

RULES OF GROWERS RELIEF FUND INCORPORATED

1. NAME

- 1.1 The name of the Society shall be the Growers Relief Fund Incorporated (“the Society”).

2. OBJECTS

- 2.1 The primary objects of the Society shall be:

- (a) to relieve poverty among persons who are or were engaged in activities and/or employment associated with the New Zealand fruit and vegetable growing industry;
- (b) to provide support, funding or grants to advance education among persons who are or were engaged in activities and/or employment associated with the New Zealand fruit and vegetable growing industry;
- (c) to provide relief to fruit and vegetable growers whose orchards, gardens, paddocks, produce and/or livelihood have suffered damage from natural disaster;
- (d) to promote, encourage, foster and/or undertake programmes, activities and projects that are related to the fruit and vegetable growing industry and beneficial to the New Zealand public, or any group, community or sector in New Zealand and charitable in nature;
- (e) to promote and encourage in the national interest research into and the dissemination of information relating to the growing or consumption of fruit and vegetables in New Zealand or to any other issue or matter whatsoever relating to fruit and vegetables that the Executive considers to be in interests of the New Zealand public;
- (f) to make regulations and bylaws to advance the attainment of any of the above objects;
- (g) to do any act or thing ancillary to the attainment of any of the above objects.

- 2.2 Notwithstanding anything else in these Rules, the Society shall not pursue any objects or purposes that are not charitable within the meaning of the Charities Act 2005.

3. POWERS

- 3.1 In addition to its statutory powers, the Society:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people, consultants, researchers and companies as may seem expedient;
- (b) May purchase, lease, borrow, hire or otherwise acquire, may exchange, and may sell, lease, lend or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;
- (c) May invest in any investment in which a trustee might invest;
- (d) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security,

but such powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least seven clear days written notice was given by circulation to all Members.

- 3.2 Any income, benefit or advantage shall be applied to the charitable purposes of the Society.

- 3.3 No individual member or associated person shall receive any form of private income, benefit or advantage from the operations of the Society, provided that a person may derive an income, benefit or advantage for providing professional services to the Society rendered in the course of the activities of the Society at no greater than current market rates.
- 3.4 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of the member or associated person of any income, benefit or advantage whatsoever.
- 3.5 The provisions and effect of this clause shall not be removed from these Rules and shall be included and implied in any document replacing these Rules.

4. MEMBERSHIP OBLIGATIONS

- 4.1 All Members shall promote the interests and the objects of the Society and shall do nothing to bring the Society into disrepute.
- 4.2 Every Member shall advise the Secretary of any change of address.

5. ADMISSION OF MEMBERS

- 5.1 Applicants for membership shall complete an application form provided by the Executive and supply such information as may be required by the Executive.
- 5.2 Membership applications shall be considered by the Executive who may interview a membership applicant.
- 5.3 The Executive shall have discretion whether or not to admit a membership applicant and shall advise the applicant of its decision.
- 5.4 The Secretary shall keep a membership register of corporate and individual Members recording their names and addresses and the date each member became a member.

6. CESSATION OF MEMBERSHIP

- 6.1 Any Member may resign from membership by written notice to the Secretary, and each resignation shall take effect from the end of the Society's then current financial year, but the Member resigning shall remain liable to pay all subscriptions to the end of the financial year. Upon the resignation taking effect, the Member shall then cease to hold himself or herself out as a member of the Society and shall return to the Society all material produced, owned or held by the Society.
- 6.2 After due inquiry and having given a Member the right to be heard, the Executive may by letter invite any member within a specified period of time to resign for failure to comply with these Rules or any of Society's Regulations or By-laws, bringing the Society into disrepute or failure to comply with any other duties of a member. If the Member does not so resign, the Executive may recommend to the General Meeting that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to the General Meeting, that Meeting may expel the Member by resolution passed by two-thirds majority of those present and voting. Any such former member shall remain liable to pay all subscriptions to the end of the Society's then financial year, and the Member shall

then cease to hold himself or herself out as a member of the Society and shall return to the Society all material produced, owned or held by the Society.

7. RE-ADMISSION OF FORMER MEMBERS

7.1 Any former member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive.

8. SUBSCRIPTIONS

8.1 The annual subscription for Members shall be set by resolution of a General Meeting.

8.2 Any member failing to pay the annual subscription within one calendar month of the date the same was set shall be considered unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. If such arrears are not paid within six months, or such later date as the Executive may determine, the Member's membership shall be deemed to have been terminated and the Member shall cease to hold himself or herself out as a member of the Society and shall return to the Society all material produced, owned or held by the Society.

