

Margaret River Regional Producers' Association Inc.

Constitution

Table of Content	Page
1. DEFINITIONS AND INTERPRETATION	3
1.1. Definitions	3
1.2. Interpretation	4
2. OBJECTS OF THE ASSOCIATION	5
3. MARGARET RIVER FARMERS' MARKET	5
4. MEMBERSHIP	5
4.1. Qualification for Membership	5
4.2. Membership application, approval, rejection	6
4.3. Rights of members.....	6
4.4. Cessation of Membership.....	6
4.5. Register of Members	7
4.6. Membership Fees	7
5. THE COMMITTEE	8
5.1. Election of Committee Members.....	8
5.2. Quorum and Procedure at Committee Meetings	9
5.3. Powers of the Committee	9
5.4. Role and Duties of Committee Members	10
6. MEETINGS OF THE ASSOCIATION	11
6.1. Annual General Meeting (AGM).....	11
6.2. Special General Meeting (SGM).....	12
6.3. Special Resolutions.....	12
7. FINANCE.....	14
8. CONSTITUTION, RULES, BY-LAWS AND RECORDS	15
8.1. Revision of the Constitution	15
8.2. Records.....	15

9. WINDING UP	15
10. DISPUTES AND MEDIATION	15

1. DEFINITIONS AND INTERPRETATION

1.1. Definitions

- a) "**Act**" means the Associations Incorporation Act 2015 (WA)
- b) "**Annual General Meeting**" means the Annual General Meeting (AGM) of the Association, as described in Chapter 6 of this Constitution.
- c) "**Applicant**" means an applicant for membership
- d) "**Association**" means the Margaret River Region Producers Associations (Inc.), also abbreviated as MRRPA
- e) "**Chairperson**" means the person elected to the position pursuant to rule 5.4.a) until he or she is replaced, or pursuant to rule 5.4.d) of this Constitution.
- f) "**Constitution**" means this Constitution as amended from time to time.
- g) "**Designated Officer**" means a person who is appointed as a designated officer pursuant to rule 5.4.b) of this Constitution until he or she is replaced.
- h) "**Financial Year**" means a period beginning on 1st day of July in any year and finishing on the 30th day of June of the following year.
- i) "**Management Committee**" means the persons who under the rules of this Association have the power to manage the affairs of the Association (the Committee)
- j) "**Manufacturing**" means the processing and value-adding of Primary Produce. Manufacturing does not include slaughtering and butchering of farm animals or re-packaging of products.
- k) "**Margaret River Region**" means the Shires of Busselton and Augusta - Margaret River and the surrounding Australia Territorial waters.
- l) "**Meeting**" means a meeting of the Association other than an Annual General Meeting.
- m) "**Member**" means a member, however described, of the Association pursuant to rule 4.1 of this Constitution and whose name is entered in the Register of Members.
- n) "**Membership**" means membership in this Association.
- o) "**Membership Fees**" means the amount payable by a member to renew his or her membership as described in rule 4.6 of this Constitution.
- p) "**Primary produce**" means raw produce that has not been processed or manufactured in any way, other than packaged. Primary Produce also includes raw meat from farm animals that have been slaughtered and butchered as required by Western Australian State Law, seafood, game and foraged food that has been caught, hunted or gathered.
- q) "**Producers**" means those entities producing Primary Produce and/or manufacturing products from Primary Produce.
- r) "**Register of Members**" means the register of members kept as required by the Act.

- s) "**Secretary**" means the person elected to the position pursuant to rule 5.4.b) of this Constitution until he or she is replaced.
- t) "**Special General Meeting**" (SGM) means a meeting other than the AGM called for pursuant to rule 6.2.a) of this Constitution.
- u) "**Special Resolution**" means a resolution passed in accordance with Section 51 of the Act.
- v) "**Treasurer**" means the person elected to the position pursuant to rule 5.4.b) of this Constitution until he or she is replaced.
- w) "**Vice-Chairperson**" means the person elected to the position pursuant to rule 5.4.a) of this Constitution until he or she is replaced.

1.2. Interpretation

In this Constitution, unless the context otherwise requires:

- a) the singular includes the plural and vice versa;
- b) each gender includes the other genders;
- c) the reference to persons includes a natural person and any partnership, association, body, authority or entity;
- d) the reference to a person includes the legal personal representatives, employees, agents, contractors, successors and permitted assigns of that person;
- e) all headings contained in this Constitution are for guidance and do not form part of the substance of this Constitution.

