

INDEX OF THE CONSTITUTION AND RULES OF NEW ZEALAND PLANT PRODUCERS INCORPORATED

INDEX

Rule Number		Page
1 – 3	Preamble	2
4 – 9	Membership	4
10 – 13	Board	7
14– 22	Control of Affairs	13
23 – 33	General Meetings	15
34 – 39	Finances	17
40 – 42	Notices	18
43 – 50	General	19

CONSTITUTION AND RULES OF NEW ZEALAND PLANT PRODUCERS INCORPORATED

1. NAME:

The name of the Society will be New Zealand Plant Producers Incorporated, (“the Society”).

2. INTERPRETATION:

In these Rules:

- a) “Board” means the Board of the Society;
- b) “Chair” means the Chairperson of the Board of the Society appointed under clause 13.1(a) of the Rules;
- c) “Chief Executive Officer” means the Chief Executive Officer of the Society;
- d) “Conference” means the annual conference of the Society;
- e) “Core Services” means administrative and other services provided to all Members and paid for from subscription fees;
- f) “Group” means a group of members within the Society;
- g) “Member” means a member of the Society;
- h) “Membership” means membership of the Society;
- i) “Rules” means this constitution and rules of the Society;
- j) “Sector” means a sector within which members of the Society operate their businesses, each sector being outlined in clause 10.1(a) of the Rules;
- k) “Treasurer” means the Treasurer of the Society;
- l) “Vice-Chair” means the Vice Chairperson of the Society appointed under clause 13.1(b) of the Rules;
- m) “Month” means a calendar month.

3. OBJECTS:

The principle object of the Society is to provide benefits to its Members by creating a positive industry profile and business environment. This includes:

- a) Fostering and promoting professionalism and integrity in the industry
- b) Promoting to the general public, the media and public policy makers that plant production is a vital and growing sector of major social and economic significance to New Zealand.
- c) Representing to the general public, the media and public policy makers the common views of plant producers on generic issues, including, but not limited to, issues associated with the areas of activity listed in sub-clause (i) below.
- d) Establish and maintaining an Society of plant producers for the mutual benefit and assistance of Members, and to act as a forum for the exchange of information and for the discussion of matters of common concern amongst plant producers.

- e) Providing sound information on economic, environmental, regulatory, marketing, technical, human resource management and other matters affecting the plant production industry to assist decision making by Members in their individual enterprises.
- f) Fostering the organisation and development of, and providing support to plant producer sectors or special interest groups.
- g) Provide membership categories which enable connections with stakeholder persons or organisations that have a mutual interest in the Society.
- h) Fostering collaboration amongst Members and other industry stakeholder bodies where potential collective benefits exist.
- i) Actively engaging and participating in the following areas of activity, as they relate to the interests of Members and the plant production industry generally:
 - i) Biosecurity and GIA
 - ii) Regulatory policy and resulting compliance costs
 - iii) Resource management and the environment
 - iv) Education, training and leadership
 - v) Development and implementation of industry standards
 - vi) Labour, employment and workplace safety issues
 - vii) Research and development, technology transfer and quality assurance
 - viii) Trade and plant imports and exports
 - ix) Intellectual property policy and issues
 - x) Crisis management.
- j) Collect and disseminate information and data of likely to be of interest or benefit to plant producers.
- k) Developing and circulating any publication relating to the affairs or objects of the Society.
- l) Holding or arranging meetings, conferences, workshops or seminars directly or indirectly to be of benefit to the Society or its Members.
- m) Provide and raise funds for the purpose of the Society.
- n) Affiliate, take shares in, become members of, or otherwise cooperate with any other person, body or organisation having similar objects and contribute to the funds of any such body or organisation.
- o) Generally doing all other things necessary for the protection, fostering or advancement of the interests of plant producers and the attainment of the above objects or any of them.

MEMBERSHIP

4. CLASSES OF MEMBERS:

4.1 There are four classes of ordinary Membership as follows:

- a) Producer Members;
- b) Industry Partner Members;
- c) Student Members; and Honorary Life Members

4.2 Producer Members:

Those eligible for membership as a Producer Member are any persons, businesses or entities engaged in producing plants or parts of plants for and or supplied to:

- a) Retail;
- b) Landscape, amenity and revegetation;
- c) Orchards and vineyards;
- d) Forestry;
- e) Food production (excluding orchards and vineyards); and
- f) Other plant producers.

