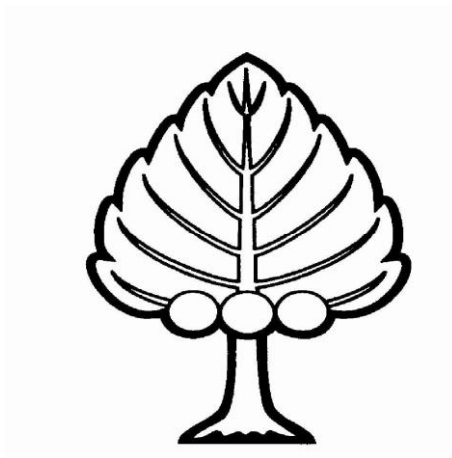


NEW ZEALAND TREE CROPS ASSOCIATION INCORPORATED



CONSTITUTION and BY LAWS

29 March 2019

Approved at the Annual General Meeting of the NZTCA
held at Mapua, Nelson, on 29 March 2019

CONSTITUTION OF THE NEW ZEALAND TREE CROPS ASSOCIATION INCORPORATED

29 March 2019

1. NAME

The name of the society is "New Zealand Tree Crops Association Incorporated".

2. DEFINITIONS AND INTERPRETATION

- (a) "The Act" means The Incorporated Societies Act 1908 and its amendments.
- (b) "Action Group" means any group of Association members whose formation into a special interest group for the investigation and furtherance of a particular tree crop has been approved by the Management Committee.
- (c) "The Association" means the New Zealand Tree Crops Association Incorporated.
- (d) "Bylaws" refers to the minor rules of this Association which have been approved at a meeting of the Association.
- (e) "Management Committee" means the administrative body of the Association. (f) "Month" means calendar month.
- (g) "Remit" means a recommendation of a Branch or Action Group on the policies to be pursued by the Association.
- (h) "Rule" refers to a rule in this Constitution.
- (i) "Tree Crops" means all the various crops which trees can provide. This includes fruit, nuts, timber, fuelwood, livestock fodder, bee forage and many others.
- (j) Words importing persons shall include corporations and other legal entities.

3. OBJECTS

The Objects of the Association are:

- (a) to stimulate and promote interest in tree crops generally;
- (b) to encourage investigation into tree cropping, and especially into new crops and cultivars;
- (c) to promote the standardisation of cultivar names;
- (d) to develop and promote the principles of multi-tier farming;
- (e) to investigate and promote the benefits of using tree cropping to improve the environment;
- (f) to research and disseminate information on growing and using tree crops;
- (g) to educate and train people in the growing of tree crops;
- (h) to encourage the active participation of amateurs and professionals in the above activities.

4. POWERS

The Association has the following powers:

- (a) To acquire by purchase, lease, hire, devolution, gift or otherwise property both real and personal or any interest in property, and to dispose of the same;
- (b) To borrow and raise money and give security for it by the issue of debentures or stock, or by mortgage or charge upon all or any part of its property;
- (c) To launch appeals for funds from the public;
- (d) To invest its funds;

- (e) To make grants of funds;
- (f) To establish and operate trusts for the attainment of any of the Objects of the Association;
- (g) To engage in other activities or co-operate with other organisations in the furtherance of the Objects of the Association.

5. MEMBERSHIP

- (a) Any person may apply to become a member of the Association who wishes to work towards the realisation of any one or more of its Objects and who agrees that, although they may not wish to support all of the Objects, they will not do anything to obstruct, undermine, or in any way impede or conflict with efforts of other members to realise any Objects of the Association.
- (b) Any organisation or entity concerned with any aspect of the Objects of the Association may apply to become a member, and may nominate one representative to act on its behalf
- (c) Applications for membership should be submitted in writing to the National Treasurer or to the National Secretary, and should be accompanied by the current annual subscription.
- (d) A person shall not become a member until the annual subscription of the Association has been paid. Upon payment, their name, contact details, and date of becoming a member shall be entered on the Register of Members of the Association.
- (e) A person shall cease to be a Member of the Association, in the following circumstances: if that member should give notice in writing to the National Secretary of their desire to resign from the Association;
 - (i) upon failure to pay their Annual Subscription, as provided for in Rule 6.
 - (ii) if that Member be expelled from membership by a resolution of the Management Committee; Such decision of the Management Committee shall be final, provided that the member has been given no less than fourteen days notice of the proposal to act under this rule, and such notice also informed the member of their right to place any relevant information before the Management Committee.
- (f) At any Annual General Meeting of the Association any member may be made an Honorary Life Member of the Association in recognition of such member's services to the Association or for any other reason which the Association may consider fit. An Honorary Life Member shall have all the rights and privileges of a Financial Member of the Association without payment of any subscription.
- (g) Life Memberships purchased prior to 21 November 1981 shall continue to receive the same benefits as other members of the Association, at no further cost.

