

Constitution of the Marlborough Farmers' Market Incorporated 2026

1. Name

- 1.1. The name of the Society is Marlborough Farmers' Market Incorporated (in this **Constitution** called the '**Society**').

2. Charitable status

- 2.1. The **Society** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

3. Definitions

In this **Constitution**, unless the context requires otherwise, these words and phrases have these meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the **Members** of the **Society** held once per year, at which reports on the Society's activities and finances will be received and considered.

'Bylaws' means the internal rules or regulations created by the **Society** to govern its operations and the conduct of its **Members**. These **rules allow the implementation of Policies, Codes of Conduct, and Guidelines**. The "**Farmers' Market Rules**" is the generic reference to these instruments.

'Chairperson' means the **Officer** responsible for chairing **General Meetings** and committee meetings, and who provides leadership for the **Society**.

'Committee' means the **Society's** governing body.

'Constitution' means the rules in this document.

'Deputy Chairperson' means the **Officer** elected or appointed to deputize in the absence of **Chairperson**.

'**Employee**' has the meaning under section 6 of the Employment Relations Act 2000.

'**General Meeting**' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'**Interested Member**' means a **Member** interested in a matter for the reasons set out in section 62 of the **Act**.

'**Interests Register**' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

'**Matter**' means— the **Society's** performance of its activities or

exercise of its powers; or

an arrangement, agreement, or contract (a transaction) made, or proposed to be entered, by the **Society**.

'**Member**' means a person who has consented to becoming a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**

'**Notice**' to **Members** includes any notice given by email, post, or courier

'**Officer**' means a natural person who is: (i) a member of the **Committee**, or (ii) occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Chief Executive or Treasurer.

'**Register of Members**' means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

'**Secretary**' means the **Officer** responsible for the matters specifically noted in this **Constitution**.

'**Special General Meeting**' means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

'**Working Days**' mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, Marlborough Anniversary, and Labour Day.

4. Purpose

- 4.1. The Society primarily provided a governance and operational framework for local producers to sell their products directly to the consumer. The Society meets this goal by: (i) maintaining a Lease with the Marlborough District Council of the AMP Park facility, or other locations, (ii) providing stalls for Members to display their products and conduct sales, (iii) providing administrative support functions to help the Members' display and sales, (iv) employing a Market Manager to co-ordinate the Market's operations, and (v) providing the governance and administrative functions set out in this Constitution.

5. Culture or Practice

- 5.1. The **Society** promotes a culture of authenticity, sustainability, and community connection. The Market brings together local growers, artisan producers and small businesses to highlight fresh produce and value-added goods that highlight the region's creativity and provenance. More than a marketplace, it serves as a hub where Marlborough residents and visitors gather and share experiences. It is inclusive of people from all backgrounds and cultures, who seek a family-friendly environment that strengthens community engagement. It provides opportunities for small businesses and community groups to add innovation and diversity, ensuring the Market remains a vibrant space that celebrates local identity while fostering collaboration and pride in Marlborough.
- 5.2. The Society's activities must remain aligned with its Purpose and will not extend to matters outside of its scope.
- 5.3. The **Society** has no affiliation with, endorsement of, or support of any social, political, religious, causes or movements.

6. Products

- 6.1. The Society's Rules detail the specific requirements for products and their derivatives.

7. Non-Financial Considerations

- 7.1. The **Society** must not operate for the purpose, or with the effect, of—
- 7.1.1. distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind)

- 7.1.2. having capital divided into shares or stock held by its **Members**
- 7.1.3. holding, property in which its members have a disposable interest (whether directly, or as shares or stock in the capital of the Society or otherwise).
- 7.2. But the **Society** will not operate for the financial gain of **Members** if the **Society**—
 - 7.2.1. engages in trade
 - 7.2.2. pays a **Member** for matters that are incidental to the purposes of the **Society**, and the **Member** is a not-for-profit entity
 - 7.2.3. distributes funds to a **Member** to further the purposes of the **Society**, and the **Member**—
 - 7.2.3.1. is a not-for-profit entity
 - 7.2.3.2. is affiliated or closely related to the **Society**
 - 7.2.3.3. has the same, or substantially the same, purposes as those of the **Society**.
- 7.3. reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Society** or while pursuing the **Society's** purposes
- 7.4. benefits members of the public or of a class of the public and those people include **Members** or their families
- 7.5. benefits **Members** or their families to alleviate hardship
- 7.6. provides educational scholarships or grants to **Members** or their families
- 7.7. pays a **Member** a salary or wages or other payments for services to the **Society** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by this transaction, each acting independently, and each acting in its own best interests; or are terms less favourable to the **Member** than those terms and the payment for services, or other transaction, includes no share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the **Society**)
- 7.8. gives a **Member** incidental benefits (trophies, prizes, or discounts on products or services) under the Society's purpose.