2. OBJECTS OF THE ASSOCIATION

- a) To encourage and promote purity and freshness in the growing, breeding, production and/or manufacture of produce in the Margaret River Region.
- b) To make Margaret River produce known locally, nationally and internationally.
- c) To market a regional identity for the produce of the Margaret River Region.
- d) To organise and operate the Margaret River Farmers Market.
- e) To safeguard and promote the interest of members of the Association and generally to benefit them.
- f) To do all such other things as the Association may consider incidental or conducive to the attainment of the above objects.
- g) In the pursuit of its objects the Association will not engage in any activity which in any way competes with the commercial activity of any of its members.
- h) The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

3. MARGARET RIVER FARMERS' MARKET

- a) The Association organises and operates the Margaret River Farmers' Market (MRFM)
- b) All details of the MRFM regarding the organisation and operation, in particular producers' market eligibility and priority, are regulated in the "MRFM Rules & Guidelines".
- c) The MRFM Rules & Guidelines are regularly reviewed, and updated (if required), by the Committee. Proposed changes of the Rules & Guidelines have to be approved by the members of the Association by means of a Special Resolution.

4. MEMBERSHIP

4.1. Qualification for Membership

Any person, business or organisation, other than an employee of the Association, may become a Member of the Association by applying in writing to the Committee, or by submitting the completed MRRPA membership application form (available from the webpage of the Association <http://www.mrrpa.org.au>), and by payment of the prescribed fees, provided that person, business or organisation

- is a grower, breeder, producer, manufacture, presenter of produce, or is otherwise involved with produce;
- meets the objects of the Association
- is located within the Margaret River Region

4.2. Membership application, approval, rejection

- a) Every membership application is dealt with by the Committee at the first Committee meeting following the submission of the application.
- b) The Committee, at its discretion, can choose to reject the application for membership of any person, business or organization that fails to meet the membership criteria. If a membership application is rejected and the rejection is contested it must be dealt with as detailed in rule 4.2.d) of this constitution.
- c) The Committee at its discretion can cancel the membership of any member, who after proper investigation, is found to be operating in a fashion that no longer makes the member eligible to be a member of the Association. If the cancellation is contested it must be dealt with as detailed in 4.2.d) of this constitution.
- d) Any decisions made under rule 4.2.b) or 4.2.c) can be appealed in writing by the member to the designated Officer within thirty days of notification of rejections or cancellation of membership. If the appeal is rejected by the Committee, the rejection, or cancellation must be then endorsed by Special Resolution at the next general meeting pursuant to rule 6.3 of this Constitution. If the appeal is approved the membership may proceed or continue.

4.3. Rights of members

All members, upon joining, will receive the rights to access the members' section of the webpage of the Association (<http://www.mrrpa.org.au>), from where the Constitution, a list of the members, any rules and by-laws, and other relevant documents of the Association (e.g. minutes of meetings) are available. A hard-copy of the Constitution, a register of the members, and any rules and by-laws of the Association are supplied to new member upon written request.

4.4. Cessation of Membership

- a) Membership shall cease if the member gives notice in writing to the Committee of their resignation.
- b) Membership shall cease if the member dies or ceases to exist.

- c) Membership shall cease if the member fails to pay the prescribe membership fee within three months of it becoming due, provided the member has been given notice by the Association two months after the due date for payment of its intention to terminate the membership.
- d) Membership shall cease if the Committee, after proper investigation, decides that membership should cease because the member's conduct is seriously detrimental to the interests of the Association.
- e) Membership shall cease if a Special Resolution is passed and the member is thereby expelled from the Association.
- f) Membership shall cease if the member ceases to qualify for membership under the membership provision of the constitution.
- g) If the member is found to have breached legislation or is convicted of any offence contradictory or detrimental to the objects and purposes or interests of the Association.

4.5. Register of Members

- a) The designated Officer shall keep and maintain an up-to-date register of the members of the Association with their postal and residential business address, and their telephone numbers.

4.6. Membership Fees

- a) Membership fees of the Association shall be fixed from time to time by the Committee.
- b) Membership fees are due on the 1st of July.

