BYRON FARMERS' MARKET INC. (BFMInc.)

CONSTITUTION

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PART 1 – PRELIMINARY

1. Definitions

Ordinary Member
An ordinary member is a member of the committee who is not an office-bearer of the association, as referred to in rule 21 (Constitution and Membership).

Secretary
The secretary is:

1. the person holding office under these rules as secretary of BFMInc., or
2. if no such person holds that office, the public officer of BFMInc..

Special General Meeting
A special general meeting is a general meeting of the BFMInc. other than an annual general meeting.

The Act means the ***Associations Incorporation Act 1984***.

The Regulation means the ***Associations Incorporation Regulation 1999.***

Farmers' Market
A farmers' market is a predominantly fresh food market that operates regularly within a community, at a local public location that provides a suitable environment for farmers; and food, cut flower, plant and seedling producers, to sell farm origin and associated value-added processed food products directly to consumers.

Share farming
Share farming is the growing of crops by a farmer who does not own the land on which the crop is grown. The share farmer typically pays the landowner for its use with a proportion of the value of the crop. **Lease farming**
A farm lease is a document of agreement between a landlord and a tenant, for rental of land where the landlord (typically) provides the land, buildings and fences and the tenant (typically) provides their labour and machinery and meets all the operating costs. The tenant typically gets all the income that comes from crops, produce and livestock.

Local Food Artisan
A Local Food Artisan is a non-farmer who does not necessarily grow their own produce but who uses predominantly local ingredients to produce an artisan food product (as per the BFMInc Local Food Artisan Policy). This includes ready-to-eat kitchen/food stalls that form the BFM 'food hub'.

Market Manager
The Market Manager is the person responsible for the day to day activities of the market as contracted by the Committee.

Local
The term 'local' means that the produce is sourced from or processed within the areas of Byron Shire, Ballina Shire, Lismore City, Kyogle Shire, Richmond Valley or Tweed Shire.

Organic
In relation to food means produce grown or manufactured using organic principles by a person who is a certified financial member of an accredited Australian certifying body for organic produce.

Value Added
The production of and/or manufacture of farm grown goods from their original form to either a packaged or non-packaged form for sale at farmers' market venues.

Financial Member
A financial member is a member who has paid their annual membership fee by 31 December of each year.

PART 2 – GENERAL

2. Name

The name of the association is: **Byron Farmers' Market Incorporated.** (The association may also be referred to as BFMInc.)

3. Vision

To be regarded as one of the most successful farmers' markets in Australia.

4. Mission statement

To seek out and attract the best possible local and guest farmers to provide as wide a range as possible of fresh locally grown produce.

5. Aims

The primary aims of BFMInc. are:

1. To support and stimulate the profitable trading, viability and business growth of independent primary producers, hobby farmers and associated produce value adders.
2. To support a range of authorised charities within Byron Shire.
3. To support the preservation of local farmland, organic and sustainable agriculture.

6. Objectives

The objectives of BFMInc. are:

1. To be an integral part of the host community.
2. To provide various economic, social and health benefits to the local community.
3. To support sustainable agriculture practices.
4. To support the revitalisation of the town and public space and regeneration of the community spirit.
5. To support and promote the local farming industry.
6. To organise and participate in markets at suitable venues for the benefit of the members.
7. To offer a diverse and seasonal range of fresh produce, and value added products compliant with the BFMInc. vendor mix policy.

PART 3 – MEMBERSHIP

7. General

1. BFMInc. farmers' markets offer an opportunity for local farmers to sell their produce directly to consumers at BFMInc. venues, however, participation is restricted to financial members of BFMInc. who also hold current public liability and product liability insurance policies, and a current food permit

from the Byron Shire Council for markets, fairs and one day events in the Bryon Shire area.