- 7.9. on removal of the **Society** from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the **Act** to a **Member** that is a not-for-profit entity.

8. Power to contract and trade

- 8.1. The **Society** may enter contracts and agreement to achieve its Purpose, including: (i) a Lease Agreement or other agreement to occupy and use land, (ii) employ staff and enter employment agreements, and (ii) engage contractors and contract for services.
- 8.2. The **Society** may trade provided its activities do not breach clause 7.
- 8.3. The **Society** may take all actions necessary to give effect to its Purpose, including (i) receiving money from the Market's activities and (ii) maintaining bank accounts.

9. Act and Regulations

- 9.1. Nothing in this **Constitution** authorizes the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

10. Restrictions on powers

- 10.1. The **Society** must not be carried on for the financial gain of any of its members.
- 10.2. The **Society** does not have the power to borrow money. However, the **Committee** may approve the operation of a credit account.

11. Registered Office

- 11.1. The registered Office of the **Society** shall be at a place in New Zealand as the **Committee** determines.
- 11.2. Changes to the registered Office shall be notified to the Registrar of Incorporated Societies at least 5 working days before the change of address for the registered Office is due to take effect and in a form as the Act requires.

12. Contact person

- 12.1. The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 12.2. The **Society's** contact person must be at least 18 years of age, and ordinarily resident in New Zealand.
 - 12.3. A contact person can be appointed by the **Committee** or elected by the **Members** at a **General Meeting**.
 - 12.4. Each contact person's name must be given to the Registrar of Incorporated Societies, along with their contact details, including: a physical address or an electronic address, and a telephone number.
 - 12.5. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** learning of the change.

13. Members: Minimum number

- 13.1. The **Society** shall maintain the minimum number of **Members** required by the **Act**.

14. Becoming a member: process

- 14.1. Any individual wishing to become a member of the **Society** must submit a completed membership application in the form prescribed by the **Society**.
- 14.2. The application must include all information and documentation as required by the **Society**, and the applicant must meet any additional requirements or conditions specified by the **Society**.
- 14.3. The **Society** reserves the unlimited discretion to accept or decline any application for membership without providing reasons for its decision.
- 14.4. The decision of the **Society** regarding the acceptance or rejection of a membership application is final and binding.
- 14.5. The **Society** must tell the applicant in writing of its decision about the membership application within a reasonable time after the application has been considered.
- 14.6. If the membership application is declined application, the **Society** does not have to provide any explanation or justification for its decision.

- 14.7. The **Society** shall not decline a membership application based on race, gender, gender identity, ethnicity, colour, disability, age, sexual orientation, religion, marital status, pregnancy, intersex status, political opinion, political activity, descent, immigrant status, national extraction, social origin, medical record, criminal record, relationship status, nationality, trade union activity, breastfeeding, family or carer's responsibilities, profession, trade, occupation, or calling.
- 14.8. The applicant agrees that there is no right of appeal or review of the **Society's** decision to decline a membership application.

15. Becoming a member: consent

- 15.1. Every applicant for membership must consent in writing to becoming a **Member**.
- 15.2. The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records.
- 15.3. Every **Member** shall provide the **Society** in writing with that **Member's** name and contact details, including, physical or email address and a telephone number, and promptly advise the **Society** in writing of any changes to those details.

16. Members' obligations and rights

- 16.1. Every **Member** agrees to meet these minimum requirements:
- 16.1.1. Promote the Society's interests and its **Purpose**.
 - 16.1.2. Comply with the Society's **Bylaws (Rules)**.
 - 16.1.3. Meet statutory requirements regulating the production and sale of food products and their derivatives.
 - 16.1.4. Comply with the Market Manager's reasonable operational requirements and directions for the safe and efficient operation of the Market.
 - 16.1.5. Do nothing to bring the **Society** into disrepute.
 - 16.1.6. A **Member** may only exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and taking part in **Society** activities) if all subscriptions and any other fees have been paid to the **Society** by the due date or within 30 days of the due date, but no **Member** or **Life Member** is liable for a duty of the **Society** by reason only of being a **Member**.

- 16.1.7. The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and participate in **Society** activities, including any conditions of and fees for this access, use or involvement.

17. Subscriptions and fees

- 17.1. The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a **General Meeting** (which can also decide that payment be made by periodic instalments).
- 17.2. Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 60 **Working Days** of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and will not have the right to participate in any **Society** activity or to access or use the **Society's** premises, facilities, equipment and other property until all the amounts unpaid are paid. If these arrears are not paid within 120 **Working Days** of the due date for payment of the subscription, any other fees, or levy the **Committee** may terminate the **Member's** membership (without having to give prior Notice to that **Member**).
- 17.3. Clause 17.2 does not apply to a **Member** who has raised a Dispute with the **Committee** under the Dispute procedures provided in this **Constitution**. For clarity, the Member's membership rights endure throughout the Dispute resolution process.

