

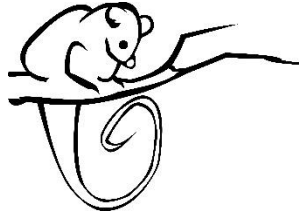
THE ELTHAM COMMUNITY MARKET STALLHOLDERS' ASSOCIATION INCORPORATED

A 0025689R

STATEMENT OF PURPOSE

The primary focus of the Eltham Community Market Stallholders' Association Inc. (the Association) is to manage a venue in Eltham for the purpose of the operation of a high-quality art and craft market where stallholders may sell their wares and where local residents and visitors alike may be entertained and enjoy a sense of community within the Eltham area.

The Association shall be operated on a not-for-profit basis with proceeds to be directed to local community groups.



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RULES OF ASSOCIATION

1. NAME

The incorporated Association is The Eltham Community Market Stallholders' Association Incorporated ("The Association").

2. TRADING AUTHORISATION

The Association is authorised to trade under Section 33 of the *Associations Incorporation Reform Act 2012 (Vic.)*.

3. COMMITTEE OF MANAGEMENT

3.1 The affairs of the Association shall be managed by a Committee of Management ("the Committee").

3.2 The Committee shall consist of the office bearers and up to five (5) ordinary members who are members of the Association in accordance with section 4.1.

3.3. Committee members shall be elected by members at the Annual General Meeting.

3.4. Nominations of candidates for election as ordinary members of the Committee must be:

3.4.1 Made on an official nomination form, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

3.4.2 Delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the AGM.

- 3.5 Where a casual vacancy occurs between AGMs, the Committee shall seek expressions-of-interest by way of the Association newsletter or email to members. Expressions of interest for a casual vacancy shall be in the form as per 3.4 and must be lodged before any nominated closing date with the Secretary of the Association.
- 3.6 The nominated member for a casual vacancy shall have full Committee member status but may only serve the remainder of the Committee's term after which they must nominate for election to the Committee as per Section 3.3.
- 3.7 The office bearers of the Committee shall be President, Vice President, Secretary and Treasurer and any other position agreed-to by the committee and will hold this position until the next AGM when all positions will become vacant.
- 3.8 The Committee shall elect office bearers.
- 3.9 The Committee may negotiate and enter into such agreements, leases, contracts, and licences with such organisations and or persons that are necessary to provide and manage the market venue and its operation for and on behalf of the Association.
- 3.10 The Committee shall be able to make such Regulations and By-laws and implement these to ensure the proper and efficient operation of the market as it sees fit.
- 3.11 Any member of the Committee absent without leave (which may be granted by the Committee) for three consecutive meetings shall be deemed to have vacated their seat and the position may be filled as a casual vacancy.
- 3.12 The Committee shall set the fees to be paid by permanent and casual stallholders at the first Committee meeting after the AGM to apply for the following year or yearly in advance, with a one market discount for yearly payments made by the due date. Casual stallholders are to submit payment by cheque/money order or any approved electronic payment with their application for a market. Such payment will be returned to unsuccessful applications.

4. MEMBERSHIP AND FEES

- 4.1 Full time permanent stallholders at the Eltham Community Craft and Produce Market shall be members of the Association upon payment of an annual subscription.
- 4.2 Application for permanency and therefore membership of the Association is to be made by written application to the committee.

- 4.3 The annual fee for membership of the association will be determined by the Committee at the first Committee meeting following the Annual General Meeting (AGM) in each year.
- 4.4 Full-time permanent stallholders may cease to be a member if their annual subscription is overdue for a substantial period. Resignation of a member will be made in writing to the Secretary.