9. ANNUAL GENERAL MEETINGS

9.1 An Annual General Meeting shall be held once in each financial year at a time and place to be determined by the Executive but not later than 30 November.

9.2 The business of the Annual General Meeting shall be:

- (a) to give notice of Proxies;
- (b) to approve the minutes of the previous Annual General Meeting and any Special Meeting;
- (c) to approve the criteria (as recommended by the Executive) for application of the Society's funds for its charitable objects;
- (d) to receive and consider the annual report of the Executive;
- (e) to receive and consider the annual financial statements;
- (f) to approve a budget for the following year and set the subscriptions (if any) for the following year;
- (g) to hold the Executive elections;
- (h) to approve any honorarium for the Executive and Sub-Committee Members;
- (i) to consider motions and other business of which notice has been given or is accepted by the majority of Members entitled to voted who are present.

10. SPECIAL GENERAL MEETINGS

10.1 Special General Meetings may be called by the Executive, or by written requisition to the Executive signed by not less than a quarter of the financial Members.

10.2 Any requisition shall specify the objects or purpose of the meeting and the Executive shall within one month after receipt of the requisition convene a Special General Meeting for a date not later than two months after the date on which the requisition was received.

10.3 At least seven clear days before any Special Meeting, the Secretary shall give all Members written notice of the business to be conducted at the Special General

Meeting and a copy of the written requisition (if applicable). The failure by any Member to receive such notice shall not invalidate the meeting or its proceedings.

11. MEETING PROCEDURE

- 11.1 Any Member wishing to give notice of any motion for consideration at any General Meeting shall forward written notice of the same to the Secretary not less than 14 clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendation to the Members in respect if them.
- 11.2 At least seven clear days before any General Meeting the Secretary shall give all Members written notice of the business to be conducted at the General Meeting, including for the Annual General Meeting the annual statement of accounts n agenda including motions to be put to the meeting. The failure by any member to receive such notice shall not invalidate the meeting or its proceedings.
- 11.3 Any Member may attend and speak at a General Meeting, but only financial Members may vote.
- 11.4 A Member shall be entitled to vote by written proxy if received by the Secretary at the start of the General Meeting and given in favour of another financial Member present at the General Meeting, but no other proxy voting shall be permitted.
- 11.5 Voting at a General Meeting shall be by a show of hands or poll if so directed by the Chairperson, or if so demanded by not less than a quarter of financial Members present at that meeting.
- 11.6 At all General Meetings the quorum shall be a quarter of financial Members of the Society.
- 11.7 At any General Meeting the Chairperson shall serve as chair of the meeting and in his absence the meeting shall elect a chair for that meeting.

12. POSTAL BALLOT

- 12.1 The Executive may direct that a postal or electronic ballot (a "**Ballot**") of Members be held to determine the following issues:
 - (a) Any issue which a General Meeting of the Society has determined shall be referred to a Ballot; and
 - (b) Such other matters as the Executive may determine.
- 12.2 Ballot papers shall be sent to Members together with such background information, whether supplied by the Executive or otherwise, as will enable members to be fully and fairly informed on the issue to be resolved by Ballot.
- 12.3 The form of ballot paper shall be as determined by the Executive for each such vote.
- 12.4 The date for return of Ballots shall be not less than ten or more than thirty days after the date upon which the ballot paper is sent to Members.
- 12.5 Any issue determined by Ballot shall be deemed to be passed if a majority of votes cast at such ballot is in favour of the resolution.
- 12.6 Ballot voting must be scrutinised by an independent person who is not and was not a member of the Society.

13. **ELECTION OF THE EXECUTIVE**

- 13.1 The Chairperson, Secretary, Treasurer and not less than two other Executive Members shall be the Society's Executive. At the option of the Annual General Meeting the Secretary and Treasurer may be the same person in which case another member shall be elected to the Executive.
- 13.2 The Chairperson, Secretary, Treasurer and up to two other Executive Members shall be elected by Members at the Annual General Meeting.
- 13.3 To provide continuity of informed membership the Executive shall be elected for a two-year term. Members retiring from the Executive shall be eligible for re-election.
- 13.4 Written nominations for election shall be received by the Secretary not less than 14 working days before the date of the Annual General Meeting at which the elections are to be held. Candidates must be nominated and seconded by a Member and be accompanied by the written consent of the nominee.
- 13.5 Not less than seven working days before the date of the Meeting, the list of candidates and such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by each candidate in support of their nomination shall be posted, faxed or emailed to all Members.
- 13.6 If there are insufficient valid nominations received, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
- 13.7 Voting shall be by ballot paper. Every Member shall have one vote for each position on the Executive. The candidate or candidates who receive the greatest number of votes shall be elected. In the event of any vote being tied the tie shall be resolved by the incoming Executive.