2. Members are local growers of fresh fruit, vegetables, cut flowers, propagated food plants and seedlings, and other agricultural products from which food can be produced; who are eligible for membership as specified in rule 9 (Qualifications for Membership). Value added items such as baked goods, pasta, jams and preserves and associated non-food products (for example, mulch) may be sold as long as the farmer has grown/produced at least one of the prime ingredients of the processed product.
3. A family unit member is equivalent to an individual member but provides that any one of the family unit members nominated on the application for membership form may represent the family unit at any one time.
4. To support Australian farming in general, and to extend the variety of product available at the market, from time to time, where a particular product is not grown locally, participation may be extended to a guest farmer who has been invited by the committee to sell their product at the market. A guest farmer must meet the criteria described in rule 9(2) (b-e) (Qualifications for Membership) but is not required to be a member of BFMInc. A guest farmer arrangement will only be permitted in one-off circumstances, not on a regular basis, and where it is not in conflict with an existing member.
5. Local Food Artisan members have been introduced to complement BFMInc farmers' produce and increase diversification. BFMInc's first priority is to provide space for local farmers to sell products grown and raised on their farms. Additional space is provided for Local Food Artisans with a market mix of 70% primary produce to 30% value-added/local food artisan products.
6. Members (and guest farmers) may only sell the type of produce or value added product which has been approved by BFMInc. for sale by that member (or guest farmer).

8. Nomination for Membership

1. A nomination of a person for membership of BFMInc.:
   (a) must be made by a member of BFMInc. in writing in the form set out in Appendix A (Application for Membership) to these rules, and
   (b) must be lodged with the secretary of BFMInc. and
   (c) must be accompanied by the application fee applicable (see rule 14(1) (Fees Subscriptions and Levies)).
2. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee of management which is to determine whether to approve or to reject the nomination.
3. As soon as practicable after the committee of management makes that determination, the secretary must:
   (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
   (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as first year membership fee and annual membership fee (see rule 14(2) and 14(3) (Fees, Subscriptions and Levies)).
4. The secretary must, on payment by the nominee of the amounts referred to in rule 8(3b) (Nomination for Membership) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of BFMInc..

9. Qualifications for Membership

To be eligible for membership of BFMInc. an applicant must fulfil the following criteria:

1. A person is qualified to be a member of the association if, and only if:
   (a) The person is a person referred to in Section 15 (q) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act,

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   r

   (b) the person is a natural person or a family unit:
      (i) who has been nominated for membership of the association as provided in rule 8 (Nomination for Membership), and
      (ii) who has been approved for Membership of the association by the committee of the association.
2. and;
   (a) is a 'local' farmer who resides in the 'local' area (see definition),
   (b) is the owner of the property who lives and works on the property and plays a significant and direct role in the management and output of the farming enterprise: and/or can be involved in a share farming and/or lease farming arrangement and plays a significant and direct role in the management and output of the local farming enterprise, up to a total of 3 farms. (Aquaculture and Bee-Keeper leases exempted).

(c) the local farmer grows, and is in a position to offer for sale: fresh fruit; vegetables; cut flowers; propagated food plants and seedlings; and /or, other agricultural products from which food can be produced; and /or, produce value-added items such as baked goods, pasta, jams and preserves and associated non-food products (excluding craft or bric-a- brac) where they grow at least one of the prime ingredients,

(i) A product made by a Local Food Artisan must contain at least 60% ingredients that have been grown in NSW. The remaining 40% must be no less than 35% Australian and no more than 5% overseas (if ingredients can't be reasonably sourced from Australia). Furthermore, the degree to which a product is processed and origin of ingredients is important. Local Food Artisans who source ingredients from BFM farmers and local farmers, where possible, will be given preference over applicants who source ingredients from further afield. The level of skill required to make the product will also be considered.

(d) is compliant with all laws relating to their business at the market, including all government acts, regulations, and orders relating to environmental health, product labelling, quality assurance, food registration and/or licensing in relation to value added goods produced and/or manufactured from own farm produce, and

(e) where products are offered for sale as being organically grown, the member must be a certified and financial member of an authorised organic organisation.