6. SUBSCRIPTIONS

- (a) The Annual Subscription shall be an amount determined by the Association at a General Meeting.
- (b) The Annual Subscription shall be payable, in the case of new members, at the time of application for membership. In the case of continuing members, the subscription must be renewed annually, on the anniversary of joining the Association.
- (c) If a member fails to pay the current subscription fee within three months of the due date, their membership may lapse.

7. ASSOCIATION BUSINESS

The business of any Meeting of the Association may include, but shall not be limited to, the following:-

- (a) The formulation of the general policy of the Association;
- (b) The government and management of the affairs of the Association and in particular the management and control of funds and property of the Association;
- (c) The interpretation of these rules (such decision to be final and binding on all members);
- (d) The making of Bylaws not inconsistent with these Rules, and the rescission, alteration or substitution of such Bylaws.

8. ANNUAL GENERAL MEETING OF THE ASSOCIATION

- (a) An Annual General Meeting of the Association shall be held each year, not earlier than 15th March nor later than 31st May, at such time and place as the Management Committee may determine.
- (b) The National Secretary shall give three months' written Notice of the Annual General Meeting to all members.
- (c) The business of the Annual General Meeting shall be:
 - to confirm the minutes of the previous meeting or meetings and to consider any business arising;
 - to receive and adopt the Management Committee's Annual Report;
 - to receive and approve the audited/reviewed annual statements of income and expenditure and assets and liabilities of the Association; to elect the Patron, the President, the North and South Island Vice-presidents and any other members of the Management Committee; to approve the appointment of the Auditor/Financial Reviewer;
 - to set the Annual Subscription; to consider any remits brought forward by the Branches; and to attend to any other matters of business as detailed in Rule 7.
- (d) Each Branch may submit remits to the meeting. These must be in writing and received by the National Secretary at least two months prior to the meeting.
- (e) The National Secretary must give each Branch a copy of the Agenda one month prior to the meeting together with a copy of any remits and nominations for National Officers received from Branches.
- (f) A Quorum shall be 50% of those entitled to vote, that is, members of the Management Committee and Delegates, as set out below in Rule 10.

9. SPECIAL GENERAL MEETINGS OF THE ASSOCIATION

- (a) A Special General Meeting of the Association may be convened at any time under the direction of Management Committee or on the petition of not less than 10% of members.
- (b) The meeting must be held within one month of the National Secretary's receiving the direction or petition.
- (c) The National Secretary must give to each member not less than two weeks' written notice of the special meeting and the reason for calling it.
- (d) The quorum shall be 50% of those entitled to vote, that is, members of the Management Committee and Delegates as set out below in Rule 10

10. CONDUCT OF ASSOCIATION ANNUAL AND SPECIAL GENERAL MEETINGS

- (a) Meetings of the Association shall be chaired by the President unless other arrangements are made by the Management Committee.
- (b) Only those who are currently financial or Honorary members of the Association shall be entitled to vote under the provisions detailed below.
- (c) Each Branch shall be entitled to be represented by one voting Delegate.
- (d) Any Action Group which has been granted voting rights under Rule 19 shall be entitled to be represented by one voting delegate.
- (e) All members of the Management Committee shall have voting rights at Special and Annual General Meetings.
- (f) Any member authorised under these rules to vote at a meeting of the Association, may vote by proxy, in accordance with the Bylaws.
- (g) Each Delegate (from Branch or Action Group), and each Management Committee member will be entitled to one vote, except that the Chair of the meeting may exercise a casting vote in the case of a tie, provided that the chair shall exercise his or her vote so as to preserve the status quo.
- (h) Motions may be passed by a simple majority. Voting shall be by voices or show of hands as the chair deems appropriate. Any member eligible to vote may call for a show of hands.
- (i) Financial members of the Association who are not members of the Management Committee nor Delegates may speak, but may not vote or propose or second motions at any meeting of the Association.

