



New Zealand Grassland Association Inc

NZ Grassland Association

Constitution

2024



“Fuelled by science and tempered by experience”



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|--|----|
| NZGA Rules | 3 |
| 1. Name | 3 |
| 2. Objects | 3 |
| Acts and Regulations | 3 |
| 3. Members | 3 |
| 4. Election of Members | 3 |
| Resignations | 4 |
| Expulsion of Members | 4 |
| 6. Officers | 4 |
| 7. Constitution of the Executive Committee | 4 |
| Committee Procedures | 5 |
| 8. Nomination for Election as Officers or Members of the Executive Committee | 5 |
| 9. Method of Voting for Officers and Members of the Executive Committee | 5 |
| 10. Powers of Executive Committee | 5 |
| 11. Annual General Meeting | 6 |
| 12. Special General Meetings | 6 |
| 13. Notice of Motion Required | 6 |
| 14. Chairmanship of Annual General or Special General Meeting | 6 |
| 15. Voting at Annual General and Special General Meetings | 6 |
| Finances | 7 |
| 16. Funds of the Association | 7 |
| 17. Subscriptions | 7 |
| 18. Registered Office | 7 |
| 19. Common Seal | 7 |
| 20. Alteration to the Rules | 8 |
| 21. Winding Up | 8 |
| 25. Publications | 8 |
| APPENDIX 1: Definitions | 9 |
| APPENDIX 2: Dispute resolution | 10 |



NZGA Rules

Rules of the New Zealand Grassland Association (Incorporated)

(Ratified at the Annual General Meeting 2023)

1. Name

The name of the Association is "The New Zealand Grassland Association (Incorporated)".

The Society is not registered as a charitable entity under the Charities Act 2016 but has Tax-exempt status.

2. Objects

The objects of the Association shall be:

- 1 To foster progress in all matters relating to New Zealand grassland.
- 2 To encourage collaboration between all persons connected with grassland.
- 3 To hold events and to produce publications.

The **Society** must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its **Members** (whether in money or in kind); or
- having capital that is divided into shares or stock held by its **Members**; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

Contact Person: Executive Officer

Acts and Regulations

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

3. Members

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

The members of the Association shall consist of:

- 1 **Ordinary Members:** Any person who is approved by the Executive Committee as being suitable as a member shall be regarded as a member of the Association.
- 2 **Honorary Life Members:** Any person who, in the opinion of the Executive Committee, has given service of outstanding merit to the Association, shall be eligible for election as an Honorary Life Member, provided that no more than one Honorary Life Member shall be elected in any one year. Honorary Life Members shall be entitled to all the privileges of members without further payment of the annual membership fee.
- 3 **Student Members:** Student Members shall be entitled to special membership rates and receive publications by the Association but shall not be entitled to vote at any annual or special general meeting.

Membership records will be retained by the Association including the date they joined, most recent contact details, and occupation (if applicable). The Society will also keep a record of former members and the date of resignation.

4. Election of Members

- 1 Application for membership must be submitted to the Executive Office i.e. by completing the membership application form or paying the annual membership fees.
- 2 Application for membership must be accompanied by the current annual subscription.



New Zealand Grassland Association Inc

- 3 All members shall promote the interests and purposes of the Society and do nothing to bring the Society into disrepute.
- 4 A Member is only entitled to the benefits, such as reduced conference registration, if the subscription has been paid by the due date.

Resignations

- (a) Any member of the Association may resign by giving notice in writing to the Executive Office.
- (b) Any member whose subscription is more than two years in arrears shall be removed from membership and may be readmitted by resolution of the Executive Committee on payment of such arrears as may be required by the Executive Committee.

Expulsion of Members

If, in the opinion of the Executive Committee, any member has wilfully infringed any of the rules of the Association or has been deemed guilty of conduct unworthy of a member or injurious to the interests or standing of the Association, the Executive Committee may at its discretion resolve that the membership shall be forfeited, in which event they shall cease to be a member.