4.3 Industry Partner Members:

Criteria for eligibility and participation as an Industry Partner Member will be set out from time to time in bylaws adopted by the Board for that purpose. Industry Partner Members must pay subscriptions as determined by the Board and will not have voting rights.

4.4 Student Members:

Any person who is a student at a secondary or tertiary institution or who is undergoing training, as a student, in the plant producer industry may make application for Student Membership stating the reasons for their interest in joining.

4.5 Honorary Life Members:

Any person who has rendered special services to the Society or whom it desires to honour may be appointed by a majority vote of the Board as Honorary Life Member.

5. ADMISSION OF MEMBERS:

5.1 Applications for:

- a) Producer Membership are to be made by completing and signing the prescribed Application for Membership form showing the full name and address of the applicant and the signature of one Producer Member as nominee. Provided the Chief Executive Officer is satisfied the application is acceptable and that the applicant has consented to becoming a Member, the applicant will be admitted forthwith and the applicant and Members will be advised accordingly.

- b) Industry Partner Membership and Student Membership are to be made on the appropriate prescribed form direct to the Society's office. Provided the Chief Executive Officer is satisfied the application is acceptable and that the applicant has consented to becoming a Member the applicant will be admitted forthwith and the applicant and Members will be advised accordingly.
- 5.2 Where the Chief Executive Officer is not satisfied with any application under clause 5.1(a) or b) above, the application must be referred to the next meeting of the Board whose majority vote on such application will be final.
- 5.3 Nominations for Honorary Life Membership are to be made in writing, signed by a proposer and seconder and posted, together with a citation (stating the reasons for the nominee to become an Honorary Life Member) to reach the Chief Executive Officer no later than 31 March of any calendar year. The Board will give the nomination consideration and if accepted by a majority vote will give notice to Members of the appointment of such person or persons for Honorary Life Membership at the next Annual General Meeting.

6. RIGHTS AND OBLIGATIONS OF MEMBERS:

- 6.1 The rights and obligations of the various classes of Membership are that:
- a) Producer Members will have all the rights, privileges and obligations conferred on them as Members by these Rules. They will endeavour to foster the interests, aims and objects of the Society and to conduct their business in such a way as to bring credit to the Society and its Members. Any person, company, body corporate or partnership being a Producer Member may appoint only one of their personnel to represent them and vote at any meeting or meetings of the Society.
 - b) Industry Partner and Student Members will be entitled to attend all functions held by the Society excepting any business meetings of the Society or its Board. An Industry Partner or Student Member may request the permission of the Chairman of any such business meeting to attend as an observer. If granted, they then may speak only with the permission of the Chairman. Under no circumstances will an Industry Partner or Student Member have voting rights.
 - c) No Industry Partner or Student Member will be entitled to:
 - i) Be elected to any office within the Society. For the avoidance of doubt, this does not preclude Industry Partner being appointed to the Board as co-opted members of the Board and having such appointment ratified at a subsequent AGM;
 - ii) Vote at any business meeting of the Society, except on sub-committees or if co-opted onto the Board under clause 10.1(c);
 - iii) Receive any material published by the Society which in the opinion of the Board is not suitable for distribution to Industry Partner Members.
 - d) Honorary Life Members will have the rights and privileges of Producer Members as laid down in these Rules including voting rights. No person who is an Honorary Life Member will be subject to any personal financial obligation under these Rules except in respect to

any business the Honorary Life Member may own or have an involvement in, which may have separate Membership.

- 6.2 Members' use of the Society emblem or the name of the Society in any form of advertising is permitted with the approval of the Chief Executive Officer under the bylaws determined by the Board.

7. REGISTER OF MEMBERS:

The Chief Executive Officer will retain all applications for Membership and keep a Register of Members ("the Register") showing the names and current addresses of all Members, the date at which they became Members, their class of Membership and, in the case of Producer Members, their Sector (for Sector Board Member purposes) which will be based upon their predominant activity as determined by the statement of turnover supplied in accordance with clause 35(c). The date at which previous Members ceased to be Members will also be retained. Members can access the Register upon request.