11. PATRON

A Patron may be elected by a meeting of the Association in accordance with the current bylaws.

12. MANAGEMENT OF THE ASSOCIATION

- (a) The management of the business of the Association shall be vested in the Management Committee. It shall attend to all those matters required for the efficient running of the Association to achieve the Objects of the Association.
- (b) The Management Committee may exercise the "Powers" of the Association as in Rule 4, EXCEPT THAT it must receive special approval at a meeting of the Association before exercising those of Rule 4(b).
- (c) The Management Committee must comply with the rules of this Constitution, current Bylaws and the requirements of The Act.
- (d) The Management Committee shall endeavour to execute any instructions of the Association passed at a meeting of the Association.
- (e) The Management Committee shall regularly send to Branches minutes or reports of Management Committee meetings, and shall make an Annual Report to the Annual General Meeting of the Association.
- (f) The Management Committee shall decide whether to pay honoraria, remuneration, or other reimbursement of expenses to the National Secretary, National Treasurer, Auditor/Financial Reviewer, or any other appointee, and shall determine how much will be paid. No member who is to receive any such payment shall participate in the Management Committee decision to make that payment, or the determination of the amount to be paid.

13. MANAGEMENT COMMITTEE

- (a) The Management Committee shall consist of not less than five persons, nor more than nine persons in total.
- (b) The elected members of the Management Committee must be members of the Association, and shall be elected at the Annual General Meeting of the Association. They shall be:
the President; Vice-presidents, (at least one resident in the North Island and one other resident in the South Island); and any other member(s) elected by the meeting.
- (c) The Immediate Past President, if available, shall be a full member of Management Committee in the year immediately following their last year of office as President.
- (d) The Management Committee has the power to appoint a member to any position on Management Committee left unfilled during the election of officers, or becoming vacant during their term of office. These appointees will have the same rights as other members of the Management Committee
- (e) The above members shall appoint the National Secretary and the National Treasurer, who shall also become full members of the Management Committee.
- (f) The Management Committee shall have at least two members with at least one from the North Island and one from the South Island.. It shall appoint another member to comply with this rule if the required representation is not met.
- (g) The Management Committee may from time to time appoint people to do specific jobs with or without making them members of the Management Committee.
- (h) At an Association Annual General Meeting the retiring elected members of Management Committee, if available, will continue to officiate until the conclusion of the Annual General Meeting. The appointed members of Management Committee shall continue in office until re-appointed or replaced by Management Committee.

14. THE PRESIDENT The President shall:

- (a) Ensure that the Rules are followed;
- (b) Convene Management Committee meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chair meetings, deciding who may speak and when;
- (d) Oversee the operation of the Association;
- (e) Provide a report on the operations of the Association at each Annual General Meeting.

15. THE NATIONAL SECRETARY The National Secretary shall:

- (a) keep the minutes of the proceedings of every Annual General Meeting, Special General Meeting, and Management Committee Meeting;
- (b) properly file and record all correspondence and papers dealing with the affairs of the Association;
- (c) prepare the agenda for the Annual General Meeting and Special General Meeting;
- (d) give to each person who has been appointed as an officer of the Association, notification of the appointment;
- (e) do such other actions as the Management Committee or Association may from time to time require.