10. Membership Entitlements Transferable

A right, privilege or obligation which a person has by reason of being a member of BFMInc.:

1. is capable of being transferred or transmitted to another person, subject to the requirements of this document and committee approval, and
2. terminates on cessation of the person's membership.

11. Cessation of Membership

A person ceases to be a member of the BFMInc. if the person:

1. dies, or
2. resigns membership, or
3. is expelled from BFMInc., or
4. ceases to meet the qualifications for membership as outlined in rule 9 (Qualifications for Membership), or
5. is an unfinancial member four weeks after being given written notice by the secretary of having been unfinancial for a period of one month or more. Notice may be deemed to have been given if it has been sent to the most recent address provided by the member.

12. Resignation of Membership

Where a member wishes to resign their membership of the BFMInc. the following is to apply:

1. A member of BFMInc. is not entitled to resign that membership except in accordance with this rule.
2. A member of BFMInc. who has paid all amounts payable by the member to BFMInc. in respect of the member's membership may resign from membership of the BFMInc. by first giving to the secretary, written notice of at least one month of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
3. If a member of BFMInc. ceases to be a member under rule 12(2) (Resignation of Membership), and in every other case where a member ceases to hold membership, the secretary is to make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

13. Register of Members

The secretary of the association is to establish and maintain a register of members of the association specifying:

1. The full name and address of each person who is a member of the association together with the date on which the person became a member and the products for which approval to sell at the market has been gained.
2. The register is to be kept by the secretary.
3. Members/Family Unit Members are able to gain access to their own information in the register.
4. Information contained in the register may only be used for administration and management of the BFMInc.
5. Information contained in the register may only be disclosed to members or employees of BFMInc.
6. Any requests for access to information contained in the register must be directed in writing to the secretary. The committee will decide on a case-by-case basis whether access will be granted.
7. If access is granted, a fee of $5 must be paid for each page copied or, if some other amount is determined by the committee, the other amount.

14. Fees, Subscriptions and Levies

1. **Application fee.** An application fee of $100 or, if some other amount is determined by the

committee, that other amount will be payable after nomination for membership has been lodged with the secretary of BFMInc. and BFMInc .has decided to inspect the applicant's farm/facilities. This fee is put toward farm inspection expenses incurred when assessing nominations for membership. Actual expenses greater than $90 will be payable by the applicant. The application fee is not refundable, regardless of the results of the inspection.

2. **First Year Membership Fee.** A member of BFMInc. must, on admission to membership, pay to BFMInc. a fee of $100 or, if some other amount is determined by the committee, that other amount, for the first year of membership calculated pro-rata on a quarterly basis according to the quarter in which the member was admitted. The first year membership fee is not refundable in the event of cessation of membership.

3. **Annual Membership Fee.** An annual membership fee of $60 for farmer members and $100 for Local Food Artisans or, if some other amount is determined by the committee, that other amount will be payable for each calendar year and it will be payable by 31 December which falls during the previous calendar year. The annual membership fee is not -refundable in the event of cessation of membership.

4. **Stallholder's Fees**
   (a) A permanent farmer member of BFMInc. must pay $187 per month at a market for a standard 3.3 metre wide stall site or, if some other amount is determined by the committee, that other amount. Local Food Artisan members must pay $50 per week at a market for a standard 3.3 metre wide stall site or, if some other amount is determined by the committee, that other amount. Seasonal farmer members must pay $45 per week at a market for a standard 3.3 metre wide stall site or, if some other amount is determined by the committee, that other amount.
   (b) When two or more members share a standard stall site, a fee of $30 will be paid for each member/family unit member or, if some other amount is determined by the committee, that other amount.
   (c) Other fees may be charged as applicable as determined by the committee (for example, for the use of electricity at stall sites).

5. **Subscriptions.** From time to time it may be necessary to raise funds for a matter, special function, event or other matter deemed to warrant support from BFMInc. as determined by the committee.

15. Members Financial Liabilities

The liability of a member of BFMInc. to contribute toward the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required in rule 14 (Fees, Subscriptions and Levies).

