

# **CONSTITUTION OF NEW ZEALAND GROUNDSREAD FERTILISERS' ASSOCIATION INCORPORATED**

*(As at April 2017)*

## **1. NAME**

The name of the Association shall be **The New Zealand Groundspread Fertilisers' Association Incorporated** and its registered office shall be at 163 West Street, Ashburton 7700 , or such other place as may be determined from time to time by the Council.

## **2. OBJECTS**

The objects for which the Association is established are: -

- (a) To promote, protect and advance the commercial interest of members and to assist members on all matters relating to the carriage, management and spreading lime and fertilisers.
- (b) To promote or to oppose legislative or other measures that may affect members.
- (c) To engender by association a fraternal feeling amongst those who carry, manage and spread lime and fertiliser.
- (d) Generally, to maintain and conserve the interests of those who carry, manage and spread lime and fertilisers and to do all such other things as may be conducive to the attainment of the above objects.
- (e) To purchase or lease such real or personal property and to effect such improvements thereto as may be considered advisable for the promotion of the objects of the Association.
- (f) To invest, control and dispose of the funds and the property of the Association.
- (g) To borrow and raise money for the purpose of the Association and to secure the payment thereof in such manner as may be determined and for that purpose to mortgage all or any of the property of the Association.

## **3. MEMBERSHIP**

- (a) Membership of the Association shall, save for the exception provided in Clause 3 (b) thereof, be open only to recognised Groundspread operators, who may hold membership as individuals or through properly registered companies. Each groundspreading entity shall be required to hold membership in its own right.
- (b) The only exception to the requirements of Clause 3 (a) shall be that ten percentum (but not more) of the total membership of the Association may consist of recognised fertiliser distributors other than manufacturers or importers, who are substantially engaged in the distribution or carriage, management and spreading of lime and fertilisers.
- (c) National Associate Members and Branch Associate Members, being persons or companies who are engaged in activities associated with the business of ordinary members and who do not qualify for membership under clause 3(a) or 3 (b).
- (d) Honorary Life Members being persons, on the recommendation of the Council in respect of services to the Association or the fertiliser industry, elected Life Members at any Annual General Meeting of the Association.
- (e) Groundspread operators who dispose of their business can remain members of the Association and hold office for a period not exceeding four years. No more than two such members may be on either a Branch or National Council.

#### **4. MEMBERSHIP APPLICATIONS**

- (a) Every application for membership shall be made in writing on the prescribed form to the Secretary of the Branch of the Association in which that member resides and shall be considered at the next committee meeting of the Branch.
- (b) No person or company shall be admitted to membership unless his or its application shall be approved by a majority of Committee members present at a Branch Committee meeting.  
If approved, the application must be immediately notified to the National Association and be ratified by the National Council.
- (c) Application for admission to Associate Membership of a Branch shall be made to the Branch within whose area the applicant is operating and such application shall be dealt with and approved by the Branch Committee of the Association. The Annual Subscription is to be set by the Branch. Associate Members have speaking rights, but no voting rights.
- (d) Applications for National Associate membership shall be received by the Executive Director and approved by National Council of the Association

#### **5. REGISTER OF MEMBERS**

The Executive Director of the Association shall keep a register of all members and the same shall be open for inspection of members at all reasonable hours during the day-time at the registered office of the Association. Such register shall be updated annually and shall contain the name and address of each member, together with such information as the National Council may direct and shall be conclusive evidence as to all matters relative membership therein contained.

#### **6. CESSATION OF MEMBERSHIP**

- (a) Any member may at any time resign his membership of the Association upon giving notice in writing to the Secretary of the Branch of which he is a member, to that effect and at the same time paying to the Executive Director all subscriptions, dues and other moneys payable to him up to the date of receipt of such resignation.
- (b) If any member shall not abide by the Rules of the Association or shall not comply with or shall refuse to comply or adhere to any resolution, agreement or contract that may be passed, adopted or entered into by the Branch Executive or by members in general meeting, the member may be asked to explain the reasons for such refusal. In the event that the Executive determine membership should be terminated, the member may be asked to resign and in the event of such member refusing or neglecting to resign he may be expelled from the Association by a two-thirds majority vote of members present or represented by proxy at a Special General Meeting called on seven clear days' notice for such purpose. Such members shall have a right to appeal against such expulsion to the National Council and such appeal shall be conducted in accordance with the Rules thereof and the decision of the appellate body shall be binding on such member and on the Association.
- (c) Any member whose subscription is unpaid after the expiration of three calendar months from the date fixed for the Annual General Meeting of the Association shall cease to be a member thereof and shall be struck off the roll by the National Council, provided always that in the absolute discretion of the National Council such member's name be restored to the Roll at any time upon payment of all arrears due by such member at the time of restoration.