16. THE NATIONAL TREASURER The National Treasurer shall:

- (a) record all money received by the Association and bank it in the name of the Association;
- (b) pay such accounts as are approved by the Management Committee;
- (c) put before the members at the Annual General Meeting the audited/reviewed statement of Income and Expenditure and statement of Assets and Liabilities for the year ending the previous 31st day of December;
- (d) keep the books of account and prepare financial accounts and statements;
- (e) keep a record of all subscriptions received during the year and remit to each Branch its portion of the subscription as determined by the Management Committee;
- (f) ensure that a register is kept of members and their membership status.
- (g) comply with any relevant part of the Act. The Treasurer shall send make an annual return to the Registrar of Incorporated Societies and to the Charities Commission as required.,
- (h) do such other actions as the Management Committee or Association may from time to time require.

These tasks may be split between the National Treasurer and a National Membership Secretary.

17. THE AUDITOR/FINANCIAL REVIEWER

The Management Committee shall appoint an Auditor/Financial Reviewer to audit/review the annual financial statements of the Association. The Auditor/Financial Reviewer shall report on whether the financial statements are prepared in all material respects in accordance with the Association's accounting policies. The Auditor/Financial Reviewer must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Association. If the Association appoints an Auditor/Financial Reviewer who is unable to act for some reason, the Committee shall appoint another Auditor/Financial Reviewer as a replacement.

The Committee is responsible to provide the Auditor/Financial Reviewer with:

- a. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- b. Additional information that the Auditor/Financial Reviewer may request from the Committee for the purpose of the audit/review; and
- c. Reasonable access to persons within the Society from whom the Auditor/Financial Reviewer determines it necessary to obtain evidence.

18. INDEMNITY OF OFFICERS

No officer of the Association or member of the Management Committee shall be liable for the acts, receipts, neglects or defaults of any other officer of the Association, or any loss occasioned by an error of judgement or oversight on their part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same happened through their own wilful default or dishonesty provided however this rule shall not apply to any officer with whom the Association has a professional-client relationship and who is being paid professional fees by the Association.

19. BRANCHES

- (a) The Association shall encourage the formation of its members into Branches. The formation of any Branch must be approved by the Management Committee, and Branches may be either Incorporated or Unincorporated.
- (b) The function of each Branch shall be to encourage investigation into tree cropping, to arrange meetings and field days, disseminate information, raise funds, and do anything to further the objects of the Association.
- (c) Each Branch shall have an Annual General Meeting not later than 31st March at which it shall elect its officers and receive and approve an audited or reviewed Statement of Assets and Liabilities and Financial Statement. Branch members shall be given at least fourteen days' written notice of this meeting. Members must elect annually at the Branch AGM to accept an audited or reviewed Statement of Assets and Liabilities and Financial Statement, though this election does not override the necessity for an audited version if so requested by Management Committee. An audit/review must be carried out by a person with appropriate qualifications or experience to accept responsibility for approving the financial affairs of an Incorporated Society.
- (d) Each Branch shall elect its own Chair, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person.
- (e) The Committee of each Branch shall consist of its Chair, Secretary, Treasurer and as many other members as the Branch elects or that committee co-opts, but shall not have less than five members.
- (f) Each Branch shall also elect one delegate as referred to in Rule 10 hereof. The Delegate may also hold other official positions in the Branch.
- (g) Within fourteen days of its Annual General Meeting each Branch shall send to the National Secretary a copy of its audited/reviewed and approved accounts, together with a report of its activities for the past year, and the names and addresses of its Officers.
- (h) All Branch cheques must be signed by no less than two people authorised by that Branch Committee or where internet banking is used, ensure that all transactions are approved at a duly constituted meeting and minuted.
- (i) If a Branch is wound up or goes into recess, all Branch records, minute books, bank statements and incidentals shall be forwarded to the National Secretary for safe-keeping. Any residual funds after the payment of any accounts or financial commitments shall be transferred to the Association, to be held in trust and returned upon the reformation of the Branch.
- (j) If a Branch acts outside the provisions of this constitution, Management Committee may declare the Branch Committee out of order and call a Branch Special General Meeting to elect a new committee and/or to deal with particular items of business. Should Management Committee be unable to resolve the problem it may suspend capitations, take away its right to vote, or dissolve the Branch. Should dissolution of the Branch take place, any accumulated funds which have been collected in the name of the Association shall be liable to be forfeit to the Association, to be held in trust and returned to the Branch upon its reinstatement.