8. CESSATION OF MEMBERSHIP:

- 8.1 Any Member may give notice in writing to the Chief Executive Officer of their desire to resign. Resignations become effective at the end of the Month in which notice is received. The Board may ask the resigning Member to reconsider and if he decides to continue his or her Membership he or she will continue to be a Member as if he had not resigned.

- a) The Board may, by resolution, expel any Member (whether an Officer of the Society or not) in any of the following cases:
- i) Where any Member is more than six calendar Months in arrears with any money due to the Society. The Board will in such instances give appropriate warning before confirming a Member's expulsion.
 - ii) Where a Member has become bankrupt or gone into liquidation.
 - iii) For any reason which, in the opinion of the Board, may be considered detrimental to the Society or to any of its Members or to the interests of the Plant Producer Industry in general. The Board will in such instances give appropriate warning and will refer the matter to the Society's Ethics Committee for a recommendation. Where expulsion is recommended the Board will provide the Member concerned with the opportunity to make representations before confirming the Member's expulsion.

In such cases Membership will cease as from the date of the resolution of expulsion.

- 8.2 The termination of any Membership by any manner whatsoever will not relieve the Member's liability for subscription instalments or monies due and no subscription or part paid subscription, will be refunded, except that the Board may remit such liabilities as it thinks fit.
- 8.3 Any person, company, body corporate or partnership which has had its Membership terminated will have no claim against the Society for such termination of Membership.

8.4 Any person, company, body corporate or partnership which resigns or has had its Membership terminated must remove any reference to the Society from premises, vehicles, stationery, website, marketing materials and any other place under their control where the Society is referenced.

9. CONTRACTING PARTIES:

9.1 Plant producers who are eligible for membership but are unable to participate as a Member for reasons of conscience or religious belief can participate in the benefits of the Society by contracting for the provision of services (“Contracting Parties”).

9.2 Contracting Parties must contract to the Society for the provision of Core Services provided by the Society as well as any optional services/activities available to Members that they wish to participate in. Such contracts must be approved by the Board, which will also establish any further conditions, including contract fees, for participation. Such contract fees are established at the same rate as membership for an equivalent sized Producer Member.

9.3 Contracting Parties will have the same rights as Producer Members with the exception of voting rights, Board membership and related nomination processes, and ability to convene an SGM.

BOARD

10. COMPOSITION:

10.1 The Board will comprise at least six and up to eight Members elected or appointed as follows:

- (a) Five Board Members will be elected by Producer Members, by postal ballot or such other method determined by the Board. Each sector will nominate one (1) nominee being a Producer Member from any sector group, that sector group not necessarily being their own. Only members of the nominating sector can vote for their nominee. Sector groups are as follows:
 - i) **Retail** – Plant producers selling their plant products predominantly to retailers and/or direct to home gardeners;
 - ii) **Landscape, amenity and revegetation** – Plant producers selling their plant products predominantly to those involved in the landscape, amenity and revegetation business and/or direct to end users or home gardeners;
 - iii) **Orchards and vineyards** – Plant producers selling their plant products predominantly to those involved in the orchard and/or vine growing business;
 - iv) **Forestry** – Plant producers selling their plant products predominantly to those involved in the forestry business; and

v) **Food production** – Plant producers selling their plant products predominantly to those involved in the production of plants for consumption (excluding those growing for supply to orchards and vineyards),
together being “Sector Board Members.”

(b) One Producer member elected by all Producer Members, by postal ballot or such other method determined by the Board, by majority vote (“Producer Board Member”). All Producer Members will have a single (as opposed to weighted) vote for this position.

(c) Up to two additional Board members, who need not be a Member of the Society, may be appointed by the Board (“Co-opted Board Members”). When making such appointments the Board will take into account the need, if any, for an independent Chair, and the need to achieve the necessary competency mix and representation (which may include business size, geographic balance, and gender and ethnicity balance) for the Board to effectively fulfil its duties. Co-opted Board Members will have all the powers, duties and responsibilities of the other Board Members.’