## **7. AMENDMENTS TO RULES**

These Rules or any of them (including the name of the Association) may be altered, added to or rescinded by resolution of the Annual or Special General Meeting by two-thirds majority of the members present in person or by proxy provided that notice of the intention to propose such resolution and the nature thereof shall have been given to each member of the Association seven clear days prior to the date fixed for such meeting and such resolution shall be approved by the Registrar as provided in Section 21 of the Incorporated Societies Act 1908. No addition to or alteration or rescission of the Rules shall be approved if it in any way affects the non profit aims, personal benefit clause or Rule 17 - Dissolution.

## **8. INTERPRETATION OF RULES**

In the construction of these Rules where not inconsistent with the context, words importing the singular number include the plural and vice versa: words importing males include females: words importing persons include firms and corporations and 'firms' include 'partnership(s)'.  
If any difference of opinion arises as to the interpretation of Rules, such difference shall be referred to and decided by a majority vote of members of National Council present in person or by proxy.

## **9. MEETING AND VOTING**

- (a) A General Meeting of members of the Association shall be held at such times and places as the National Council shall from time to time determine. Subject to provisions of clause 6 (b) hereof every member of the Association shall be given seven clear days' notice in writing of the time and place of every such meeting but the provisions of this Rule may in the discretion of the National Council be suspended whenever the National Council may be of the opinion that it is desirable in the interests of members to call an urgent meeting of members. Should the National Council so elect to act - no meeting and no resolutions passed at any such meeting shall be questioned or called in question by any member whether present at such meeting or not. No General Meeting of the members of the Association shall be invalidated by reason of the fact that a member or members may have accidentally failed to receive due notice hereof.
- (b) In any case where the member is a company, a director of the company or other responsible officer thereof, may be named as the person to represent the company at all meetings and to vote thereat or may be named as a member of the National Council.
- (c) No member whose subscription is overdue as per clause 6 (c) shall have the right to vote at any meeting.
- (d) The Annual General Meeting of the members of the Association shall be held not later than the 31st day of August in each and every year and at such meeting the National Council of the Association shall be elected for the ensuing year.
- (e) The Executive Director upon receipt of a requisition signed by at least fifteen financial members of the Association (such requisitions specifying the reason or reasons for the requisition) shall forthwith call a special general meeting of the Association to be held not less than ten days after receipt of such requisition.
- (f) At any General Meeting of members of the Association twenty members present in person shall form a quorum.
- (g) Unless otherwise provided herein all matters discussed at any meeting of the Association shall be decided by a bare majority vote of the members present either in person or by proxy. Any member who may be unable to attend a meeting may give a written proxy to any other person being a member of the Association to attend at such meeting on his behalf and to vote thereat and such written proxy shall be produced to and lodged with the Secretary prior to commencement of the meeting at which such proxy is to be used.
  - (1) Every vote shall be taken in the first instance by a show of hands, except in respect of such matters as may by these Rules be required to be decided by a secret ballot.

- (2) After the declaration of the Chairman on a show of hands any member may demand a poll which shall be conducted in such manner and at such time and place as the Chairman of the meeting may direct, and the result of the poll shall be deemed to be the decision of the meeting.
- (3) Both on a show of hands and on a poll, any proxies lodged in accordance with these Rules shall be taken into account by the Chairman and/or Scrutineers.
- (4) Each member, whether present in person or by proxy, shall be entitled to one vote.
- (h) The Chairman of any meeting of members and the Chairman of the National Council shall have a deliberative as well as a casting vote.
- (i) At National Council meetings a quorum shall be at least 50% of those eligible to be present, one of whom must be the President, Vice President or Immediate Past President.
- (j) All Annual Conferences run by Branches or National Council, shall manage a separate ledger or account for this event and the Balance Sheet be sent to National Office by 1 November of that year. Conference profit or loss shall be split 50/50 between the Branch and National Council.