18. Ceasing to be a member

- 18.1. A **Member** is no longer a **Member**—
- 18.1.1. by resignation from that **Member's** class of membership by written Notice signed by that **Member** to the **Committee**
- 18.1.2. on termination of a **Member's** membership following a dispute resolution process under this **Constitution**
- 18.1.3. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership)
- 18.1.4. by resolution of the **Committee** where—
- 18.1.4.1. The **Member** has not paid a subscription, levy or other amount due to the **Society** within 120

Working Days of the due date for payment. This clause is subject to clause 17.3.

- 18.1.4.2. In the opinion of the **Committee** the **Member** has brought the **Society** into disrepute.
- 18.1.4.3. In the opinion of the **Committee** the **Member** has by an act or omission caused a material breach of the Society's Bylaws and (i) the breach is incapable of remedy, or (ii) it is capable of remedy, but after the Society giving the Member notice of the breach and specified a reasonable period for the Member to fix the breach, the Member fails to fix the breach.

18.2. The **Committee** has the ultimate discretion to appoint and suspend members.

with effect from —

- 18.2.1. the date of receipt of the **Member's** Notice of resignation by the **Committee** (or any subsequent date stated in the Notice of resignation)
- 18.2.2. the date of termination of the **Member's** membership under this **Constitution**
- 18.2.3. the date of death of the **Member** (or if a body corporate from its liquidation or deregistration, or if a partnership from its dissolution)
- 18.2.4. the date specified in a resolution of the **Committee** and when a **Member's** membership has been terminated the **Committee shall promptly tell the former Member in writing.**

19. Obligations on cessation of Membership

- 19.1. A **Member** who is no longer a **Member** under this **Constitution**—
 - 19.1.1. remains liable to pay all subscriptions and other fees to the **Society's** next balance date
 - 19.1.2. must stop holding themselves out as a **Member** of the **Society**
 - 19.1.3. shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals)

19.1.4. is no longer entitled to the rights of a **Society Member**.

20. Becoming a member again

- 20.1. Any former **Member** may apply for re-admission in the way prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.
- 20.2. If a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be readmitted only by a resolution passed at a **General Meeting** on the recommendation of the **Committee**.

21. General meetings

- 21.1. The **Committee** shall give all **Members** at least 15 **Working Days'** written **Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.
- 21.2. That **Notice** will be addressed to the **Member** at the contact address notified to the **Society** and recorded in the **Society's** register of members. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.
- 21.3. Only financial **Members** may vote at **General Meetings**—
 - 21.3.1. in person
 - 21.3.2. by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the Meeting and received by, or handed to, the **Committee** before the commencement of the **General Meeting**
 - 21.3.3. through the authorized representative of a body corporate as notified to the **Committee**.
- 21.4. No other proxy voting is allowed.
- 21.5. No **General Meeting** may be held unless at least 40 percent of eligible financial **Members** attend the Meeting and this will be a quorum.
- 21.6. If, within half an hour after the time appointed for a meeting a quorum is not present, the Meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the **Chairperson** of the **Society**, and if at such

adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be considered to constitute a sufficient quorum.

- 21.7. A **Member** has the right to exercise one vote on any motion at a **General Meeting** in person or by proxy, and voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the Chairperson or of 2 or more **Members** present, by secret ballot.
- 21.8. Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a **General Meeting** or voting by remote ballot.
- 21.9. Any decisions made when a quorum is not present are not valid.
- 21.10. Written resolutions may not be passed instead of a **General Meeting**
- 21.11. **General Meetings** may be held at one or more venues by **Members** present in person and/or using any real-time audio, audio and visual, or electronic communication that allows each Member to participate.
- 21.12. The Chairperson shall chair all **General Meetings**. If the **Chairperson** is absent, the Meeting shall elect another member of the **Committee** to chair that Meeting.
- 21.13. Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, no casting vote.
- 21.14. Any person chairing a **General Meeting** may-
- 21.14.1. With the consent of a simple majority of **Members** present at any **General Meeting**, the **General Meeting** may adjourn the **General Meeting** occasionally and from place to place. Still, no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the Meeting from which the adjournment took place.
- 21.14.2. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly way, or being abusive, or violating the directions of the Chairperson, be removed from the **General Meeting**.
- 21.14.3. Absent a quorum or in an emergency, adjourn the **General Meeting** or declare it closed.