10.2 Subject to clause 11, Sector Board Members and the Producer Board Member (together being the “Elected Board Members”) will be elected for a term of three years. At each election subsequent to those elections provided for in clause 11, one-third of the total number of Elected Board Members (or such number as nearly equates to one-third) will retire from office. Those to retire in accordance with this clause will be those who have been in office longest since they were last elected or re-elected. As between Elected Board Members elected on the same day, those to retire will be determined by lot, unless agreed otherwise between such Elected Board Members. Retiring Elected Board Members may stand for re-election. No Elected Board Member will serve for more than three consecutive terms

10.3 Co-opted Board Members will serve a term of up to one year, but may be reappointed by the Board for up to five successive terms. For the avoidance of doubt, the initial appointment period prior to the ratification of a further appointment will count as one term.

10.4 Remuneration of all Board Members: The Society may make reasonable payments to Board Members for professional or other services rendered. Board Members may be paid such remuneration by way of honorarium as may be recommended by the Board and adopted by the Society in general meeting

11. TRANSITIONAL BOARD

- 11.1 Immediately following the adoption of these Rules, nine (9) persons will be appointed to hold office with all the rights and powers of Board members for a period prior to the election of Board in accordance with clause 11.2, (“the Transitional Board”). The Transitional Board will be made up of five (5) members appointed by the Working Group established at the Plant Producer Summit in August 2015 and three (3) members will be appointed by members of the Nursery Garden Industry Association Board. Those eight (8) members will together appoint an Independent Chairperson.
- 11.2 Not more than six (6) months following the adoption of these Rules an election will be held in accordance with clause 10.2 for the election of a new Board. Board members elected in accordance with this clause will hold office until the first Annual General Meeting of the Society.
- 11.3 At each of the first two Annual General Meetings of the Society, following the adoption of these Rules (for the avoidance of doubt, the Annual General Meetings held in 2017 and 2018) two (2) Board members elected under clause 11.2 will retire from office. Those to retire will be determined by lot, unless agreed otherwise between the Board members. Retiring members may be re-elected.
- 11.4 Board elections will thereafter be held in accordance with clause 10.

12. BOARD MEETINGS:

- 12.1 The Board may decide the time and venue of its meetings at any previous meeting. A special meeting may be called by the Chief Executive Officer at the request of the Chair and two Members of the Board or of any four Members of the Board, such meeting will be convened by giving notice by any accepted means of communication setting out the time, place and business of the meeting to each Member of the Board not later than 7 days prior to the date fixed for the meeting.
- 12.2 Board Quorum: At any meeting of the Board four Members will constitute a quorum, three of whom must be Sector Board Members and no business will be transacted unless a quorum is present.
- 12.3 Board Chairman: The Chair or in the Chair’s absence the Vice-Chair or in the Vice-Chair’s absence the immediate Past Chair or failing him or her, any Member elected to the Chair by the meeting will be chairperson of that Board Meeting and the chairperson will have a casting as well as a deliberative vote.
- 12.4 Method of Holding Meeting: A meeting of the Board may be held by a number of Board Members who constitute a quorum being assembled together at the place, date and time appointed for the meeting, or by the alternative method of meeting set out in clause 11.5 below.
- 12.5 Alternative Method of Holding Meeting: A meeting of the Board may be held by means of audio, or audio and visual, communication by which all Board Members participating and

constituting a quorum, can simultaneously hear each other throughout the meeting, subject to the following:

- a) Before the meeting proceeds to business each of the persons taking part must be able to hear each of the other persons taking part. To confirm this, the Chair must ask each person taking part in turn to respond to confirm that he or she is in fact linked to and is taking part in the audio, or audio and visual meeting. The Chair must then announce to the meeting the names of those persons who have so responded. These persons will be conclusively deemed to be present at the meeting and, unless given permission to leave under subclause (b), to be present at all times during the meeting.
 - b) No person may leave a meeting by disconnecting his or her means of simultaneous communication unless the Chair has first granted that person permission to leave.
- 12.6 A minute of the proceedings at a meeting certified correct by the Chair will be conclusive evidence of the proceedings and the regularity of the meeting.
- 12.7 Voting: Questions to be decided at a meeting of the Board will be decided by a majority of votes.
- 12.8 Written Resolution: A resolution in writing, signed or agreed to in writing by not less than 75% of the Board Members, then entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in like form each signed by one or more Board Members. A facsimile or scanned copy of a signed resolution or other document evidencing assent to the resolution is as valid and effectual from receipt as the original signed resolution.