## **10. POWER & DUTIES OF THE NATIONAL COUNCIL**

- (a) The National Council of the Association shall consist of a President and two Vice Presidents elected at the Annual General Meeting plus a nominated member from each Branch of the Association who shall all be members as per clause 3 (a) or 3 (b) of the Rules. All members of the National Council shall retire annually from office but shall be eligible for re-election. If deemed necessary, the President shall have the power to co-opt up to two additional members to the Council.
- (b) The President shall be ex-officio Chairman of all Committees of the Association.
- (c) Each Branch of the Association shall nominate one ordinary National Council member who shall be deemed to be automatically elected to the National Council at the Association Annual General Meeting, but who will still be eligible for nomination for the offices of President and Vice President(s) The Branch shall have the right to nominate a further National Council Member to fill the vacancy on Council. Branch nominations for automatic appointees are to be advised in writing to the Executive Director seven days before the Annual General Meeting. All members shall enter into their duties immediately after their election at the Association Annual General Meeting.
- (d) The Executive Committee of the Association shall comprise the President, both Vice Presidents and Immediate Past President The duties and powers of the Executive Committee shall be as delegated to it by the National Council but shall have emergency powers to act between meetings of Council on any matters and things except such matters and things as are by Rules expressly directed or required to be exercised or done by the Association in General Meeting.
- (e) Committees and Sub Committees of the Association shall meet together from time to time for the despatch of business at such times and in such places as the members of each Committee may mutually agree or as the Committee itself may be directed by the Executive Committee of the Association.
- (f) The Immediate Past President of the Association shall be nominated annually and shall be deemed to be an ex-officio member of the Council.
- (g) If any vacancies shall occur in the National Council or Executive Committee of the Association during any financial year such vacancy may be filled by the National Council and any person appointed shall hold office until the next Annual General Meeting of members of the Association.
- (h) The National Council must hold a meeting immediately following the close of the Annual General Meeting of the Association and such other meetings during the year as deemed necessary.

- 11** Without prejudice to the general powers of the National Council it is hereby expressly directed that the National Council shall be entrusted with and may exercise and perform the following powers and duties, but shall at no time take any action that contravenes the general Rules of the Association.

- (i) To purchase and acquire for the Association any real or personal property or any rights or privileges at such price or prices and generally upon such terms and conditions as they shall think fit and to give and execute mortgages over lands so acquired for the balance of purchase moneys or otherwise upon such terms and conditions as the Council may think fit.
- (ii) To lease or accept leases of any land easements or tenements and to purchase any lands and interest therein upon such terms and conditions as the Council shall think fit, and to purchase, construct and maintain such buildings and other improvements as they may consider necessary for the use of the Association.
- (iii) To sell or otherwise dispose of any real or personal property belonging to the Association and no longer required.
- (iv) To enter into all such negotiations, contracts and agreements in name and on behalf of the Association as they may consider expedient for the purpose of the Association.
- (v) To provide a common seal for the Association which seal shall remain in the custody of the Executive Director, and shall be affixed to all deeds, documents, instruments and assurances as may be necessary, provided that the seal of the Association shall not be affixed to any instrument except in the presence of at least three members of the Council or two members of the Executive Committee and the Executive Director for the time being.
- (vi) To invest the funds of the Association in real or personal property in such manner as they shall think fit.

## **11. DUTIES AND POWERS OF OFFICERS**

- (a) The President shall preside at all meetings of the Association, the National Council, the Executive Committee, and all Committees or Sub Committees and in his absence a Vice President shall take the chair at such meetings. Should both the President and the Vice Presidents be absent at the commencement of any meeting those present shall elect one of their number to act as Chair. The President may however delegate the role of Chair at any particular meeting to any other member should he so desire.
- (b)
  - (i) the Executive Director of the Association shall be appointed by the National Council who shall have the power to terminate his/her services or re-appoint as they think fit.
  - (ii) The Executive Director shall oversee the management of the Association finances and shall convene all meetings in accordance with instructions from time to time given by the National Council and in accordance with the Rules of the Association. The Executive Director shall attend all meetings and keep records of all proceedings and shall oversee the preparation of accounts and books to show the financial position of the Association. The Executive Director shall issue all notices of meetings and shall attend to all correspondence and receive all moneys on behalf of the Association and keep the roll of Members and all the Minute Books of the Association. The Executive Director shall also be responsible for the preparation of the Annual Balance Sheet and Financial Report and shall present same at the Annual General Meeting of Members.

## **12 REVIEWER**

There shall be a Reviewer of the accounts of the Association and who shall retire annually from the office at the Annual General Meeting but who shall be eligible for re-election. The Reviewer who shall be a member of the New Zealand Society of Accountants or Chartered Accountants shall examine the books and accounts of the Association and shall verify and certify the annual Balance Sheet and accounts of the Association.

## **13 SUBSCRIPTIONS**

The financial year of the Association shall commence on the first day of April each year.