6. Officers

The officers of the Association shall be:

- President
- Vice President
- Executive Officer

- (a) The President and the Vice-president shall be elected at the annual general meeting as set out in clause 8(1) below. The Executive Officer and Technical Editor shall be appointed by the Executive. Any contracted member of the Executive will not have voting rights within the Executive Committee.
- (b) The terms of an employment contract or contract for services established under section 10.4, between the Executive and any one or more of the appointed officers (Executive Officer or Technical Editor), shall take precedence over the confirmation procedure described in Section 6 (a) above.
- (c) The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and any members of a subcommittee.

7. Constitution of the Executive Committee

Committee composition

The Committee will consist of at least 3 Officers and no more than 7 Officers.

A majority of the Officers on the Committee must be Members of the Society

Functions of the committee

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, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

Powers of the committee

The Committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

The Executive Committee of the Association shall consist of the:

- President**
- Vice-President**
- Executive Officer**
- Immediate Past President**
- 5 members**
- Chairman of the Local Organising Committee (ex-officio)**
- and **additional co-opted members as required** (see 10.5)



Committee Procedures

8. Nomination for Election as Officers or Members of the Executive Committee

- (a) Nominations for election as President and Vice President, from current members of the Executive, shall be called for by the Executive Officer at the AGM, with the proviso that nominees be current members of the Executive. Any person having already served two years as President shall be ineligible for nomination.
- (b) Nominations for election as members of the Executive Committee shall also be called for by the Executive Officer at the annual general meeting.
- (c) Two Executive members will normally be elected at each annual general meeting. Executive members may hold office until the close of the third annual general meeting following their election, i.e. for a term of approximately three years.
- (d) Members completing a three-year term at the current annual general meeting shall be eligible for re-election up to a maximum of three terms, i.e. nine years in total.
- (e) Where one or more additional vacancies exist through resignation of an Executive member during the first or second year of that member's term, or for any other reason, the required number of replacement members shall be elected and replacement members shall hold office for the remainder of the original term or terms.
- (f) Nominations shall be by word of mouth.
- (g) Each nomination shall have the consent of the nominee and shall be proposed and seconded by members or honorary life members.
- (h) Such steps as may be necessary to establish a rotation of two of the six Executive members retiring in each of the three following years will be determined at the annual general meeting.

9. Method of Voting for Officers and Members of the Executive Committee

- (a) The Executive Officer shall display at the place of meeting the names of the nominees beside the offices for which they are nominated.
- (b) If the number of nominees exceeds the number of vacancies on the Executive Committee an election shall be held.
- (c) Election shall be by secret ballot and the names of persons for whom a member wishes to vote shall be recorded on paper and passed to one of three scrutineers appointed by the meeting.
- (d) Ballot papers recording more than the required number of names shall be invalid.
- (e) The votes shall be counted by three scrutineers appointed by the meeting.
- (f) At the conclusion of the voting the scrutineers shall inform the chairperson in writing of the number of votes cast for each nominee.
- (g) The chairperson shall announce to the meeting the result of the poll.

10. Powers of Executive Committee

The management and control of the affairs of the Association shall be vested in the Executive Committee, which shall have all the powers of the Association which are not expressly required by these rules or by the Incorporated Societies Act 1908 and its Amendments to be done or exercised by the Association in general meeting, provided always that:

- 1 The Executive Committee may delegate any of its powers and duties to subcommittees consisting of such members as it may resolve, such subcommittees having power to co-opt other persons.
- 2 Five voting members shall form a quorum at meetings of the Executive Committee.
- 3 The Executive may from time to time determine that a member or members of the Association receive payment for services rendered, providing that:
 - (i) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
 - (ii) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.
- 4 The Executive shall be empowered to establish an employment contract or contract for services with one or more of the appointed Officers of the Association where this is conducive to the efficient conduct of the business of the Association (for a term not exceeding three years).
- 5 The executive shall have the power to co-opt two additional members for a period of one year.



New Zealand Grassland Association Inc

11. Annual General Meeting

(a) The Annual General Meeting shall be held once every year no later than 6 months after the Society's balance date (or 15 months after the previous annual meeting). The Committee shall determine when and where (physical venue or online) the Society shall meet within those dates.