- 21.15. The **Committee** may propose motions for the **Society** to vote on ('**Committee Motions**'), which shall be notified to **Members** with the Notice of the **General Meeting**.
- 21.16. Any **Member** may ask for a motion to be voted on ('**Member's Motion**') at a **General Meeting**, by giving Notice to the **Secretary** or **Committee** at least 15 **Working Days** before that Meeting. The **Member** may also provide information in support ('**Member's Information**'). If Notice is given to the **Secretary** or **Committee** before written **Notice** of the **General Meeting** is given to **Members**, Notice shall be given to **Members** with the written **Notice** of the **General Meeting**.

22. Minutes

- 22.1. The **Society** must keep minutes of all **General Meetings**.
- 22.2. The **Society** may record meetings.

23. Annual General Meetings: when they will be held

- 23.1. An **Annual General Meeting** shall be held once a year on a date and at a location and/or using any electronic communication determined by the **Committee** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.
- 23.2. The **Annual General Meeting** must be held by the earlier of the following—
- 23.2.1. within 6 months of the balance date of the **Society**
- 23.2.2. 15 months after the previous annual Meeting.

24. Annual General Meetings: business

- 24.1. The business of an **Annual General Meeting** shall be to—
- 24.1.1. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the previous **Annual General Meeting**,
- 24.1.2. adopt the annual report on the operations and affairs of the **Society**

- 24.1.3. adopt the **Committee's** report on the finances of the **Society**, and the annual financial statements
- 24.1.4. set any subscriptions for the current financial year
- 24.1.5. consider any motions of which prior Notice has been given to **Members** with Notice of the **Meeting**
- 24.1.6. consider any general business.

24.2. The **Committee** must, at each **Annual General Meeting**, present the following information—

- 24.3. an annual report on the operation and affairs of the **Society** during the most recently completed accounting period
- 24.4. the annual financial statements for that period
- 24.5. notice of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

25. Special General Meetings

- 25.1. **Special General Meetings** may be called at any time by the **Committee** by resolution.
- 25.2. The **Committee** must call a **Special General Meeting** if it receives a written request signed by at least 25 per cent of **Members**.
- 25.3. Any resolution or written request must state the business to be dealt with at the Special General Meeting.
- 25.4. The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Committee's** resolution or the written request by **Members** for the **Meeting**.

26. Committee

- 26.1. The **Committee** will include at least 7 **Officers** and no more than 9 **Officers**.
- 26.2. A majority of the **Officers** on the **Committee** must be:

- 26.2.1. **Members of the Society**
- 26.2.2. representatives of bodies corporate that are **Members** of the **Society**.

27. Functions of the Committee

- 27.1. From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Committee**, under the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

28. Powers of the Committee

- 28.1. The **Committee** has all powers for managing, directing, and supervising the operation and affairs of the Society, subject to such changes, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

29. Sub-committees

- 29.1. The **Committee** may appoint sub-committees, including such people (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**—
 - 29.2. the quorum of every sub-committee is half the members of the sub-committee, but not less than 2
 - 29.3. no sub-committee shall have the power to co-opt more members
 - 29.4. a sub-committee must not commit the **Society** to any spending without express authority from the **Committee**, and
 - 29.5. a sub-committee must not further delegate any of its powers.

30. General matters: Committees

- 30.1. The **Committee** and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any resolution like this shall be recorded in the minutes of the next **Committee** or sub-committee meeting.

- 30.2. Other than as prescribed by the **Act** or this **Constitution**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

31. Committee meetings

- 31.1. The quorum for **Committee** meetings is at least half of the Committee's members.
- 31.2. A meeting of the **Committee** may be held either—
- 31.2.1. by several members of the **Committee** who are a quorum, being put together at the place, date and time appointed for the Meeting
- 31.2.2. with audio, or audio and visual communication, by which all members of the **Committee** participate and, constituting a quorum, can simultaneously hear each other throughout the Meeting.
- 31.3. A resolution of the **Committee** is passed at any meeting of the **Committee** if a majority of the votes cast on it are in favour of the resolution. Every **Officer** on the **Committee** shall have one vote.
- 31.4. The members of the **Committee** shall elect one of their number as Chairperson of the **Committee**. If at a meeting of the **Committee** the Chairperson is not present, the members present may choose one of their number to be the Chairperson of the Meeting. The Chairperson does not have a casting vote in the event of a tied vote on resolving the **Committee**.
- 31.5. Except as otherwise provided in this **Constitution**, the **Committee** may regulate its own procedure.

32. Frequency

- 32.1. The **Committee** shall meet at least monthly (but need only meet once in the December-January period) at such times and places and in a manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chairperson** or **Secretary**.
- 32.2. The **Secretary**, or other **Committee** member nominated by the **Committee**, shall give to all **Committee** members not less than 5 **Working Days'** Notice of **Committee** meetings. Still, in cases of urgency, a shorter Notice period shall be sufficient.