16. Membership Limitation

Membership of BFMInc. is limited to the number of stalls covered by BFMInc.'s public liability policy as agreed with the insurance company in writing as a policy endorsement for each market venue and notified by a committee decision and recorded at the annual general meeting. Membership limitation levels may be set at a general meeting and must be ratified by the insurance company policy.

17. Resolution of Internal Disputes

BFMInc. is committed to resolving disputes through consultation and negotiation, however, if this is not possible, BFMInc. is willing to participate in independent mediation.

1. In the event of a dispute arising between members (in their capacity as members) of BFMInc., or between members and BFMInc., the parties will outline to each other the details of the dispute, and endeavour to independently negotiate and resolve the dispute within 60 days.
2. If the dispute remains unsettled following the parties' attempts to resolve it within this period, an independent mediator may be appointed on suggestion of either party, or the dispute may be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
3. Each party must pay an equal share of the cost of the mediation to the mediator.
4. If the dispute is resolved, each party will be asked to sign the terms of an agreement proposed by the mediator.
5. The mediation procedure must be treated as confidential and written statements prepared for the mediator or for a party and any discussions between the parties and the mediator before or during the mediation procedure cannot be used in legal proceedings.

18. Disciplining of Members

1. A complaint may be made to the committee of management by any person that a member of the association:
   (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
   (b) has as persistently and wilfully acted in a manner prejudicial to the interests of the association.
2. on receiving such a complaint, the committee:
   (a) must cause notice of the complaint to be served on the member

concerned, and

(b) must give the member at least fourteen (14) days from the time the notice is served within which to make written submissions to the committee in connection with the complaint, and

(c) must take into consideration any written submissions made by the member in connection with the complaint.

3. The committee has the power to resolve the complaint in any manner it determines. For example, the committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

4. If the committee expels or suspends the member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken the action and of the member's right of appeal under rule 19 (Right of Appeal of Disciplined Member).

5. The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 19(5) (Right of Appeal of Disciplined Member), whichever is the latter.

19. Right of Appeal of Disciplined Member

1. A member may appeal to BFMInc. in general meeting against a resolution of the committee under rule 18 (Disciplining of Members), within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

2. The notice may be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

3. On receipt of a notice from a member under Rule 19(1) (Right of Appeal of Disciplined Member), the secretary must notify the committee and list the matter on the agenda of a general meeting of the BFMInc. to be held within twenty-eight (28) days after the date on which the secretary received the notice.

4. At a general meeting of the BFMInc. convened under Rule 19(3) (Right of Appeal of Disciplined Member):

(a) no business other than the question of the appeal is to be transacted, and

(b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

5. If at the general meeting the BFMInc. passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 4 – THE COMMITTEE

20. Powers of the Committee

The committee is to be called the Committee of Management of BFMInc. and, subject to the *Act,* the Regulation and these rules and to any resolution passed by BFMInc. in a general meeting:

1. shall control and manage the affairs of the association,
2. may exercise all such functions as may be exercised by BFMInc., other than those functions that are required by these rules to be exercised by a general meeting of members of BFMInc.,
3. has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of BFMInc.,
4. shall direct the policy of the association in all matters affecting the interests of the members,
5. may impose levies for appropriate purposes upon the members or any specified category of members and if necessary recover same by legal process,
6. may employ any person considered necessary, or may engage contractors to assist with the operation of the association,
7. shall set the remuneration of any employee of the association, or the rate in the event of a contractor engaged,
8. shall invest any funds of the association which it decides are in excess of its current requirements, in such securities as are permitted by the laws of any State of the Commonwealth,
9. may appoint representatives of the association to any body, the activities of which are considered to be consistent with the policies of the association,
10. may cancel the whole or part of the members' arrears of contributions, fines or levies.

21. Constitution and Membership

1. The committee of management will consist of financial members as follows:

(a) The office-bearers of BFMInc. including:

President

Vice President
Secretary/Public Officer
Treasurer, and

(b) three (3) ordinary members.

(c) a maximum of one 'Local Food Artisan' member may sit on the committee of management as an ordinary member only.