The business of an AGM shall be to:

- confirm the minutes of the last AGM
- adopt the Annual report on the affairs of the Society
- adopt the Audit Committee's report of the finances of the Society
- consider any motions of which prior notice has been given to the Members
- consider any general business

(b) The **Committee** must, at each **Annual General Meeting**, present the following information—

- an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
- the annual financial statements for that period, and
- 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).

(c) At least ten days' notice of the time and place of the annual general meeting shall be given to each member.

(d) At the annual general meeting twenty-five members entitled to vote shall form a quorum.

12. Special General Meetings

A special general meeting shall be called:

- 1 At any time on the written request of ten or more members, provided that the request to call such a meeting shall state the motion or motions to be moved thereat.
- 2 A special general meeting shall be held not earlier than ten days, nor later than thirty days, following receipt of a request to hold such a meeting.
- 3 If the meeting is not called within this time, the members signing the request shall have power to convene a meeting.
- 4 Each member shall be notified at least ten days before the date of the meeting of the time and place of the meeting and of the motion or motions to be moved thereat.
- 5 At a special general meeting twenty-five members entitled to vote shall form a quorum.

Special General Meetings may be called at any time by the Committee by resolution.

The Committee must call a Special General Meeting if it receives a written request signed by at least <<type a percentage>> percent of Members.

Any resolution or written request must state the business that the Special General Meeting is to deal with.

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.

13. Notice of Motion Required

No motion shall be proposed, discussed or put to the vote at any annual general or special general meeting unless notice thereof has been given in the notice calling the meeting, provided always that, with the sanction of a resolution at any annual general meeting or special general meeting passed by at least a two-thirds majority, a motion of which notice has not been given as aforesaid may be proposed, discussed and put to the vote.

14. Chairmanship of Annual General or Special General Meeting

The President if present at an annual general or special general meeting shall take the chair at such meeting, and if the President is not present at such meeting, then the Vice-President shall take the chair, and if the Vice-President is not present the members present and entitled to vote shall elect a chair **person**.

15. Voting at Annual General and Special General Meetings

(a) At every annual general and special general meeting every member and every honorary life member present in person shall have one vote, and in the event of an equality of votes the chair **person** shall have a casting vote.

(b) The voting shall be on the voices and a declaration by the chair **person** that a resolution has been carried or lost on the voices, and an entry in the Association's minute-book to that effect, shall be conclusive evidence that such a resolution has been carried or lost, as



New Zealand Grassland Association Inc

the case may be, provided always that before the meeting passes to the next business any person who has voted on the resolution may demand a count, and the chairperson shall thereupon call on those wishing to vote for the motion or resolution to stand while they count them, after which they shall call on those who wish to vote against the motion or resolution to stand while they count them, and shall declare the motion or resolution to have been carried or lost in accordance with the votes cast in this last-named manner. If the meeting is held on-line and a count is required then voting will be by a show of hands, which can be indicated by individuals in-camera.

Finances

16. Funds of the Association

Balance date

The Society's financial year shall commence on 01 August each year and end on 31 July (the latter being the Society's balance date).

The funds and property of the Society shall be controlled, invested and disposed of by the Committee, subject to this Constitution, and devoted solely to the promotion of the purposes of the Society.

The Committee shall maintain bank accounts in the name of the Society.

(Need to include where any surplus assets would be given if the Society is put into liquidation or removed from the register)

The Executive Office shall:

- 1 Collect and account for dues and funds of the Association.
- 2 Disburse moneys of the Association under the authority of the Executive Committee.
- 3 Keep proper records and accounts of the financial affairs of the Association in the form directed by the Executive Committee.
- 4 Have power to operate the Bank accounts opened by the Executive Committee. Such accounts shall be operated by not fewer than two or more than six persons authorised by the Executive Committee.

17. Subscriptions

(a) The annual subscription which is due at the **beginning of the financial year (1 August until July 31)**

(b) and which shall include all privileges, including a copy of all publications by the Association for the year, shall be such a sum as shall be decided from time to time at any annual or special general meeting, except that members who have retired from active involvement in agriculture may apply to the Executive Committee for a reduced membership fee.