33. Officers

- 33.1. Every **Officer** must be a natural person who—

- 33.1.1. has consented in writing to be an officer of the **Society**, and
 - 33.1.2. certifies that they are not disqualified from being elected or appointed or otherwise holding Office as an **Officer** of the **Society**.
- 33.2. **Officers** must not be disqualified under section 47(3) of the **Act** from being appointed or holding Office as an **Officer** of the **Society**, namely—
- 33.2.1. A person under 16 years of age.
 - 33.2.2. A person who is undischarged bankrupt.
 - 33.2.3. A person prohibited from being a director or promoter of, or being concerned or participating in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation.
- 33.3. A person is disqualified from being a member of the governing body of a charitable entity under section 36C of the Charities Act 2005
- 33.4. A person who has been convicted of the following, and has been sentenced for the offence, within the last 7 years—
- 33.4.1. an offence under subpart 6 of Part 4 of the **Act**
 - 33.4.2. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - 33.4.3. an offence under section 143B of the Tax Administration Act 1994
 - 33.4.4. an offence under section 22(2) of the **Act**
 - 33.4.5. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in the preceding subparagraphs
 - 33.4.6. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- 33.5. A person subject to:

- 33.5.1. a banning order under subpart 7 of Part 4 of the **Act**
 - 33.5.2. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003
 - 33.5.3. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009
 - 33.5.4. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act
 - 33.5.5. A person who is subject to an order that is substantially similar to an order referred to in the previous paragraph under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.
 - 33.5.6. A person who does not comply with any qualifications for officers in this **Constitution**.
- 33.6. Before election or appointment as an **Officer**, a person must—
- 33.6.1. consent in writing to be an **Officer**,
 - 33.6.2. certify in writing that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.
- 33.7. Note Bene: only a natural person may be an **Officer**, and the Society retains each certificate.

34. Officers' duties

- 34.1. Each **Officer**:
- 34.1.1. shall act in good faith and in what they believe to be the best interests of the **Society**
 - 34.1.2. must exercise all powers for a proper purpose
 - 34.1.3. must not act, or agree to the **Society** acting, in a way that contravenes the **Act** or this **Constitution**

34.1.4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, considering, but without limitation:

34.1.4.1.1. the nature of the **Society**

34.1.4.1.2. the nature of the decision

34.1.4.1.3. the position of the **Officer** and the nature of the responsibilities undertaken by them

34.2. Each **Officer** must not agree to the

34.2.1. activities of the **Society** being carried on in a way likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a way likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors

34.2.2. **Society** incurring an obligation unless it believes on reasonable grounds that the **Society** will perform the obligation when it must do so.

35. Election or appointment of officers

35.1. The election of **Officers** shall be conducted as follows.

35.1.1. **Officers** shall be elected during **Annual General Meetings**. However, if a vacancy in the position of any **Officer** occurs between **Annual General Meetings**, that vacancy shall be filled by resolution of the **Committee** (and any appointee like this must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding Office as an **Officer** (as described in the 'Qualification of Officers' rule above). Such appointment must be ratified at the next **Annual General Meeting**.

35.1.2. A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding Office as an **Officer** (as described in the 'Qualification of Officers' rule above) shall be received by the **Society** at least **10 Working Days** before the date of the **Annual General Meeting**. If there are not enough valid nominations received, further nominations may be received from the floor at the **Annual General Meeting**.

- 35.1.3. Votes shall be cast in such a way as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those regarding whom the votes are tied)
- 35.1.4. Two **Members** (who are not nominees) or non-**Members** appointed by the **Chairperson** shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 35.1.5. The failure of any financial **Member** to receive such **Notice** of the general Meeting shall not invalidate the election.
- 35.2. In addition to **Officers** elected under the foregoing provisions of this rule, the **Committee** may appoint other **Officers** for a specific purpose, or for a limited period, or generally until the next **Annual General Meeting**. Unless otherwise specified by the **Committee**, any person so appointed shall have full speaking and voting rights as an **Officer** of the **Society**. Any appointee like this must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding Office as an **Officer** (as described in the 'Qualification of Officers' rule above).
- 35.3. The **Society** may elect **Officers** who are not **Members** if specialists and technical skills or experience are required. Examples include a **Treasurer** or **Society Secretary**.

36. Term

- 36.1. The term of Office for all **Officers** elected to the **Committee** shall be 2 year(s), ending at the end of the **Annual General Meeting** in the year corresponding with the last year of each **Officer's** term of Office.
- 36.2. No **Officer** shall serve for over 5 consecutive terms.
- 36.3. No **Chairperson** shall serve for over 5 consecutive years as **Chairperson**.