2. Each member of the committee of management is subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

3. In the event of a casual vacancy occurring in the membership of the committee of management, the committee of management may appoint a member of the BFMInc. to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

22. Election of Committee of Management

The office-bearers and committee will be duly elected at an annual general meeting for a period of twelve (12) months subject to the following:

1. Nominations of candidates for election as office-bearers of BFMInc. or as ordinary members of the committee must be made in writing, signed by two (2) members of BFMInc. and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) (see Appendix B – Nomination of Member for Election as an Office-Bearer or Ordinary Member of the Committee), and
2. Must be delivered to the secretary of BFMInc. at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
3. If insufficient nominations are received to fill all vacancies of the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual meeting.
4. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
7. The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

23. Duties and Responsibilities of Office-Bearers

1. ***Secretary/Public Officer***

The secretary of BFMInc. must, as soon as practicable after being appointed as secretary, lodge notice with BFMInc. of his or her address.

(a) It is the duty of the secretary to keep minutes of:
   (i) All appointments of office-bearers and members of the committee;
   (ii) The names of members of the committee present at a committee meeting or a general meeting; and
   (iii) All proceedings at committee meetings and general meetings.

2. ***Treasurer***

It is the duty of the treasurer of BFMInc. to ensure:

(a) that all money due to BFMInc. is collected and received and that all payments authorized by BFMInc are made, and

(b) that correct books and accounts are

(b) kept showing the financial affairs of BFMInc, including full details of all receipts and expenditure connected with the activities of BFMInc.

24. Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee of management occurs if the member:

1. dies, or
2. ceases to be a member of the association, or
3. becomes an insolvent under administration within the meaning of the *Corporations Act* 2001 of the Commonwealth, or
4. resigns office by notice in writing given to the secretary, or
5. is removed from office under rule 25 (Removal of Committee Member), or
6. becomes a mentally incapacitated person, or
7. is absent without the consent of the committee from all meetings of the committee held during a period of six (6) months.

25. Removal of Committee Member

1. The BFMInc. in a general meeting may by resolution remove any member of the committee of management from the office of member of the committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the committee to whom a proposed resolution referred to in rule 25(1) (Removal of Committee Member) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the

president may send a copy of the representations to each member of the association or; if the representations are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26. Meetings and Quorum

1. The committee of management must meet at least three times in twelve (12) months.
2. Additional meetings of the committee of management may be convened by the president or by any member of the committee.
3. Any four members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
4. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day of the following week.
5. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
6. At a meeting of the committee of management, the president or, in the president's absence, the vice president is to preside. In the absence of the vice president, the treasurer is to preside.

27. Delegation by Committee to a Sub-Committee

1. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the BFMInc. as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
   (a) this power of delegation, and
   (b) a function which is a duty imposed on the committee by the *Act* or by any other law.
2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
3. A delegation under this section may be made subject to such conditions and/or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Despite any delegation under this rule, the committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
7. A sub-committee may meet and adjourn, as it thinks proper.

28. Voting and Decisions

1. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a simple majority of the votes of members of the committee or sub- committee present at the meeting.
2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. Subject to rule 26 (Meetings and Quorum), the committee may act despite any vacancy on the committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 5 – MEETINGS

29. Annual General Meetings – Holding of, Calling of and Business at

1. The association must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the association, convene an annual general meeting of its members.
2. The annual general meeting (AGM) of the BFMInc. is, subject to the *Act* and to rule 29(1) (Annual General Meetings), to be convened on such date and at such place and time as the committee thinks fit.
3. The agenda for an AGM is to be issued to members by the secretary no later than fourteen (14) clear days prior to the scheduled date of that meeting.
4. An annual general meeting must be specified as such in the notice convening it.
5. In addition to any other business which may be transacted at an AGM, the business of the AGM is to include the following:
   (a) confirmation of the minutes of the previous AGM and of any special general meeting held since that meeting,
   (b) receipt from the committee of reports on the activities of the BFMInc. during the preceding financial year,