5. THE COMMITTEE

5.1. Election of Committee Members

- a) The affairs of the Association shall be managed by a Committee consisting of seven members, each elected at an AGM to the Committee for a period of two years.
- b) Elections to fill vacancies shall arise with respect to either three members or four members successively year by year.
- c) Only members who have been financial for at least twelve consecutive months immediately prior to their nomination can be elected on the Committee. There is no limit to the number of times a financial member may be elected to the Committee.
- d) A member of the Committee shall cease to be a member of the Committee on becoming an unfinancial member, or on failing to attend three or more meetings within a year without reasonable cause, notified in writing to the designated Officer, or on ceasing to be a member of the Association.
- e) Casual vacancies on the Committee shall be filled at the earliest possible opportunity after the date of the casual vacancy by means of postal vote of members. A call for nominations as per rule 5.1.g) will be posted to members, and upon receipt of nominations a postal vote will be conducted with the designated Officer notifying each member in writing and supplying them with a postal voting form. The person/s so elected shall continue in that position until the expiration of the term of the member/s replaced.
- f) Nominations for elections to the Committee shall be called from eligible members by the designated Officer six weeks before the AGM by notice in writing to each member.
- g) Nominations must be made on the form accompanying the notice, signed by the nominor who must be a financial member, and signed by the nominee who must consent to the nomination and provide a credential statement of no more than 300 words. nominor and nominee may be the same person.
- h) Nominations shall close three weeks before the AGM. In the following week the designated Officer shall circulate a list of the nominees with a copy of their credentials to each member. The designated Officer shall also include the optional postal ballot form for the use of members unable to attend the AGM if the number of nominations exceeds the number of positions available.
- i) If the same number of nominations as there are vacancies or less is received the Chairperson of the AGM shall declare the members so nominated duly elected as members of the Committee.
- j) If more nominations than vacancies are received the Chairperson of the AGM shall cause a ballot to be hold to elect sufficient members to fill the vacancies. Postal ballot forms shall be included in this ballot. Proxy votes will be accepted where members have the signed authorisation of other members to cast a proxy vote on their behalf. Such authorisations must be handed to the Chairperson before commencement of the AGM.

- k) If fewer nominations than there are vacancies are received, then each unfilled vacancy shall be filled as if it were a casual vacancy under rule 5.1.e) of this Constitution.

5.2. Quorum and Procedure at Committee Meetings

- a) Committee meetings shall be held at least every two months for conducting the business of the Association at a time and place fixed by the Committee. Any two members of the Committee may summon a special meeting to deal with matters requiring urgent attention by giving not less than twenty-four hours' notice of such meeting.
- b) A quorum of five members shall be present before a meeting can commence and for a meeting to continue in the event of a member leaving the meeting.
- c) If there is no quorum present within thirty minutes of the time fixed for the Committee meeting, the meeting shall be abandoned and the designated officer, under directions of the Chair, shall give at least seven days' notice of the next meeting.
- d) Matters before the Committee shall be decided by majority vote. Where there is an equality of votes, the Chairperson shall have a casting vote as well as a deliberative vote.
- e) Members of the Association or other invitees may attend Committee meetings under such conditions as the Committee may define from time to time.
- f) Committee members shall at all times abide by the Constitution, any additional by-laws or rules of the Association, and the Act. They shall read agendas and information supplied to them before meetings and familiarises themselves with issues to be dealt with at meetings.
- g) Failure to abide by the Constitution, by-laws, rules or the Act, or failure to read the agenda of a meeting prior to that meeting, provided the agenda has been supplied to the member in a timely fashion, is cause for the Committee member to be dismissed from their position on the Committee.
- h) In the case of a proven breach of the Constitution or the Act, the dismissal is automatic unless dispensation is granted by the unanimous vote of the other members of the Committee.

5.3. Powers of the Committee

- a) Subject to members' decisions at general meetings, this Constitution and the Act, the Committee shall have all such powers and do all such things as are necessary to carry out the objects referred to in Chapter 2 of this Constitution.
- b) The Committee may delegate specific powers to persons employed in the service of the Association and may revoke or vary such delegation provided it does not contravene rule 5.3.a) of this constitution.
- c) The Committee may form sub-committees to which specific powers are delegated, and may cancel the appointment of the sub-committee so formed, at any time.

- d) A sub-committee may contain financial members, advisers or employees in addition to members of the Committee in its composition, provided that financial members shall always be in the majority and a member of the Committee shall be Chairperson of that sub-committee.
- e) The Committee may not receive any financial reward or compensation for their work as Committee members for the Association unless such reward is provided for by a Special Resolution.
- f) Incidental or out of pocket expenses of Committee members shall not be reimbursed by the Association unless the expense has been previously budgeted, approved and minuted at a meeting of the Committee. The expense will only be reimbursed when full and detailed receipts are presented to the designated Officer and conform with the requirements of the designated Officer and the Constitution for accounting purpose. If the expense varies from the previously approved budget amount the difference will not be reimbursed by the Association unless so directed by a unanimous vote of the Committee.