37. Removal of officers

- 37.1. An **Officer** shall be removed as an **Officer** where —
- 37.1.1. The **Officer** elected to the **Committee** is absent from 3 committee meetings without leave of absence from the **Committee**.

37.1.2. The **Officer** has brought the **Society** into disrepute.

37.1.3. The **Officer** has not disclosed a conflict of interest.

37.1.4. The **Officer** has breached committee confidentiality.

37.1.5. The **Officer** has misrepresented the Committee or Society.

37.2. An **Officer** notified of a proposed removal, or if the **Committee** has passed a resolution to remove the **Officer**, that **Officer** may notify the **Committee** of a dispute, and the dispute resolution procedures in this **Constitution** apply.

38. Cessation of Office

- 38.1. An **Officer** stops holding Office when they resign (by Notice in writing to the **Committee**), are removed, die, or otherwise vacate Office under section 50(1) of the **Act**.
- 38.2. Each **Officer** shall, within 5 **Working Days** of resigning or stopping holding Office, deliver to the **Committee** all books, papers and other property of the **Society** held by such former **Officer**.

39. Conflicts of interest

- 39.1. An **Officer** or Member of a sub-committee who is an **Interested Member** regarding any **Matter** being considered by the **Society**, must disclose details of the interest (including any monetary value of the interest if it can be measured)—
- 39.1.1. to the **Committee** and or sub-committee
- 39.1.2. in an **Interests Register** kept by the **Committee**.
- 39.2. Disclosure must be made as soon as possible after the **Officer** or **Member** of a sub-committee learns they are **interested**.

- 39.3. An **Officer** or **Member** of a sub-committee who is an **Interested Member** regarding a **Matter**—
- 39.3.1. must not vote or participate in the decision of the **Committee** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent
 - 39.3.2. must sign no document relating to the entry into a transaction or the start of the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent
 - 39.3.3. may participate in any discussion of the **Committee** or subcommittee relating to the **Matter** and be present at the time of the decision of the **Committee** or sub-committee, unless the **Committee** and sub-committee decide otherwise.
- 39.4. However, an **Officer** or **Member** of a sub-committee prevented from voting on a **Matter** may still be counted to determine whether there is a quorum at any meeting at which the **Matter** is considered.
- 39.5. Where 50 per cent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.
- 39.6. Where 50 per cent or more **members** of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Committee** shall consider and determine the **Matter**.

40. Register of Members

- 40.1. The **Society** shall keep an up-to-date Register of **Members**.
- 40.2. For each current **Member**, the information in the Register of Members shall include their name, and the date on which they became a **Member**; if there is no record of the date they joined, this date is recorded as 'Unknown', and their contact details, including a physical address or an electronic address, and a telephone number.
- 40.3. The register will also include each **Member's** email address (if any) and whether the **Member** is financial or unfinancial.
- 40.4. Every current **Member** shall promptly advise the **Society** of any change to the **Member's** contact details.
- 40.5. The **Society** shall also keep a record of the former **Members** of the **Society**. For each **Member** who ceased to be a **Member** within the

previous 7 years, the **Society** will record the former **Member's** name and the date the former **Member** ceased to be a **Member**.

41. Interests Register

42. The **Committee** shall maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

43. Access to information for members

- 43.1. A **Member** may make a written request to the **Society** for information held by the **Society**.
- 43.2. The request must specify the information sought in sufficient detail to enable it to be identified.
- 43.3. The **Society** must, within a reasonable time after receiving a request:
- 43.3.1. provide the information or agree to provide the information within a specified period
 - 43.3.2. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information
 - 43.3.3. refuse to provide the information, specifying the reasons for the refusal.
- 43.4. Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —
- 43.4.1. withholding the information is necessary to protect the privacy of natural people, including that of deceased natural people
 - 43.4.2. disclosing the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**
 - 43.4.3. disclosing the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether that person supplied the information to the **Society**
 - 43.4.4. the information is not relevant to the operation or affairs of the **Society**
 - 43.4.5. withholding is necessary to maintain legal professional privilege

- 43.4.6. disclosing the information would, or would be likely to, breach an enactment
- 43.4.7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information
- 43.4.8. the request for the information is frivolous or vexatious
- 43.4.9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.
- 43.5. If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member guides the Society** —
 - 43.5.1. that the **Member** will pay the charge
 - 43.5.2. that the **Member** considers the charge to be unreasonable.
- 43.6. Nothing in this clause limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

44. Finances

- 44.1. The funds and property of the **Society** shall be—
 - 44.1.1. controlled, invested and disposed of by the **Committee**, subject to this **Constitution**
 - 44.1.2. devoted only to the promotion of the purposes of the **Society**.
- 44.2. The **Committee** shall maintain bank accounts in the name of the **Society**.
- 44.3. All money the **Society** receives is banked within 10 **Working Days** of receipt.
- 44.4. All accounts paid or for payment shall be submitted to the **Committee** for approval of payment.

