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Incorporated Societies Alteration of Rules - Certificate



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Name of Society

NEW ZEALAND GRASSLAID ASSOCIATION INC

Society Number

216096

I certify that the alteration has been approved in accordance with the society's rules.

Please tick if the rule alteration includes a name change for the society

Name

ROSS WHITE

Position

EXECUTIVE SECRETARY

Signature

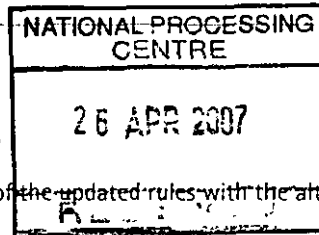
Date

20 - APRIL - 2007

Note: This certificate must be completed by an officer of or solicitor for the society.

Checklist before filing:

- Has this certificate been completed by an officer of or solicitor for the society?
- Has the copy of the alteration to rules been signed by 3 members of the society?
- Is a copy of the rule alteration(s) attached? This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- If the name of the society is being changed, have you checked the name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz?



Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

NPC# 08
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- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- The control and use of the common seal.
- How the society's funds will be controlled or invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

Your Contact Details

Name and Postal Address:

ROSS WHITE
P O Box 809A
Gardens, 9014
DUNEDIN

Other Details

Telephone: 4770712

Email:

Post To

Incorporated Societies Register
Companies Office
Private Bag 92061
Auckland Mail Centre 1020

NZGA Rules

Rules of the New Zealand Grassland Association (Incorporated)

1. Name

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

2. Objects

The objects of the Association shall be:

1. To foster progress in all matters relating to grassland.
2. To encourage collaboration between all persons connected with grassland.
3. To hold conferences, meetings, lectures and field days, and to make publications.

3. Classes of Members

The members of the Association shall consist of:

1. Members
2. Honorary Members
3. Student Members

Members: Any person who is approved by the Executive Committee by a resolution by a two-thirds majority as being suitable for election as a member shall be regarded as a member of the Association.

Honorary 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 Member, provided that no more than one Honorary Member shall be elected in any one year. Honorary Members shall be entitled to all the privileges of members.

Student Members: Student Members shall be entitled to attend conferences and receive publications by the Association but shall not be entitled to vote at any annual or special general meeting.

4. Subscriptions

(a) The annual subscription which is due at the **beginning of the financial year** 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.

(b) 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.

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

The annual subscription shall be tendered with the nomination form to the Secretary by a candidate for election as a member, and such a subscription shall be refunded to the candidate should they not be elected.

5. Election of Members

Candidates for election as members shall be subject to election by the Executive Committee as follows:

1. Application for membership must be submitted in writing to the Secretary.
2. Application for membership must be accompanied by the current annual subscription.

3. Election to membership shall be considered by the Executive Committee at its first meeting following receipt of the application.

4. A candidate shall be deemed to be elected if two-thirds of those members present at the meeting signify accordingly.

5. Any candidate not elected by the Executive Committee will be notified by the Secretary and the subscription will be refunded.

6. Officers

The officers of the Association shall be:

President
Vice President
Secretary
Technical Editor

The President and the Vice-president shall be elected at the annual general meeting as set out in clause 8(1) below. The Secretary and Technical Editor shall be appointed by the Executive and these appointments will be presented to the annual general meeting for a vote of confirmation. Any contracted member of the Executive will not have voting rights.

The terms of an employment contract established under section 10.4, between the Executive and any one or more of the appointed officers (Secretary or Technical Editor) shall take precedence over the confirmation procedure described in Section 6.1 above.

7. Constitution of the Executive Committee

The Executive Committee of the Association shall consist of the:

President
Vice-President
Secretary
Technical Editor
5 members and
the Chairman of the Local Organising Committee

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

1. Nominations for election as President and Vice President, from current members of the Executive, shall be called for by the Secretary at the AGM, with the proviso that nominees be current members of the Executive and any person having already served two years as President shall be ineligible for nomination.

2. Nominations for election as members of the Executive Committee shall also be called for by the Secretary at the annual general meeting.

3. 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, ie for a term of approximately three years.

4. 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, ie nine years in total.

5. 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.

6. Nominations shall be by word of mouth.

7. Each nomination shall have the consent of the nominee and shall be proposed and seconded by members or honorary members.

8. 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

1. The Secretary shall display at the place of meeting the names of the nominees beside the offices for which they are nominated.

2. If the number of nominees exceeds the number of vacancies on the Executive Committee an election shall be held.

3. 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.

4. Ballot papers recording more than the required number of names shall be invalid.

5. The votes shall be counted by three scrutineers appointed by the meeting.

6. At the conclusion of the voting the scrutineers shall inform the chairman in writing of the number of votes cast for each nominee.

7. The President 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 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 arms 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 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 one additional member for a period of one year.

11. Annual General Meeting

1. The annual general meeting shall be held each year at a time and place decided by the Executive Committee.

2. At each annual general meeting a printed or typewritten report and duly audited balance sheet and income and expenditure account for the preceding year shall be presented. A copy of such report and balance sheet and income and expenditure account shall be made available to each member at the annual general meeting.

3. At least ten days' notice **in writing** of the time and place of the annual general meeting shall be given to each member.

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

12. Special General Meetings

(a) 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.

(b) 1. 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.

(b) 2. If the meeting be not called within this time, the members signing the request shall have power to convene a meeting.

(c) Each member shall be notified in writing 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.

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

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 chairman.

15. Voting at Annual General and Special General Meetings

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

(b) The voting shall be on the voices and a declaration by the chairman 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 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 chairman shall thereupon call on those wishing to vote for the motion or resolution to stand while he counts them, after which he shall call on those who wish to vote against the motion or resolution to stand while he counts 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.

16. Funds of the Association

The Secretary shall:

(a) Collect and account for dues and funds of the Association.

(b) Disburse moneys of the Association under the authority of the Executive Committee.

(c) Keep proper records and accounts of the financial affairs of the Association in the form directed by the Executive Committee.

(d) Have power to operate the Post Office Savings Bank accounts and trading 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. Audit

- (a) **The Executive shall appoint no less than two and no more than three 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 assist the Executive in oversight of (i) the quality or integrity of the Association's financial statements, (ii) the Association's structure for compliance with legal and regulatory requirements, (iii) the performance and independence of the Association's independent auditors, and (iv) 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. These are the function of the external auditor.**
- (e) **The Chair of the Audit Committee will present the accounts to the Annual General Meeting.**

The accounts of the Association shall be audited at the end of each financial year by an honorary auditor, who shall be appointed each year by the Executive Committee.

The financial year shall end on 31 July each year.

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 Secretary 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 effect 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 the Association winding up, any surplus of assets remaining after payment of all its debts and liabilities shall be distributed to some other charitable organisation or body having objects similar to the Association, or to some other charitable purpose, within New Zealand. Such distribution shall be at the discretion of the Executive Committee, after prior consultation with, and approval of, the Inland Revenue Department.

22. Resignations

1. Any member of the Association may resign by giving notice in writing to the Secretary.
2. 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.

23. 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.

24. 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


1. Publications of the Association shall be under the direction of the Technical Editor or other editors appointed by the Executive Committee.
2. Proceedings of the Association shall be published annually but other publications may be made as the Executive Committee from time to time determines.

I certify that this is a copy of the rules of the New Zealand Grassland Association Incorporated as amended by the Annual General Meetings held on October 10 2005 and November 14 2006 respectively; and further that I was present at both meetings.

John Caradus President



Pat Garden Vice-President



Anders Crofoot Executive Member



Dated at Palmerston North 8 March 2007