5. MEETINGS

- 5.1 An Annual General Meeting must take place within five months of the end of the financial year in accordance with the *Association Incorporations Reform Act 2012 (Vic.)*. A quorum for an AGM shall be seven (7) members.
- 5.2 The Secretary of the Association shall give notification to all members of the date, time and place of the AGM at least 21 days before the AGM via the newsletter, post or e-mail. Such notification must include an agenda for that meeting and must specify that the meeting is an AGM.
- 5.3 Committee meetings shall be held monthly at such place and such times as determined by the Committee. Any five (5) members of the Committee constitute a quorum for the conduct of business of a meeting of the Committee. The President, or in their absence the Vice President, shall chair the meeting. No business may be conducted unless a quorum is present and the meeting shall be adjourned.
- 5.4 The Committee may, whenever necessary, convene an extraordinary general meeting of the Association giving 21 days' notice. The President or Vice President shall reside as the Chairperson at each extraordinary general meeting of the Association. Such meetings may be held to make amendments to these rules or for any other purposes consistent with the *Incorporated Associations Reform Act 2012 (Vic.)*. A quorum for an extraordinary general meeting will be seven (7) members. A 75% majority vote of those attending is required in order to pass a resolution at an extraordinary general meeting.
- 5.5 A stall operated by more than one person shall be entitled to one vote at a general meeting. Voting is conducted by a show of hands. At Committee meetings, all Committee members are entitled to vote and the Chairperson may have a casting vote in addition to their deliberation vote. The coordinator or any others present who are not members of the Association may not vote. Proxies, telephone or video, shall not be permitted at any meetings of the Association.
- 5.6 No advanced notice is required to propose a motion at an extraordinary general meeting.

5.7 The rules of the Association may be altered by special resolution at a general meeting of the Association.

6. FUNDS

6.1 Funds of the Association generated from stallholders' fees plus any investment income, grants or donations shall constitute the funds of the Association.

6.2 Income from permanent and casual stallholders fees shall be held in the Committee's bank account(s) as deemed appropriate by the Committee.

6.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and one office holder or two office holders as determined by the Committee.

6.4 An accountant, not being an officer or member of the Committee, may be appointed as auditor and they may carry out an annual audit of the books and accounts.

6.5 The Association is to run on a non-profit basis, whereupon any accumulated surplus funds may be distributed to organisations including charities, community support groups and welfare organisations/agencies as determined by the Committee.

7. WINDING UP OR CANCELLATION

7.1 In the event of dissolution of the Association, the amount of cash remaining after satisfying all debts and liabilities shall not be paid or distributed amongst members but given or transferred to another association having similar objectives and which prohibits the distribution of its assets and income to its members.

8. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

8.1 Except as otherwise provided in these rules, the Secretary must keep in their custody, or under their control all records (which includes minutes of the resolutions and proceedings of all meetings) and the common seal of the Association. The common seal must only be used when authorised by the Committee.

8.2 All accounts, books, securities and any other relevant documents of the Association must be available at any reasonable time and place for inspection free of charge by any member upon request.

8.3 A member may make a copy of any accounts, records, securities and any other relevant documents of the Association but may not remove the books and associated materials from their place of safekeeping.

9. REGISTER OF MEMBERS

9.1 The Secretary shall keep and maintain a register of members containing the name and address of each member and the date, on which each member's name was entered in the register.

9.2 The register may be available for inspection by members at any reasonable time and place free of charge following a written request. The request must include a lawful reason for wanting to view the register. The President may deny access if a lawful reason is not provided in the application.

10. DUTIES OF OFFICE BEARERS

10.1 The President shall direct their officers subject to the control of the Committee. The Vice President shall act as consulat to the President and shall take the place of the President during his/her absence.

10.2 The secretary shall;

10.2.1 Maintain the register of members

10.2.2 Keep custody of the common seal of the Association and, except for the financial records referred to in 10.2.3, all records, documents and securities of the Association subject to the *Associations Incorporation Reform Act 2012 (Vic.)* and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

10.2.3 Perform any other duty or function imposed on the Secretary by these Rules.

10.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

10.4 The Treasurer shall;

10.4.1 Receive and take charge of all monies of the Association and pay the same into the account(s) of the Association at the direction of the Committee.

10.4.2 Submit accounts of receipts and payments in a form acceptable to the Committee at any time when requested by the Committee.