(c) The annual subscription for student members shall be one half the full subscription or such a sum as shall be decided from time to time at any annual or special general meeting.

(d) Non-members may be admitted to Conference at a fee which may be decided by the Executive Committee.

18. Audit Committee

(a) The Executive shall appoint no less than two and no more than four of its number as an Audit Committee.

(b) The Audit Committee will nominate its chair, who will report to the Executive on relevant matters.

(c) The Audit Committee assists the Executive in oversight of (1) the quality or integrity of the Association's financial statements, (ii) the Association's structure for compliance with legal and regulatory requirements, (iii) the effectiveness of the Association's internal controls.

(d) The Audit Committee's function is oversight. It is not the duty or responsibility of the Audit Committee or its members to conduct auditing or accounting reviews or procedures.

(e) The accounts of the Association will be prepared each year by a registered Accountant who shall be appointed by the Executive. A review of the annual accounts will be conducted by an independent registered Accountant, to be appointed by the Executive, at least once every 3 years. The Executive can undertake such a review at any other time.

18. Registered Office

The Registered Office of the Association shall be at such place as the Executive Committee may from time to time determine.

19. Common Seal

The Common Seal shall not be affixed to any document or instrument except by the express authority of the Executive Committee and in the presence of the Executive Officer and any one member of the Executive Committee who shall sign every deed or instrument to which the seal is affixed.



20. Alteration to the Rules

The rules may be altered, added to or rescinded at any annual general meeting, subject to the following conditions:

- (a) Notice of any proposed alteration, addition or rescission shall be posted to each member entitled to receive notices under these rules at least ten days prior to the date of the meeting at which such alteration, addition or rescission is to be considered.
- (b) The meeting may amend such proposals.
- (c) No resolution of any such meeting shall affect any alteration, addition or rescission unless it is carried by a majority of at least two-thirds of the members present at such meeting.
- (d) No addition or alteration to Rule 10(3) ii (personal benefit restriction) or to Rule 21 (winding up) shall be made without the Inland Revenue Department's approval.

21. Winding Up

In the event of winding up of the NZGA all Assets shall be vested in the NZ Grassland Trust. The Association may be wound up voluntarily by passing a Resolution, at a General Meeting, that the Association be wound up and that this resolution is confirmed at a subsequent General Meeting held for that purpose not earlier than 30 days after the date on which the resolution to be confirmed was passed.

Power to borrow funds

The Association shall have power to borrow up to \$5,000 in any one year on such terms as the Executive Committee may think fit, and above which the Executive must go back to members for approval.

25. Publications

- (a) Publications of the Association shall be under the direction of the Technical Editor or other editors appointed by the Executive Committee.
- (b) The Journal of the Association shall be published annually but other publications may be made as the Executive Committee from time to time determines.



APPENDIX 1: Definitions

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

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), 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 which, among other things, will receive and consider reports on the **Society's** activities and finances.

'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 deputise in the absence of the **Chairperson**.

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

'Interested Member' means a **Member** who is interested in a matter for any of 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—

1. the **Society's** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

'Member' means a person who has consented to become 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:

- a member of the **Committee**, or
- 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, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aroki a Matariki/Matariki Observance Day, and Labour Day.



APPENDIX 2: Dispute resolution

The Act requires that dispute resolution procedures cover a disagreement or conflict between and among members, officers and the 'Society' relating to an allegation that:

- a member or an officer has engaged in misconduct;
- a member, officer or the organisation has breached, or is likely to breach, a duty under the constitution or bylaws or the Inc Soc Act; or

a member's rights or interests as a member have been damaged or members' rights or interests generally have been damaged.

The dispute resolution processes will be consistent with the principles of natural justice, The 'Society' will follow the procedures of Schedule 2 of the 2022 Act (Optional dispute resolution procedures)

This includes:

Person who makes complaint has right to be heard

Person who is subject of complaint has right to be heard

Investigating and determining dispute

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Society may decide not to proceed further with complaint

Society may refer complaint

1. The **Society** may refer a complaint to—
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

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—

1. impartial; or
2. able to consider the matter without a predetermined view.