(c) election of office-bearers of the BFMInc. and ordinary members of the committee, and

(d) receipt and consideration of the statement which is required to be submitted to members under Section 26 of the *Act.*

30. Special General Meetings – Calling of and Business at

1. The committee may, whenever it thinks fit, convene a special general meeting of the BFMInc. to resolve specific matters such as subscriptions, levies and other specific matters deemed by the committee of management to warrant quick and decisive action.
2. In addition, the committee must, on the requisition of at least ten (10) percent of the total number of members, convene a special general meeting of the BFMInc.
3. A requisition of members for a special general meeting;
   (a) must state the purpose or purposes of the meeting, and
   (b) must be signed by all members making the requisition, and
   (c) must be lodged with the secretary, and
   (d) may consist of several documents in a similar form, each signed by one or more members making the requisition.
4. If the committee fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
5. A special general meeting convened by a member or members as referred to in rule 30(4) (Special General Meetings) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by BFMInc. for all reasonable expenses so incurred.

31. Notice of Meeting

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of BFMInc., the secretary must, at least seven (7) days before the date fixed for the holding of the general meeting, display a notice at the market manager's tent specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of BFMInc., the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member, either in person or by postal means, specifying, in addition to the matter required under rule 31(1) (Notice of Meeting), the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 29(4) (Annual General Meetings – Holding of, Calling of and Business at).
4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32. Procedure for Meetings

1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
2. Ten (10) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
   (a) if convened on the requisition of members, is to be dissolved, and
   (b) in any other case, is to stand adjourned to the same day of the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three (3)) is to constitute a quorum.

33. Presiding Member

1. The president or, in the president's absence, the vice-president is to preside as chairperson at each general meeting of BFMInc.
2. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34. Adjournment

1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from

time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

2. If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of BFMInc. stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in (1) and (2) above, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. Making of Decisions

1. A question arising at a general meeting of BFMInc. is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of BFMInc., is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
2. At a general meeting of BFMInc. a poll may be demanded by the chairperson or by at least three (3) members present in person.
3. If a poll is demanded at a general meeting, the poll must be taken:
   (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
   (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

36. Special Resolution/s

A resolution of BFMInc. is a special resolution:

1. if it is passed by a majority which comprises at least three-quarters of such members of BFMInc. as, being entitled under these rules so to do, vote in person or by POSTAL BALLOT at a general meeting of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
2. where it is made to appear to the commissioner that it is not practicable for the resolution to be passed in the manner specified in rule 36(1) (Special Resolution/s), if the resolution is passed in the manner specified by the commissioner.

37. Voting

1. On any question arising at a general meeting of BFMInc. a member has one vote only, therefore an individual member has one vote only, and a member classified as a family unit has one vote only.
2. Any person from a family unit member, who has been nominated on the Application for Membership of BFMInc. is entitled to cast the vote on behalf of their family unit.
3. All votes must be given personally or by postal ballot.
4. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
5. A member/family unit member is not entitled to vote at any general meeting of BFMInc. unless all money due and payable by the member/family unit member of BFMInc. has been paid.

38. Postal Ballots

1. The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 19);
2. A postal vote is to be conducted in accordance with Schedule 3 to the Regulation

PART 6 – MISCELLANEOUS

39. Insurance – BFMInc.

BFMInc. is to effect and maintain an insurance policy covering:

1. public liability over the market venue area on a gazetted day based on the number of authorised sites plus a margin of 10%;
2. unlisted product liability;
3. registered assets of BFMInc.; and
4. listed special items.

40. Insurances/Permits Etc – Members

Members of BFMInc. are to hold current insurances and permits for the following:

1. product liability;
2. public liability;
3. food stall holder permit from Byron Shire Council;
4. membership and organic certification of an authorised organic organisation if selling organic products; and
5. financial membership of BFMInc..