Each member shall pay to the Association an annual subscription as may be agreed upon at any Annual General Meeting as the annual subscription for the next respective succeeding year or years.

#### **14 LEVY**

In the event of the income from the subscriptions and other sources being insufficient to meet the expenditure of the Association, a levy as agreed upon at any General Meeting of the Association may be made.

#### **15 FINANCES**

(a) The Executive Director shall be responsible to deposit all money received in the Bank of the Association as promptly after receipt thereof as the circumstances may permit and the account of the Association at such Bank shall be operated upon by such signatory or signatories and otherwise in such manner as the National Council of the Association may from time to time determine.

- (a) No member of the organisation or any member associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person, of any income, benefit or material advantage whatsoever. Any income paid shall be reasonable and relative to that which would be paid in an 'arms length' transaction (being the open market). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing the document.

#### **16 REMUNERATION OF EXECUTIVE DIRECTOR**

The remuneration of the Executive Director and administration support for the Association shall be according to the contract for service between the provider of administrative services and the Association as approved by the National Council.

#### **17 DISSOLUTION**

The Association may be wound up in accordance with Section 24 of the Incorporated Societies Act 1908. The Association may be wound up voluntarily, if a General Meeting of its members passes a resolution requiring at a subsequent general meeting called together for that purpose, and held not earlier than 30 days nor more than two calendar months after that date, on which the resolution so to be confirmed, was passed.

If upon winding up, or dissolution of the Association by the Registrar of Incorporated Societies, there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be applied to any concern or associations (not being members of the Association) having substantially similar objects and activities to those of the Association to be used by it or by them for purposes similar to the objects for which the Association was established. If at the time of winding up or dissolution of the Association there is not existent any other concerns or associations having similar objects or activities to those of the Association, or if the then members of the Association do not in a General Meeting determine that property shall be transferred to or applied towards any such concern or association, then the property of the Association shall be applied towards such charitable purposes in New Zealand as the then members in General Meeting shall determine.

#### **18 INDEMNITY TO COUNCIL**

No action in law or otherwise shall lie in favour of members or their executors or administrators against any other member of the Association or National council or Executive Committee or Branch Committee or any officers of the Association or in respect of any act, matters or things done, omitted or suffered, in pursuance of the provisions of

these Rules, and that notwithstanding any irregularity or informality occurring in or about the doing, or omitting, or suffering of any act, matter or thing.

No member of the National Council, Executive Committee, Branch Committee, Auditor, Secretary or other office shall be liable for any other National Council, Executive Committee, Auditor, Branch Committee, Secretary, or other officer or for joining in any receipt or document of for any act or conformity, or for any loss or expense happening to the Association unless the same happens from his own wilful default.

## **19 LIABILITY OF MEMBERS**

Each member of the Association shall contribute proportionate to the funds of the Association in the event of the same being wound up during the time he is a member, or within twelve months thereafter, such amount as may be required for the payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member, or within twelve months including the customary charges and expenses of winding up the same: but such liability shall in no case exceed the amount of such member's subscription for the then current year or the preceding year, whichever may be the greater: and in the case of a person who has ceased to be a member, the amount of the last subscription that may have become payable by him. On the death of a member, his executors or administrators shall have no claim on the assets or be subject to the liabilities of the Association.

## **20 HONORARY LIFE MEMBER**

- (a) At any Annual General Meeting of the Association any person can be elected to Honorary Life Membership of the Association provided that:
- (1) Nomination to the Annual General Meeting shall be made only by the Council.
  - (2) Any Branch or member of the Council wishing to submit a nomination for consideration by the Council should advise the Executive Director no later than the 31 May.
  - (3) The Council shall decide whether any nominations for Life Membership will be recommended to the ensuing Annual meeting.
  - (4) At the Annual General Meeting at least three quarters of the members present shall have voted in favour of the election.
  - (5) Each person elected to Honorary Life Membership shall be entitled to membership of the Association for life without payment of any subscriptions or levies as decided by either the Branch of which he is a member or of the National Association, and have full voting powers at both Branch and National level.

## **21 BY-LAWS**

The Council may make such by-laws as it thinks fit (not inconsistent with these Rules) for the conduct of its business and control of the affairs of the Association, provided always that such by-laws may be rescinded or overruled by the Annual General Meeting.

## **22 BRANCH SECTION**

For the purpose of administration, the Association shall be divided into Branches defined geographically. At Branch level the affairs and activities of the Association shall be administered by Branch Committees within the framework of Association policy as laid down by the Annual Conferences of the Association and under the general direction of the National Council.