5.4. Role and Duties of Committee Members

- a) At the first Committee meeting after each AGM the Committee members shall elect one of their number as Chairperson, one as Vice-Chairperson, one as Secretary, and one as Treasurer for the period until the next AGM.
- b) At the first Committee meeting after each AGM the Committee members shall assign duties which are required to carry out the activities of the Association to the Committee member best suited for the task. The list of so designated Officers shall be periodically reviewed by the Committee.
- c) The Chairperson, or in their absence the Vice-Chairperson, shall preside over all meetings of the Association and the Committee.
- d) Should both the Chairperson and Vice-Chairperson be absent from a Committee meeting, the Committee members then present shall elect one of their number to be Chairperson of that meeting.
- e) Other than the responsibilities specified elsewhere in these rules the Chairperson enjoys no authority to act or speak on behalf of the Association without the authorisation of the Committee. The Committee may delegate extra authority to the Chairperson, subject rule 5.3.a) of this Constitution, and may revoke any such delegated authority by a majority vote at a Committee meeting.

6. MEETINGS OF THE ASSOCIATION

6.1. Annual General Meeting (AGM)

- a) Subject to rule 6.1.e) of this constitution, the AGM of the Association shall be held each year between July and October of each year.
- b) Members shall receive at least six weeks' notice in writing of the date, time and place of the AGM together with a statement showing the number of vacancies to be filled in the Committee and a nomination form.
- c) At least two weeks before the AGM members shall be provided with a statement showing the number of vacancies on the Committee, the number of nominations received to fill those vacancies, a copy of the credentials supplied by each nominee, notice of any motion to be put to the AGM and detail of any special matter to be raised by the Chairperson.
- d) The designated Officer shall cause a notice to be published in a newspaper or newspapers circulating in the district at least two weeks before the AGM giving the date, time and place of the meeting.
- e) 10% of the members who have the right to vote shall be a quorum. If that number is not present within thirty minutes of the advertised time of the meeting, the meeting shall be abandoned and a new date advertised, even though the date is not within the time period prescribed by rule 6.1.b) of this constitution.
- f) Except as is otherwise provided for in these rules, voting on any matter before the meeting shall be by a show of hands with the matter being determined by simple majority. The Chairperson shall declare the result.
- g) In the event of at least five members disagreeing with the declaration of the Chairperson, the matter shall be decided by a poll.
- h) No member shall be entitled to vote on any matter before an AGM. A member, who is unable to attend, may vote by giving a written proxy to another person who is able to attend and that person may cast the vote on behalf of the member provided the proxy is in printed form and signed by the member and is presented to the Chairperson before the commencement of the meeting.
- i) Non-financial members may attend the AGM, and may speak on any matter before the meeting, but have no vote in determining a matter.
- j) Persons not being members of the Association may attend an AGM on such conditions as the Committee may prescribe, but may not speak on any matter before the meeting unless approved by the Chairperson.
- k) Minutes of the last AGM, minutes of any SGM held during the year, and the financial statement to be presented to an AGM shall be made available on request to members. Members can obtain a copy from the designated Officer during the week immediately prior to the AGM.

l) The order of business of an AGM shall be:

- Welcome
- Apologies
- Minutes of the last AGM
- Minutes of any SGM held during the year. Matters arising from those minutes
- Chairperson's report
- Treasurer's report and financial statements
- General business
- Election of Committee members.

6.2. Special General Meeting (SGM)

- a) An SGM of the Associations may be called for by the Committee or by at least 10% of the financial members giving a request to the designated Officer indicating the matter to be decided.
- b) In either event the designated Officer shall arrange for a SGM to be within forty-five days of the request by giving the appropriate notice to members as prescribed in rules 6.1.c) and 6.1.d) of this Constitution.
- c) The other provision of this rule relating to AGM shall be applied with suitable modification to a SGM, provided that no matter other than that described in the request may be dealt with. Suitable modification includes the ability to call a SGM with a minimum of two weeks' notice to members.