14. **EXECUTIVE**

- 14.1 The administration management and control of the Society is vested in the Executive. Subject to these Rules and the resolution of any General Meeting the Executive has the power to exercise all the powers and authorities of the Society for the purpose of carrying out its objects.
- 14.2 The Executive is accountable to the Members of the Society for the implementation of the policies and decisions of the Society as approved by any General Meeting.
- 14.3 The Executive shall meet at least once a year at such times and places and in such manner (including by phone and video link) as it may determine and otherwise where and as convened by the Chairperson or the Secretary.
- 14.4 All Executive meetings shall be chaired by the Chairperson or in his or her absence by some other Executive member elected for that purpose by the meeting. The Chairperson shall have a deliberative and casting vote.
- 14.5 The Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General meeting.
- 14.6 The quorum for Executive meetings is three members including any co-opted member.

- 14.7 Only Executive members and co-opted members who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote. Each member and each co-opted member shall have one vote.
- 14.8 The Executive may act by resolution approved by not less than 50% of Executive members and co-opted members through a written ballot conducted by mail, facsimile or email.
- 14.9 Other than as prescribed by statute or by these Rules the Executive may regulate its proceedings as it thinks fit.
- 14.10 The Executive may receive such honoraria as may be set by resolution of a General Meeting.
- 14.11 The Society may reimburse Executive members for expenses properly incurred by them in performing their duties as members of the Executive, including air travel and accommodation.
- 14.12 Each Executive member shall within one month of submitting a resignation or ceasing to hold office deliver to the Executive all books, papers and other property of the Society.
- 14.13 A casual vacancy or vacancies on the Executive may be filled by the remaining members of the Executive appointing a financial Member who shall hold office only until the next Annual General Meeting.
- 14.14 At any meeting of the Executive there may be present by invitation of the Executive any other person.

15. FUNCTIONS OF THE CHAIRPERSON

- 15.1 The Chairperson shall generally oversee and direct the affairs and business of the Society.

16. FUNCTIONS OF THE SECRETARY

- 16.1 The Secretary shall record the minutes of all General Meetings, Special Meetings and Executive Meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that the meeting was duly called and prima facie be a true and correct record of what occurred at the meeting.
- 16.2 The Secretary shall hold the Society's records, documents and books.
- 16.3 The Secretary shall deal with and answer correspondence and perform such other duties as may be required by the Executive.

17. FUNCTIONS OF THE TREASURER AND FINANCES

- 17.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to each Executive Meeting, and present annual financial statements to the Annual General Meeting together with a budget for the next financial year. The Society shall comply with all relevant financial reporting obligations applicable to it under law.

- 17.2 The Executive shall maintain a bank account in the name of the Society, and all cheques and withdrawal forms shall be signed by, and all electronic transactions authorised by, the Treasurer and one other member of the Executive.
- 17.3 The Treasurer shall ensure that all money received on account of the Society is banked within seven days of receipt.
- 17.4 The Treasurer shall submit all accounts paid or for payment to the Executive for approval of payment.
- 17.5 The Society may, by resolution of General Meeting, appoint an auditor, who is a member of Chartered Accountants Australia and New Zealand and not a Member of the Society, to audit the annual accounts of the Society.
- 17.6 The financial year of the Society shall commence on 1 April of each year and end on 31 March in each year.

18. **SUBCOMMITTEES**

- 18.1 The Executive may appoint subcommittees consisting of such persons (whether or not members of the Society) and for such purposes as it thinks fit.
- 18.2 Unless otherwise resolved by the Executive:
- (a) The quorum of every subcommittee is half the members of the subcommittee.
 - (b) No subcommittee shall, have power to co-opt additional members.
 - (c) No subcommittee may commit the Society to any financial expenditure without express authority
 - (d) No subcommittee may delegate any of its powers.
- 18.3 Any subcommittee may act by resolution approved by not less than two-thirds of the members of the subcommittee through a written ballot conducted by mail, facsimile or email.