- 23.** (a) Financial members of the Association who are members of the Branch shall, subject to the limitations herein provided, elect annually from among their number a Branch Committee consisting of not less than five members, including a Chairman and Vice Chairman. No member whose subscription is in arrears, or who has not paid any levy ordered by any Annual Conference or the National Council or who may be under suspension shall be elected to the Committee.

(b) Each Branch shall appoint a Secretary to carry out the secretarial work of the Branch as directed by the Branch Committee.

(c) The remuneration of the Branch Secretary shall be determined by the Branch Committee.
- 24.** The Annual Meeting of the Branch may elect as Life Members of the Branch persons who are recommended for Life Membership by the Branch Committee. Such person(s) shall be entitled to a vote at all meetings of that Branch.
- 25.** (a) The Branch Committee shall be the medium of communication between members of the Branch and the National Council or vice versa.

(b) The Branch shall be represented on the National Council by a representative chosen by the Branch members at the Branch Annual General Meeting.

(c) The Branch Committee shall represent to the Council the view of members on matters arising within the scope of the Association and shall advise on the various questions brought before it by members for consideration of the Council or Annual Conference.

(d) In making representations to a Branch Committee for advice, assistance or support, a member must place before the Committee all factual data and correspondence relevant thereto.
- 26.** The Branch Committee shall be responsible to the National Council for the proper management of the Branch including the due observance of these Rules by members of the Branch, the preparation of all statements and returns and the keeping of proper books and accounts.
- 27.** The Branch Committee shall hold office until the conclusion of the Annual Meeting of the Branch to be held no later than 31st May in each year when they shall retire and hand over to their successors, elected or appointed in accordance with these Rules, all books, papers, accounts, monies and other property in their possession belonging to the Association.
- 28.** The Branch Committee shall have power to fill any extraordinary vacancies that may arise.
- 29.** Sub Committees consisting of not less than three members may be appointed in any locality or for any specific purpose, by the Branch Committee to whom they shall be subject.
- 30.** Each Branch Committee shall meet not less than three times a year to transact business and at such other times as deemed necessary.
- 31.** (a) The Branch Committee at its first meeting shall determine the number of members of the Committee that shall form a quorum, provided that such a quorum shall not be less than three.

(b) The quorum at a general Branch meeting shall in no case be less than the quorum fixed for Branch Committee meetings.
- 32.** Any member of a Branch Committee who absents himself from three consecutive meetings shall forfeit his seat, unless leave of absence is granted by the Branch Committee and such vacancy arising shall be filled in accordance with Rule 28.

- 33.** (a) The Branch Chairman shall preside at all general meetings of the Branch and conduct the business with propriety and order. He shall sign all minutes of the Branch and through the Secretary order special meetings of the Branch or Branch Committee when necessary, or at the request of twentyfive per cent of the Branch membership.
- (b) The Chairman of the Branch Committee shall have a casting as well as a deliberative vote and his decisions shall be final.
- 34.** The Branch Vice Chairman shall assist the Chairman in conducting the business of the Branch and in the absence of the latter shall take the chair. In the absence of both, any meeting may elect a member of the Committee, except the Secretary, to take the Chair.
- 35.** The Branch Secretary shall, under the jurisdiction of the Branch Committee, keep all records of the Branch, conduct the correspondence, make proper arrangement for the collection of subscriptions, keep the books of accounts, prepare all returns required including annual reports, attend and take minutes of proceedings of general meetings, receive applications for membership and forward all circulars decided upon by the Branch Committee. He shall lodge with the bank to be approved by the Branch Committee all monies received by him, pay all accounts passed by the Branch Committee, obtain receipts for payment and produce the bank book and vouchers at the regular meeting of the Branch Committee. He shall keep a register of Branch membership and perform all other duties devolving upon him by these Rules or by direction of the Branch Committee.

At the close of each financial year, each Branch Secretary shall prepare a statement of accounts and balance sheet which shall be forwarded to the Executive Director with a certificate of membership as at 31 March. These returns shall reach the National Secretary within twenty-eight days after the close of the financial year which for Branches shall be the 31 March.

**36. BRANCH FUNDS**

- (a) Any Branch unable to meet the claims upon it, may apply to the National Council for temporary assistance, but must submit with such application a correct detailed account of its financial position.
- (b) In circumstances where the income from subscriptions is insufficient to meet the expenditure of the Branch, the Branch Committee may impose an additional levy on members to meet Branch liabilities, the extent of such levy to be subject o any monetary limit on the amount that may be levied in any one year as decided by the Branch in General Meeting.