41. Funds – Source

1. The funds of BFMInc. are to be derived from joining fees, annual membership fees, and market day stallholder fees, and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
2. Additional funding in the form of subscriptions and levies may be imposed from

time to time to meet special needs requiring support from BFMInc. and will be notified at an annual or special general meeting as and when required.

3. All money received by BFMInc. must be deposited as soon as practicable and without deduction to the credit of BFMInc.'s bank account.
4. BFMInc. must, as soon as practicable after receiving any money, issue an appropriate receipt.

42. Control of Property of BFMInc.

1. The property of BFMInc. shall be kept in such form as the committee shall determine.
2. The committee may authorise the purchase of any real property and the letting of any such real property, subject to such conditions, if any, as it considers appropriate.
3. The committee may authorise the taking upon lease of any real property for the use of the association.

43. Funds – Management

1. Subject to any resolution passed by BFMInc. in general meeting, the funds of BFMInc. are to be used in pursuance of the objects of BFMInc. in such manner as the committee determines.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of BFMInc., being members or employees authorised to do so by the committee.

44. Alteration to Rules

The constitution may be altered, rescinded or added to only by a special resolution of BFMInc..

45. Common Seal

1. The common seal of BFMInc. must be kept in the custody of the public officer.
2. The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

46. Custody of Books

Except as otherwise provided by these rules, the secretary/public officer must keep in his or her custody or under his or her control all records, books and other documents relating to BFMInc..

47. Inspection of Books

The records, books and other records of BFMInc. must be open for inspection, free of charge, by a member of the association at any reasonable hour subject to rule 13 (Register of Members).

48. Service of Notices

1. For the purposes of these rules, a notice may be served on or given to a person:
   (a) by delivering it to the person personally; or
   (b) by sending it by pre-paid post to the address of the person; or
   (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice; or
   (d) by displaying it in the market manager's tent at one of the market venues.
2. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
   (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
   (b) in the case of a notice being sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
   (c) in the case of a notice being sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; and
   (d) in the case of a notice being displayed in the manager's tent, on the date it was displayed.

49. Dissolution

In the event of a winding-up and/or cancellation of BFMInc, such action is to be in accordance with Part 8 of the *Associations Act 1984*.

50. Financial Year

The financial year of an association is:

Each period of 12 months after the expiration of the previous financial year of the association, commencing on the 1 July and ending on the 30 June.

Appendix A
(Rule 8(1))

Application for Membership of BFMInc.

Byron Farmers' Market Incorporated

(Incorporated under the Associations Incorporation Act 1984)

I/we, ……
(Full name of applicant or applicants in the case of a family unit)

of ……
(Address)

……
(Occupation/s)

Hereby apply to become a member/family unit member of the abovenamed incorporated association. In the event of my admission as a member/family unit member, I agree to be bound by the constitution of the association for the time being in force.

…… ……
(Signature of applicant/s) (Date)

I,…… a member of the association, nominate the applicant, who is personally known to me, for membership of the association.

…….. ……..
(Signature of proposer) (Date)

I,…… a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association.

…… ……
(Signature of seconder) (Date)

Approved/not approved……
(Signature of president) (Date)

Appendix B
(Rule 22(2))

Nomination of Member for Election as an Office-Bearer or Ordinary Member of the Committee

I, ……
(Full name of member)

of ……
(Address)

…… ……
(Signature of nominator) (Date)

a member of Byron Farmers' Market Inc, hereby nominate

…… for the position of president, vice president, secretary/public officer, treasurer, or ordinary member (delete if not applicable) of Byron Farmers' Market Inc.

I, …… a member of the association, second the nomination of the member, who is personally known to me, for the position of president, vice president, secretary/public officer, treasurer, or ordinary member (delete if not applicable) of Byron Farmers' Market Inc.

…… ……
(Signature of seconder) (Date)

I,……a member of the association, accept the nomination for the position of president, vice president, secretary/public officer, treasurer, or ordinary member (delete if not applicable) of Byron Farmers' Market Inc.

…… ……
(Signature o f member) (Date)

Note: A family unit member is entitled to hold only one office-bearer or ordinary committee member position at a time