- 10.4.3 Be responsible for the safe custody of all records of accounts, original supporting documents and securities of the Association, which shall be made available for inspection by member at any time.
- 10.4.4 Be responsible for the reconciliation and banking of cheques and money/postal order payments to the coordinator by stallholders on market day.
- 10.4.5 Be responsible for the receipt and reconciliation of all stallholders' payments, both permanent and casual for the complete calendar year.
- 10.4.6 Be responsible for the payment upon receipt of invoices together with, if applicable, original supporting documentation for all debts, agreements. Leases, contracts and licences that the Committee has entered into on behalf of the Association.
- 10.4.7 Be responsible for the follow up of late payment of fees by permanent stallholders.
- 10.4.8 Be responsible for the keeping proper records of all financial transactions by the Association to enable a full and proper audit (as per Rule 5.d.) of the financial position of the Association to be conducted.
- 10.4.9 With the consent of the committee, some of these tasks may be delegated to an accountant or other nominated person but legal responsibility for the records remains with the Treasurer.

11. DUTIES OF MARKET CO-ORDINATOR

- 11.1 The duties of the Market Co-Ordinator shall be specified in a contract document. Such duties must be reviewed and, where appropriate, amended on an annual basis.

12. GRIEVANCE PROCEDURE

- 12.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
 - 12.1.1 A member and another member; or
 - 12.1.2 A member and the Association.

- 12.2 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 parties.
- 12.3 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.
- 12.4 The mediator must be-
 - 12.4.1 A person chosen by agreement between the parties; or
 - 12.4.2 In the absence of agreement-
 - 12.4.2.1 in the case of a dispute between a member and another member, a person appointed by the Committee or the Association; or
 - 12.4.2.2 in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice and Regulation).
- 12.5 A member of the Association can be a mediator.
- 12.6 The mediator cannot be a member who is party to the dispute.
- 12.7 The parties to the dispute must, in good faith attempt to settle the dispute by mediation.
- 12.8 The mediator in conducting the mediation, must-
 - 12.8.1 Give the parties to the mediation process adequate opportunity to be heard; and
 - 12.8.2 Allow due consideration by all parties of any written statement submitted by any party; and
 - 12.8.3 Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 12.9 The mediator must not determine the dispute.
- 12.10 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 otherwise at law.

13. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 13.1 Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution:
- 13.1.1 Suspend that member from the membership of the Association for a specified period; or
 - 13.1.2 Expel that member from the Association.
- 13.2 A resolution of the Committee under 13.1 does not take effect unless:
- 13.2.1 At a meeting held in accordance with 13.3. the Committee confirms the resolution; and
 - 13.2.2 If the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 13.3 A meeting of the Committee to confirm or revoke a resolution passed 13.1 must be held not earlier than 14 days and not later than 28 days, after notice has been given to the member in accordance with 13.4.
- 13.4 For the purposes of giving notice in accordance with 13.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice setting out the resolution of the Committee and the grounds on which it is based; and
- 13.4.1 Stating that the member, or his or her representative, may address the Committee at a meeting to be held on not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - 13.4.2 Stating the date, place and time of that meeting; and

- 13.4.3 Informing the member that he or she may do one or both of the following:
 - 13.4.3.1 Attend the meeting;
 - 13.4.3.2 Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
- 13.4.4 Informing the member that, if at that meeting, the Committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution
- 13.5 At a meeting of the Committee to confirm or revoke a resolution passed under 13.1, the Committee must:
 - 13.5.1 Give the member, or his or her representative, an opportunity to be heard; and
 - 13.5.2 Give due consideration to any written statement submitted by the member; and
 - 13.5.3 Determine by resolution whether to confirm or to revoke the resolution.
- 13.6 If a meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 13.7 If the Secretary receives a notice under 13.6 they must notify the Committee and the Committee must convene an extraordinary general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- 13.8 At a general meeting of the Association, convened under 13.7:
 - 13.8.1 No business other than the question of the appeal may be conducted; and
 - 13.8.2 The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - 13.8.3 The member, or his or her representative, must be given an opportunity to be heard; and

13.8.4 The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

13.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in favour of the resolution. In any other case, the resolution is revoked.

End of rules.