13. APPOINTMENT OF CHAIR AND ELECTION OF BOARD:

13.1 Elections may be carried out in the following manner:

- a) **Appointment of Chair**:
 - i) The Board will at its first meeting following the Society's Annual General Meeting appoint by majority vote a person nominated by one or more of the Board Members to hold office as Chair.
 - ii) The Chair will serve for a term of one year and, following retirement, be eligible for re-election by the Board members at the first meeting following the Society's subsequent Annual General Meeting,
 - iii) The nominee need not be a Member of the Society or have any association with the plant producer industry. The main criteria for nomination will be the ability to provide sound governance, stewardship and leadership of the Society. The nominating Board Member must provide the other Board Members with details of the appointee and that person's relevant qualifications and experience a reasonable period prior to the meeting.
 - iv) In the event that there is no majority vote in favour of an appointment, the nominee supported by the most Board Members will be appointed.

- b) **Appointment of Vice-Chair:** The Board may at its first meeting following the Society's Annual General Meeting appoint by majority vote a person nominated by one or more of the Board Members to hold office as Vice-Chair and who will hold that position for a period of one year and will be eligible for re-appointment following expiry of that period. In the event that there is no majority vote in favour of an appointment, the nominee supported by the most Board Members may be appointed.
- c) **Election of Sector Board Members and Elected Producer Member by postal ballot:**
- i) Election by postal ballot will be carried out during the Month of March and persons so elected will assume their duties at the conclusion of the next Annual General Meeting.
 - (ii) Nominations for the position of Sector Board Member or Elected Producer Member may be made in February each year. Nominees for the position of Sector Board Member must be a Producer Member and be nominated and seconded by Producer Members from the same sector, with the approval of the nominee. Sector Board Member Nominees need not be a member of the sector that nominates them. Nominees for the position of Elected Producer Member must be a Producer Member and be nominated and seconded by Producer Members.
 - (iii) If more nominations are received than there are positions to be filled, the Chief Executive Officer will hold a postal ballot in March to elect the Board Members and deliver to each Member entitled to vote a voting paper setting out the names and addresses of the candidates duly nominated accompanied by a brief citation for each candidate and the names of the two nominators.
 - (iv) The process for the election of Board Members by postal ballot will be set out by the Board in its by-laws or as otherwise agreed by the Board, provided always that voting for Sector Board Members will be restricted to those Producer Members registered for the sector in question and that the election process must be completed prior to the Annual General Meeting.
 - (v) If there are insufficient nominations for the positions of Sector Members or any successful candidate is unable to take office, any vacant positions will be filled by election at the Annual General Meeting.
 - (vi) If only sufficient nominations are received or if less than sufficient nominations are received to fill the positions then those Nominees will be deemed to be elected.
- d) **Election of Sector Board Members at the Annual General Meeting:**
- (i) Elections at the Annual General Meeting will be carried out by those entitled to vote as provided for under clause 13.1(c)(iv), "election by postal ballot". Persons so elected will assume their duties at the conclusion of the Annual General Meeting:
 - (ii) Where there have been insufficient nominations for the positions of Sector Board Members to be elected by postal ballot, these will be filled by election by Members at the Annual General Meeting.

