c) Subject to rule 8.4(d), the chairperson of the Committee will preside as chairperson at a General Meeting of the Association.

- (d) If the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the chairperson of that meeting.

#### **8.5 Voting at General Meetings**

- (a) Subject to these Rules, every Member of the Association has one (1) vote at a meeting of the Association.
- (b) Subject to these Rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of Members who vote in person or, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least five (5) Members, a question for decision at a General Meeting must be determined by a show of hands.

#### **8.6 Poll at General Meetings**

- (a) If a poll is demanded by at least five (5) Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### **8.7 Special and Ordinary Resolutions**

- (a) A special resolution has the meaning as ascribed to that term in the Act.
- (b) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

#### **8.8 Proxies**

A Member will be entitled to appoint in writing a natural person who is also a Member of the Association to be their proxy, and attend and vote at any General Meeting of the Association.

### **9. MINUTES**

- 9.1 Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, will be entered within one (1) Month after the relevant meeting in minute books kept for the purpose.
- 9.2 The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Committee (as relevant) at a subsequent meeting.
- 9.3 The minutes kept pursuant to this rule will be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 9.4 Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all

proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a meeting will be deemed to be valid.

## **10. DISPUTE RESOLUTION**

10.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between:

- (a) a Member and another Member; and
- (b) a Member and the Association.

10.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

10.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

10.4 In this rule 'Member' includes any person who was a Member not more than six (6) Months before the dispute occurred.

## **11. FINANCIAL REPORTING**

### **11.1 Financial Year**

The first financial year of the Association will be the period ending on the next 30 June following incorporation, and thereafter a period of 12 Months commencing on 1 July and ending on 30 June of each year.

### **11.2 Accounts to be kept**

The Association will keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### **11.3 Accounts and Reports to be laid before Members**

The accounts, together with the auditor's report on the accounts (if required), the Committee's statement and the Committee's report, must be laid before Members at the Annual General Meeting.

### **11.4 Annual Return**

The annual (periodic) return will be lodged with Consumer and Business Services within six (6) Months after the end of each financial year.

### **11.5 Appointment of Auditor**

If the Association is a 'prescribed association' as defined in the Act:

- (a) At each Annual General Meeting, the Members will appoint a person to be auditor of the Association.
- (b) The auditor will hold office until the next Annual General Meeting and is eligible for re-appointment.

- (c) If an appointment is not made at an Annual General Meeting, the Committee will appoint an auditor for the current financial year.

## **12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the Association will be applied exclusively to the promotion of the Objects and no portion will be paid or distributed directly or indirectly to Members or their Associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

## **13. WINDING UP**

The Association may be wound up in accordance with the Act.

## **14. APPLICATION OF SURPLUS ASSETS**

14.1 If after the winding up of the Association there remains 'surplus assets' as defined in the Act, the surplus assets will not be distributed to Members or former Members of the Association or to the Associates of Members or former Members.

14.2 Rather, the surplus funds will be transferred to the Royal Agricultural and Horticultural Society of SA Inc Foundation or, if such Foundation shall not then be in operation, then such other foundation as shall then be operating as a foundation of the Society, or if such other foundation is not operating, to some other organisation or organisations which support one or more of the Objects and which has rules prohibiting the distribution of its assets and income to its members and their Associates. Such organisation or organisations, and the manner and proportion of the transfer of surplus funds, will be determined by the Members at the time of winding up.

## **15. RULES**

These Rules may be altered (including an alteration to the Association's name) by special resolution of the Members of the Association. This includes rescission or replacement by substitute rules. The alteration will be registered with Consumer and Business Services, as required by the Act. The registered rules will bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.