6.3. Special Resolutions

- a) The following issues can only be resolved by a Special Resolution:
 - Endorsement of a rejection of an appeal against a rejection by the Committee of a new membership application, or against a cancellation by the Committee of an existing membership (Rule 4.2.d);
 - Cessation of a membership (Rule 4.4.e);
 - Financial reward or compensation of the Committee for their work as Committee members (Rule 5.3.e);
 - To enter into any single financial arrangement or project which in total will cost the Association an amount equal to, or exceeding twenty percent of its previous years' gross revenue (Rule 7.h);
 - To change the Constitution or any of its rules and by-laws (Rule 8.1.c), including the Rules & Guidelines of the Margaret River Farmers' Market (Rule 3.c);
 - To wind up the Association (Rule 9.a).
- b) For the purpose of this Constitution, a resolution is a Special Resolution if it is passed

- at a general meeting of the Association; and
 - by the votes of not less than three-fourths (75%) of the members who cast a vote at the meeting.
- c) Before the general meeting, written notice of
- the proposed Special Resolution; and
 - the time and place of the general meeting at which it is proposed to move the resolution
- must be given to each member pursuant to rule 6.1.c) of this Constitution.
- d) The notice must set out the wording of the proposed Special Resolution.
- e) If a resolution proposed as a Special Resolution has been approved by at least 75% of the voting members, the Chairperson of the meeting shall declare the Special Resolution as passed.

7. FINANCE

- a) All financial arrangements undertaken by or for the Association shall confirm to legal requirements and good accounting and business practice.
- b) All payments by the Association and to the Association shall be recorded in appropriate books of account.
- c) All monies received by the Association shall be deposited or electronically transferred into an account at a trading bank.
- d) Cheques or cash may only be drawn or electronic transfer made from the account on deposited funds and are to be signed or authorised in writing by the Treasurer and one other person from the Committee so nominated and authorised for that purpose.
- e) Funds in excess of normal operating requirements may be invested in bank or other authorised trustee securities.
- f) The books of account shall be kept in such a manner as will enable true and fair accounts of the Association to be prepared and audited from time to time. At a minimum the accounts will be prepared for quarterly review.
- g) The accounts presented to the AGM shall consist of an income and expenditure account and balance sheet duly audited by a person qualified for the purpose. The Committee as necessary for the yearly audit of accounts shall appoint an auditor.
- h) The Committee is not empowered to enter into any single financial arrangement or project which in total will cost the Association an amount equal to, or exceeding, twenty percent of its previous years' gross revenue without the prior approval of members of the Association by a Special Resolution, pursuant to rule 6.3. of this Constitution.
- i) The financial year shall commence on the 1st July of each year.

8. CONSTITUTION, RULES, BY-LAWS AND RECORDS

8.1. Revision of the Constitution

- a) The constitution shall be reviewed every five years by the Committee or by a sub-committee appointed by the Committee.
- b) The Constitution, or any of its rules and by-laws, may only be amended by a Special Resolution, pursuant to rule 6.3 of this Constitution.
- c) Amendment of the Constitution shall commence by a notice to the members of motion giving precise detail of the amendment sought and a brief statement setting out the reason for the amendment.

8.2. Records

- a) The up-to-date Constitution and by-laws shall be available to the members from the webpage of the Association. Members, upon request, are entitled to a free hard-copy of the Constitution, rules and by-laws of the Association whenever there is a change to the Constitution.
- b) Members may inspect all other records and documents of the Association.

9. WINDING UP

- a) Any resolution at an AGM or SGM which seeks to wind up the Association shall not be valid unless it has been passed as Special Resolution, pursuant to rule 6.3 of this Constitution.
- b) If on the winding up of the Association any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs charges and expenses of that winding up the property shall be distributed:
 - to another Association Incorporated under the Act, having objects similar to those of the Association; or
 - for charitable purpose.
- c) Which Incorporated Association or purpose as the case requires shall be determined by resolution of the members when authorising and directing the Committee under Section 121 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

10. DISPUTES AND MEDIATION

- a) The grievance procedure set out in this rule applies to disputes under these rules between:

1. a member and another member; or
 2. a member and the Association;
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be:
1. a person chosen by agreement between the parties; or
 2. in the absence of agreement:
 - in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - in the case of a dispute between a member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- e) A member of the Association can be a mediator.
- f) The mediator cannot be a member who is a party to the dispute.
- g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h) The mediator, in conducting the mediation, must:
1. give the parties to the mediation process every opportunity to be heard;
 2. allow due consideration by all parties of any written statement submitted by any party; and
 3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i) The mediator must not determine the dispute.
- j) The mediation must be confidential and without prejudice.
- k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.