- 44.5. The **Committee** must make sure that there are kept accounting records that—
- 44.6. correctly record the transactions of the **Society**
 - 44.7. allow the **Society** to produce financial statements that comply with the **Act**
 - 44.8. enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).
- 44.9. The **Committee** must establish and maintain a satisfactory system of control of the **Society's** accounting records.
- 44.10. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

45. Balance date

- 45.1. The **Society's** financial year shall begin on 01/04 of each year and end on 31/03 (the latter date being the **Society's** balance date).

46. Dispute resolution

- 46.1. A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.
- 46.2. The disagreement or conflict may be between the following people —
- 46.3. 2 or more **Members**
 - 46.4. 1 or more **Members** and the **Society**
 - 46.5. 1 or more **Members** and 1 or more **Officers**
 - 46.6. 2 or more **Officers**
 - 46.7. 1 or more **Officers** and the **Society**
 - 46.8. 1 or more **Members** or **Officers** and the **Society**.

- 46.9. The disagreement or conflict relates to the following allegations—
- 46.10. a **Member** or an **Officer** has engaged in misconduct
 - 46.11. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - 46.12. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
 - 46.13. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests have been damaged.
- 46.14. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
- 46.14.1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute under the **Society's Constitution**
 - 46.14.2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against
 - 46.14.3. sets out any other information or allegations reasonably required by the **Society**.
- 46.15. The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
- 46.15.1. states that the **Society** is starting a procedure for resolving a dispute under the **Society's Constitution**
 - 46.15.2. sets out the allegation to which the dispute relates.
- 46.16. The information setting out the allegations must be sufficiently detailed to ensure a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations about them, with enough details to enable that person to prepare a response.
- 46.17. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.
- 46.18. All **Members** (including the **Committee**) must cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.
- 46.19. The complainant raises a dispute, and the **Committee** must consider whether it may be best resolved through: informal discussions, mediation,

independent third-party determination, arbitration or other means as the **Society** determines. Whatever is agreed on, the parties will complete an agreement to give effect to the preferred means of dispute resolution.

- 46.20. *Confidentiality During Dispute Resolution*: the parties agree that any dispute arising between them will be treated as confidential and shall not be revealed to any third party, except as permitted under this clause.
- 46.21. *Permitted Disclosures*: despite the above clause, the parties may disclose information relating to dispute: (i) to their respective legal or technical advisors if such advisors are bound by confidentiality obligations no less stringent than those out this clause, or (ii) if required by law or by any court, tribunal, or regulatory requirement, of competent jurisdiction if the disclosing party gives prior written Notice to the other party and takes all reasonable steps to limit the extent of this disclosure.
- 46.22. *Prohibition on public statements*: the parties shall make no public announcements, issue press releases, or make any statements to the media regarding the dispute without the prior written consent of the other party.
- 46.23. The parties further agree not to disclose any information relating to the dispute on any social media platform or other public forum.
- 46.24. The obligations of confidentiality under this clause survive the resolution of the dispute and continue to bind the parties.

47. How a complaint is made

- 47.1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
- 47.1.1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute under the **Society's Constitution**
 - 47.1.2. sets out the allegation or allegations to which the dispute relates and against whom the allegation is made
 - 47.1.3. sets out any other information reasonably required by the **Society**.
- 47.2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

- 47.2.1. states that the **Society** is starting a procedure for resolving a dispute under the **Society's Constitution**
- 47.2.2. sets out the allegation to which the dispute relates.
- 47.3. The information given under subclause (1b) or (2b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations about them, with sufficient details to enable that person to prepare a response.
- 47.4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

48. The person who makes a complaint has the right to be heard

- 48.1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 48.2. If the **Society** makes a complaint—
 - 48.2.1. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined
 - 48.2.2. an **Officer** may exercise that right on behalf of the **Society**.
- 48.3. Without limiting how the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - 48.3.1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held)
 - 48.3.2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing
 - 48.3.3. an oral hearing (if any) is held before the decision maker
 - 48.3.4. the **Member's**, **Officer's**, or **Society's** written or verbal statement or submissions (if any) are considered by the decision maker.

49. Person who is subject of complaint has right to be heard

- 49.1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—

- 49.1.1. has engaged in misconduct
- 49.1.2. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**
- 49.1.3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
- 49.2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 49.3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
- 49.4. Without limiting how a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - 49.4.1. the respondent is fairly advised of all allegations against the respondent, with enough details and time given to enable the respondent to prepare a response
 - 49.4.2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held)
 - 49.4.3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing
 - 49.4.4. an oral hearing (if any) is held before the decision maker
 - 49.4.5. the decision maker considers the respondent's written statement or submissions (if any).