- (iii) Nominations may be made in writing, signed by two Producer Members from the sector in question and by the nominee accepting nomination and must be sent, accompanied by a brief citation, so as to be received by the Chief Executive Officer no later than 24 hours before the time fixed for the Annual General Meeting.
 - (iv) Nominations may also be made by a proposer and seconder, with the approval of the nominee, from the floor of the meeting at the time of election. The proposer and seconder must be Producer Members of the sector for which they are making a nomination.
 - (v) Should there only be one nomination for a vacant Sector Board Member or Elected Producer Member position, the nominee will be deemed elected
 - (vi) If there is more than one nomination for any vacant Sector Board Member or Elected Producer Member position, an election will be carried out by a poll of the Producer Members eligible to vote for the positions in question.
 - (vii) The meeting will elect two scrutineers who will count the valid votes and declare any votes not in accordance with the voting instructions to be invalid. Where nominees receive an equal number of votes the scrutineers will, if necessary, determine the election by lot.
 - (viii) The meeting will be advised the names of the successful candidates and all Members and Contracting Parties will be notified the names of the successful candidates in the next Circular to Members.
 - (ix) After the results have been announced to the meeting the voting papers will be destroyed by the scrutineers.
- e) **Appointment by the Board** of Co-opted Board Members and filling of casual vacancies will be conducted by the Board at its first meeting after the Annual General Meeting of the Society or at such subsequent meetings as a need or vacancy arises. Persons so appointed will immediately assume their duties.
- i) Nominations will be made by Members of the Board.
 - ii) When the Board at any time or from time to time wishes to add to its Members for reasons provided in Clause 10.1(c) of these Rules, each position will be considered and voted on separately.
 - iii) In the case of more nominations than the position to be filled, the appointment will be determined by a poll of those Board Members present and in the event of there being a tie, the Chair will exercise a casting vote.
 - iv) At the conclusion of each election the Chair will declare the person duly appointed and the Chief Executive Officer will notify all Members accordingly.

CONTROL OF AFFAIRS

14. BOARD:

The Management and control of the affairs of the Society is vested in the Board.

- a) **Board Powers:** The Board may exercise any powers vested in the Society by these Rules or legislation that are required to be exercised by the Society in general meeting and may delegate any of its powers to sub-committees with power to revoke any authority so delegated. The Board will have power to make, amend or rescind such by-laws not being repugnant to these Rules or to the Incorporated Societies Act 1908 (or any equivalent legislation) as it deems expedient for the efficient conduct of the affairs of the Society.
- b) **Delegates to Other Bodies:** The Board will have the power of appointing and instructing delegates or representatives to bodies with which the Society is affiliated or which have provision for representation of the Society at their meetings.

15. SPECIAL INTEREST GROUPS:

The Board can establish Special Interest Groups, either "Committees" (usually a continuing role) or "Working Groups" (usually temporary by nature), to serve the needs of, and provide advisory services to, the Board, and Producer and Non-Producer Members. The Board will adopt a board policy or policies regulating the establishment and the operation of such Committees or Working Groups and will approve the terms of reference of any such Committee and Working Group. Each Committee or Working Group will operate in accordance with any applicable policies and terms of reference.

16. OFFICERS:

The Officers of the Society are Chair, Vice-Chair, Chief Executive Officer and Treasurer providing one person may fill both the latter two offices.

17. APPOINTMENT OF CHIEF EXECUTIVE OFFICER:

The Board will appoint the Chief Executive Officer of the Society and fix his or her duties, salary and term of office. The person appointed as Chief Executive Officer may also be the same person as is appointed Treasurer and may be a person employed by the Society under a different title to fulfil a wider range of managerial and Board duties including the duties of Chief Executive Officer and/or Treasurer.

18. DUTIES OF CHIEF EXECUTIVE OFFICER:

The Chief Executive Officer will in addition to any other duties to be performed by him under these Rules or the terms of his appointment:

- a) Enter into correspondence on behalf of the Society and of the Board or delegate such correspondence as appropriate.

- b) Keep proper minutes of all meetings of the Board and Resolutions passed by the Board and of the Society.
- c) Make provision for the safe custody of the Seal of the Society and of its books, records, documents, and personal property other than money.
- d) Prepare the Annual Report of the Board and present it to the Board for approval.
- e) Carry out such other duties as will be required by the Board.
- f) Keep the Register of Members as provided in Clause 7.

19. APPOINTMENT OF TREASURER

The Board will appoint a Treasurer on such terms as it deems fit and the person appointed as Treasurer may be the same person as is appointed Chief Executive Officer.