20. ACTION GROUPS

- (a) The Management Committee may approve the formation of an Action Group, which shall consist of a group of Members who share a particular interest in researching or promoting a specific crop, regardless of which Branch they belong to.

- (b) Each Action Group shall have a Convenor or Chair.
- (c) Any Action Group may apply to the Management Committee for the right to have a Delegate and voting rights at Special and Annual General Meetings of the Association, and the Management Committee at its discretion has the authority to grant or revoke this right.
- (d) If an Action Group administers any funds, or if it wishes to have a Delegate at Association meetings as provided for above, it must have a properly elected committee and adhere to all the above rules for Branches.
- (e) Although Action Groups may from time to time receive financial assistance from the Association at the discretion of the Management Committee, they shall not be entitled to any regular or per capita portion of subscriptions.

21. FINANCIAL YEAR

The Financial Year of the Association shall be from 1st January to 31st December.

22. USE OF FUNDS

No part of the Association's income or other funds shall be used or be available for the private use of any member or an associated person of any member EXCEPT when this constitutes a reasonable payment for services, or a repayment of costs incurred on behalf of the Association.

23. BANKING

- (a) Banking facilities for the Association shall be with such Bank and with such Branch as determined by the Management Committee.
- (b) All Association payments must be authorised as directed by Management Committee in such a manner and by such people as Management Committee from time to time directs.

24. SEAL

The Common Seal of the Association shall be used for any contract which, if made by private persons, must be by deed. The Common Seal shall be held by the Secretary and shall be affixed to any prescribed document by the Secretary in the presence of two other members of the Management Committee.

25. INTERPRETATION

- (a) Every notice to be given to a member under any of these Rules shall be deemed to be sufficiently given if posted to the address appearing in the Association register of members, and the loss or non-delivery of such notice shall not invalidate any resolution passed or anything done by the Association or its Management Committee.
- (b) A substantial compliance with these rules whether as to form, time, number, or as to any other matter shall in all cases be good and sufficient, and no resolution, decision, election, appointment, notice, or any other matter or thing shall be invalidated merely by reason of a failure to comply exactly with these Rules.
- (c) Where no rule is provided under the Constitution or Bylaws to deal with a particular matter, the Management Committee shall have the power to make a ruling not inconsistent with the Constitution and Bylaws.

26. ALTERATIONS TO THE CONSTITUTION

- (a) A motion for the alteration to, addition to or deletion of any part of this constitution may be presented at the Annual General Meeting or a Special Meeting called for that purpose.

- Any resolution altering the constitution must be carried by a majority of not less than three-quarters of those currently eligible to vote.
- (b) At least one month's written notice of any proposed motion to so alter the constitution shall be given to all members of the Association.
 - (c) No addition to or alteration of Rules 22 and 28, dealing respectively with the use of funds and disposition of funds on winding up, shall be made without the approval of the Inland Revenue Department.
 - (d) The Association is approved for Charitable Status and the Department of Inland Revenue under Section 61(24) of the Income Tax Act 1976, and the following additional provisions will apply:
 - (i) In the event of winding up, any surplus funds of the Association shall be transferred to another tax-exempt organisation with similar aims and objects.
 - (ii) No alteration of the Constitution is permitted which would have the effect of amending the primary objectives of the Association which enabled it to qualify for its tax-exempt and Charity status.
 - (e) Any alteration to the constitution shall be signed and sealed as in Rule 24, and shall be notified to the Registrar of Incorporated Societies.

27. WINDING UP

The Association may be wound up voluntarily if at any General Meeting a resolution is passed requiring it to be wound up, and the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held no earlier than thirty days after the first meeting.

28. DISPOSITION OF SURPLUS ASSETS

On winding up or dissolution of the Association the surplus assets after the payment of all costs, debt and liabilities shall be given for tree crop research purposes, in such manner as determined by the winding up meeting, or as the Registrar of Incorporated Societies shall determine. No part of it shall be available for the private use of any member or an associated person of any member.

29. REPEAL

This Constitution revokes and replaces all previously existing Rules of the Association.