50. Investigating and determining the dispute

- 50.1. The **Society** must, as soon as is reasonably possible after receiving or learning of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
- 50.2. Disputes must be dealt with in accordance with the **Constitution** and the **Act**, in a fair, efficient, and effective manner.

51. Society's decision

- 51.1. Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to go further with a complaint if—

51.1.1. the complaint is considered trivial

51.1.2. the complaint does not seem to disclose or involve any allegation of the following kind:

51.1.2.1. that a **Member** or an **Officer** has engaged in material misconduct

51.1.2.2. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**

51.1.2.3. that a **Member's** rights or interests or **Members'** rights or interests have been materially damaged

51.1.2.4. the complaint seems to be without foundation or there is no apparent evidence to support it

51.1.2.5. the person who makes the complaint has an insignificant interest

51.1.2.6. the conduct, incident, event, or issue giving rise to the complaint has been investigated and dealt with under the **Constitution**

51.1.2.7. there has been an undue delay in making the complaint.

52. Society may refer complaint

52.1. The **Society** may refer a complaint to—

52.1.1. a subcommittee or an external person to investigate and report

52.1.2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

52.2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any consensual dispute resolution (mediation, facilitation).

53. Decision makers

- 53.1 A Decision Maker is a person referred to in Clause 52.
A person may not act as a Decision Maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be impartial or able to consider the Matter without a predetermined view.

54. Liquidation and removal from the register

- 54.1. The **Society** may be liquidated under Part 5 of the **Act**.
- 54.2. The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.
- 54.3. The **Committee** shall also give written Notice to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 54.4. A simple majority of all **Members** present and voting must pass any resolution to put the **Society** into liquidation.

55. Resolving to apply for removal from the register

- 55.1. The **Society** may be removed from the Register of Incorporated Societies under Part 5 of the **Act**.
- 55.2. The **Committee** shall give 30 **Working Days** written **Notice** to all **Members** of the proposed resolution to remove the **Society** from the Register of Incorporated Societies.
- 55.3. The **Committee** shall also give written **Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.
- 55.4. Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

56. Surplus assets

- 56.1. If the **Society** is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

- 56.2. On the liquidation or removal from the Register of Incorporated Societies of the **Society**, its surplus assets — after payment of all liabilities — shall be vested in Farmers' Market NZ Inc.
- 56.3. However, in any resolution under this rule, the **Society** may approve a different distribution to a different not-for-profit entity from that specified above, so long as the **Society** complies with this **Constitution** and the **Act** in all other respects.

57. Alterations to the Constitution

- 57.1. All amendments must be made under this **Constitution**. Any minor or technical amendments shall be notified to **Members** as required by section 31 of the **Act**.
- 57.2. The **Society** may modify this **Constitution** at a **General Meeting** by a resolution passed by two-thirds majority of those **Members** present and voting.
- 57.3. That amendment may be approved by a resolution passed instead of a meeting but only if allowed by this **Constitution**.
- 57.4. Any proposed resolution to modify this **Constitution** shall be signed by at least 25 per cent of eligible **Members** and given in writing to the **Committee** at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 57.5. At least 10 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Committee** shall give to all **Members** notice of the proposed resolution, the reasons for the proposal, and any recommendations the **Committee** has.
- 57.6. When an amendment is approved by a **General Meeting**, it shall be notified to the Registrar of Incorporated Societies in the form specified in the Act for registration and takes effect from the date of registration.

58. Bylaws

- 58.1. The Society's **Bylaws** may allow the implementation of **Policies and Codes of Conduct** as the circumstances require.
- 58.2. The **Committee**, by resolution, may make and amend **Bylaws, Policies, and Codes of Conduct** governing the **Society's** activities.
- 58.3. The Committee shall tell the Members under the notice provision, and the **Bylaws** take effect on the date specified by the Committee.

- 58.4. The **Bylaws bind the Members**.
- 58.5. The **Bylaws** are enforceable within the scope of the **Constitution**, legislation and regulations.
- 58.6. The **Bylaws, Policies, and Codes of Conduct** shall not contradict this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.
- 58.7. If a conflict or inconsistency arises between the **Bylaws** and the **Constitution**, the **Constitution** prevails.
- 58.8. Where a conflict or inconsistency arises, the **Society** shall amend the **Bylaws** to ensure compliance and alignment with the **Constitution**.
- 58.9. The Society's **Members, Officers, Employees**, and governing bodies shall comply with the **Constitution** in all matters where a conflict or inconsistency exists between the **Constitution** and the **Bylaws**.