20. DUTIES OF TREASURER

The Treasurer will, in addition to any other duties to be performed by him or her under these Rules or the terms of his or her appointment:

- a) Keep a correct account of all moneys received and payments made by the Society and of its financial affairs such account to be open for inspection by the Auditor and any nominee of the Board.
- b) Subject to the provision of these Rules make payments out of the funds of the Society according to general or specific directions of the Board.
- c) Prepare the statement of income and expenditure and the Balance Sheet required to be submitted by the Board to the Annual General Meeting and obtain the Auditor's Certificate required in respect thereof.

21. PAYMENT OF FUNDS:

All cheques or other negotiable instruments drawn upon the funds of the Society must be signed by such person or persons as the Board may from time to time determine.

22. AUDITOR:

The Accounts of the Society will be audited by an Auditor who must be a Member of the New Zealand Society of Accountants and who will be elected each year the Annual General Meeting of the Society. In case of the death, resignation or incapacity of the Auditor so appointed the Board will appoint a replacement.

GENERAL MEETINGS

23. ANNUAL GENERAL MEETING:

A general meeting of the Members of the Society and Contracting Parties (in these Rules referred to as the “Annual General Meeting”) will be held during the Society’s annual conference each year in the Months of May, June or July and at a place as may be determined at the prior Annual General Meeting or by the Board. In either case the Board will provide written notice of the meeting to every Member and Contracting Party, to be posted or sent by electronic means to an email address provided by a Member or Contracting Party for the purpose of receiving communication from the Society, at least 14 days before the date fixed. Such notice will state the business proposed to be dealt with.

24. BUSINESS:

The following business must be transacted at the Annual General Meeting:

- a) Consideration and approval of minutes of previous Annual General Meetings;
- b) Consideration of the Annual Report (as defined in clause 25) and financial statements;
- c) Election or appointment of Officers and Board Members, Auditor and any other election or appointment required to be held or made at Conference;
- d) Consideration of resolutions, remits and matters specified in the notice of the meeting and of such other business as the Board by majority vote permits to be brought before the meeting;
- e) Official welcomes and addresses to or by such persons as the Board approves;
- f) To fix the annual subscription of Producer and other categories of membership; and
- g) Any other business required by these Rules to be transacted at such meeting.

The order of business will be determined by the Board.

25. ANNUAL REPORT AND BALANCE SHEET:

The Board must present to the Annual General Meeting a full report of its activities and the business done by it during the financial year preceding the Annual General Meeting (“Annual Report”) The report must be accompanied by a statement of accounts for the financial year certified by the Auditor as correct and setting out the receipts and expenditure of the Society for the financial year just ended, and a balance sheet of the assets and liabilities of the Society at the end of such year, a copy of which must be made available to each Member prior to the start of the Society’s annual conference.

26. SPECIAL GENERAL MEETING:

- 26.1 A Special General Meeting of the Members of the Society and Contracting Parties may be convened by the Chief Executive Officer on the written request of the Chair, and four other Members of the Board, or on the written request of not less than 20 Producer Members of the

Society. Every such request must specify the object of the Meeting. If within 14 days after the service of such request the Chief Executive Officer does not convene such meeting for a date being not later than 35 days after such service the requisitionists may themselves convene it.

26.2 A Special General Meeting will be held at a venue determined by the Board and written notice thereof specifying the time, place and business to be transacted will be posted or sent by electronic means to Members and Contracting Parties using an email address provided by a Member or Contracting Party for the purpose of receiving communication from the Society. Such notice will be sent no less than 14 clear days before the date of the meeting. No business other than that specified in the notice will be transacted.

27. QUORUM:

No business may be transacted at any general meeting unless a quorum of Producer Members is present at the commencement thereof. Twenty Producer Members present personally or by proxy will be a quorum. If within one hour of the time appointed for any general meeting a quorum is not present the meeting, if convened upon the requisition of Members only, will be dissolved and in any other case will stand adjourned to the same time and place on the following day and if at the adjourned meeting no quorum is present it will be dissolved.

28. CHAIRPERSON:

The Chair, or failing him or her the Vice-Chair, will preside as chairperson at every general meeting of the Society provided that if neither of these Officers are present within fifteen minutes after the time appointed for such meeting or if they are unwilling to act then the Full Members present may by a simple majority elect one of their Members to be chairperson for such meeting.