19. **DELEGATION OF FUNCTION AND POWERS**

- 19.1 The Executive may from time to time, either generally or specifically, delegate any of the Executive's functions and powers to any of its subcommittees, officers, members, or employees.
- 19.2 The Executive shall not delegate the power of delegation conferred by 21.1.
- 19.3 Every delegation must be in writing.
- 19.4 Any delegation may be made to:
- (a) a specified person; or
 - (b) a person belonging to a specified class of persons; or
 - (c) the holder for the time being of a specified office or appointment; or
 - (d) the holder for the time being of an office or appointment of a specified class.
- 19.5 The committee or person to whom any such delegation is made may exercise or perform the delegated functions or powers in the same manner and with the same effect as if they were the Executive.
- 19.6 Exercise of the delegation is subject to any general or special directions given or conditions imposed by the Executive.

- 19.7 Every delegation under clause 19.1 is revocable at will, but the revocation does not take effect until it is communicated to the delegate.
- 19.8 A delegation continues in force according to its terms until it is revoked, notwithstanding any change in the membership of the Executive or of any subcommittee.
- 19.9 No delegation under clause 19.1 prevents the performance or exercise of any function or power by the Executive.

20. EXECUTION OF DOCUMENTS

- 20.1 The Common Seal of the Society shall be retained by the Secretary.
- 20.2 Documents shall be executed for the Society pursuant to a resolution of the Executive:
- (a) By affixing the Common Seal witnessed by the Chairperson and one other member of the Executive; or
 - (b) Where the document is not required by law to be executed under common seal, by the Chairperson and one other member of the Executive signing on behalf of the Society.

21. INDEMNITY FOR OFFICERS AND EXECUTIVE

- 21.1 No officer or employee of the Society or member of the Executive shall be liable for the acts or defaults of any other officer or employee of the Society or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 21.2 The officers, employees, Executive and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

22. REGISTERED OFFICE

- 22.1 The registered office of the Society will be at such place as the Executive from time to time determines.

23. ALTERATION OF RULES

- 23.1 These Rules may be amended or replaced by resolution of any General Meeting passed by two-thirds majority of those Members present and voting, provided that no amendment may be made which would alter:
- (a) the exclusively charitable nature of the Society.
 - (b) the Rules precluding Members from obtaining any personal benefit from their membership.
 - (c) the Rule as to winding up and disposal of surplus funds.
- 23.2 Any proposed motion to amend or replace these Rules shall, if proposed by Members, be signed by at least 5 Members and given in writing to the Secretary at least 14 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation for the reason for the proposal.

23.3 At least seven clear days before the General Meeting at which any proposal to amend the Rules (whether proposed by Members in accordance with clause 23.2 or otherwise by the Executive) is to be considered the Secretary shall give written notice to all Members of the proposed motion, the reason for the proposal, and of any recommendations from the Executive in respect thereof.

24. **REGULATION, BYLAW AND POLICY MAKING POWER**

24.1 The General Meeting from time to time may make and amend regulations, bylaws and policies for the conduct and control of Society activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies shall provided (at cost) to any Member on request.

25. **WINDING UP AND DISPOSAL OF SURPLUS FUNDS**

25.1 The Society may be wound up in the manner prescribed by the Incorporated Societies Act 1908 (or its successor legislation).

25.2 If on the winding up or dissolution of the Society there remains after satisfaction of all its liabilities any property whatsoever the same shall not be paid or distributed among the Members of the Society but shall be given or distributed to such charitable organisation in New Zealand as determined by the Executive.

26. **NOTICES**

26.1 Any notice required to be given in writing under these Rules may be delivered personally or sent by post, courier, facsimile or email.

26.2 **Deemed service:** Notices are deemed served at the following times:

- (a) when served personally, upon delivery;
- (b) when sent by post, 3 Business Days after posting (or where sent by post outside New Zealand, on the 5th Business Day following the day on which it was posted);
- (c) when sent by facsimile, upon receipt of the facsimile transmission confirming that the facsimile has been validly sent; and
- (d) in the case of email, when acknowledged by the addressee orally or by return email or otherwise in writing except that return emails generated automatically shall not constitute an acknowledgement,

provided that any notice, in relation to paragraphs (a), (c) and (d), which has been served on a Saturday, Sunday or public holiday is deemed to be served on the first Business Day after that day.

Dated: 2017

SIGNED by a Member of the Society
by its authorised signatory:

Member name:
Signatory full name (printed):
Position:

SIGNED by a Member of the Society
by its authorised signatory:

Member name:
Signatory full name (printed):
Position:

SIGNED by a Member of the Society
by its authorised signatory:

Member name:
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