BYLAWS OF NZ TREE CROPS ASSOCIATION

1. APPROVAL

These bylaws can be approved, deleted or altered only at an AGM or SGM. Notice of changes shall be the same as for remits and the same voting procedures shall apply. Changes to these Bylaws do not need to be notified to or approved by the Registrar of Incorporated Societies.

2. ANNUAL GENERAL MEETINGS

- (a) Late Remits: If remits are not received by The National Secretary by two months before the Annual General Meeting a resolution from the meeting is required before they can be discussed and voted upon.
- (b) Nominations: Nominations must have the approval of the nominee, must be in writing, and must be received by the National Secretary two months prior to the meeting. Nominations may be made by any Branch or Action Group which has been granted voting rights under Rule 19 of the Constitution.
- (c) Late Nominations: Late nominations for officers will not be accepted if there are other nominations. Any unfilled positions may be filled by appointment by the Management Committee, as allowed by Rule 13(d) in the Constitution.

3. SPECIAL GENERAL MEETINGS

A Special General Meeting must not deal with any business other than that for which the meeting was convened. (Except that informal or non-binding discussions may take place after the meeting has concluded.)

4. PROXY VOTING

Any proxy for voting at Association meetings must be authorised in writing and delivered to the National Secretary no later than 5.00 pm of the previous day. Proxy votes for Branch and Action Group Delegates can be authorised only by that Branch or Action Group, and must be signed by the Chair, Secretary or Treasurer of that Branch or Action Group.

5. MANAGEMENT COMMITTEE MEETINGS

- (a) The Management Committee shall meet at least four times a year. "Conference calls" by telephone or internet are an acceptable way to meet.
- (b) A quorum is 50% of members.
- (c) All appointed members of the Management Committee are entitled to vote at it's meeting. Contract appointments (Website manager; TreeCropper Editor; Research Convenor) may be invited to attend Management Committee meetings but do not have a vote. Motions shall be passed by a simple majority.
- (d) The National Secretary shall keep minutes of all Management Committee meetings and shall record all resolutions and accounts passed for payment.

6. REGISTERED OFFICE

The Registered Office of the Association shall be at the address of the current National Secretary, to be notified to the Registrar of Incorporated Societies.

7. ANNUAL CONFERENCES

Management Committee shall decide which Branch will arrange each Annual Conference. An agreement shall be completed between the Management Committee and the host Branch

detailing the responsibilities for the running of the Conference. Management Committee may overrule the decisions of the Conference Committee if this is considered necessary. Management Committee may lend the Conference Committee an approved amount from the Association to meet initial expenses, but this is to be repaid after the Conference. The agreement must show how any profit or loss made by the Conference shall be shared between the Association and the Branch organising the Conference.

8. PATRON

The Association may choose to elect a Patron on an annual basis. This position carries no special duties or privileges except that they shall be an Honorary Member during their year of office and not expected to pay any subscription in that year. The position is intended to honour someone who has made an outstanding contribution to the Association or to the growing of tree crops or someone whose public position will allow that person to actively promote the objectives of the Association. If no nomination is received by the due date the position may be suspended for the year.

9. THE DR DON MCKENZIE AWARD

- (a) The Award may be made annually for "a significant contribution to the growing of tree crops".
- (b) If no nominations are made by the due date the award may be suspended for the year.
- (c) Only Members of the Association are eligible for the award.
- (d) Candidates must be nominated by Branches or Action Groups, no later than two months before the Association AGM. The nomination must be accompanied by the reasons for nomination.
- (e) The selection will be made at a meeting of Delegates and Management Committee prior to the AGM. That meeting may decline to make the award for that year.
- (f) The winner will be announced at the Annual Dinner at the Tree Crops Conference.
- (g) The winner will hold for one year the trophy which is a petrified walnut mounted in epoxy resin.

10. ACTION GROUPS

Any Action Group which is granted voting rights automatically also gains the right to submit remits to Association meetings and to nominate people for election. The Management Committee's guidelines for granting voting rights to Action Groups shall take into account how many members a group has, what research it is undertaking and what progress it is making, how many activities it holds, whether it has a proper committee and can provide an audited/reviewed statement of its accounts, whether it is sending reports to Management Committee, and any other factor Management Committee considers relevant.