29. VOTES:

Every Producer Member will have one vote and the chairperson of the meeting will have a casting as well as deliberative vote for matters of general business. For the election of Sector Board members and the setting of annual subscriptions each Producer Member will have one vote, plus one additional vote for each \$1,000 of subscription fees paid in the year prior, that year ending 31 March. No Member will be entitled to vote either in person or by proxy while in arrears with any subscription fees due.

30. PROXIES:

Votes may be given either personally or by proxy. A proxy must be appointed in writing signed by or on behalf of the Producer Member and the instrument appointing the proxy must be sent to reach the registered office of the Society or delivered to the Chief Executive Officer no later than 48 hours before the time fixed for the meeting at which it is to be used. Proxies may be sent by electronic means or by facsimile to an email address or facsimile number provided for that purpose. Only a financial Producer Member or one of the personnel of a financial Producer Member may be appointed as proxy.

31. VOTING / POLL:

Unless otherwise specified in these rules, questions to be decided at a meeting will be decided by a majority vote. Every question submitted to a meeting, except those associated with the election of Sector Board members and with the setting of subscription levels, will be decided by a show of hands unless a poll is demanded by at least five Members entitled to vote. A declaration by the Chair that a resolution has been carried or lost will be conclusive evidence of the fact without proof of the number of votes.

32. ADJOURNMENT:

The chairperson may with the consent of the meeting adjourn a meeting but no business will be transacted at any reconvened meeting other than the business left unfinished at the meeting at which the adjournment took place.

33. CONDUCT OF MEETINGS:

The rules governing the conduct of Society meetings must, so far as they are consistent with the Rules of the Society, be observed at general meetings thereof but any general meeting may, if a resolution to that effect is passed, go into committee at any stage and after such resolution is passed until it is revoked no person will be entitled to be present unless he or she is entitled to vote at that meeting and the Chair may relax the rules applicable to the discussion of the business being dealt with, to such extent as he or she thinks fit or the meeting resolves..

FINANCES

34. FINANCIAL YEAR:

The financial year of the Society commences on the 1st day of April and ends on the 31st day of March.

35. SUBSCRIPTIONS:

- a) Every Producer Member of the Society must pay a subscription to the Society's independent nominated agent. Subscription fees will be based upon a Member's turnover for their most recently completed financial year prior to or at 31 March in each year and will be paid at a rate fixed by the Society at its Annual General Meeting, and any rate so fixed will remain in force until amended at any subsequent Annual General Meeting.
- b) In the case of Producer Members who deal in other goods and services additional to those defined in clause 4.2 the term "Turnover" will be deemed to include only that Turnover related to that part of the Member's business which trades in the goods and services as defined in clause 4.2(a) to (f).
- c) Every Producer Member must, on or before a date to be fixed by the Board, provide a statement of their Turnover and identify that Sector (as defined in Clause 10) which

accounts for the greatest portion of their Turnover to a Board approved independent nominated agent in a form required by the Board at its discretion, and if any Member fails to do so or makes any false statement, the Board will be at liberty to impose upon any such Member such scale of subscription as it deems fit in its sole discretion.

- d) Every Industry Partner and Student Member must pay an annual subscription fee to the Society amounting to such sum as is fixed by the Board as appropriate for that class of Membership.
- e) Every new Member will be required to pay the subscription for year in which they join and may be charged an entrance fee as determined by the Board.

36. DUE DATE:

Subscriptions will be due on the 1st day of August of each year and are payable annually on that date. New Members' initial subscription fees will be due when Membership has been approved.

37. LEGAL ACTION:

Any subscription fees payable by a Member under these Rules will, if not paid after the time fixed or within the time allowed for payment thereof, be recoverable by the Society by action in any court of competent jurisdiction.

38. REMISSION OF DUES:

The Board, by vote of not less than 75% of its Members, may for such cause as it thinks sufficient, remit in whole or in part any subscription due by a Member.

39. BORROWING POWERS:

The Board may from time to time raise or borrow such sum or sums of money as may be necessary or expedient for the purposes of the Society with or without security and may secure the payment of such sums by mortgage or sub-mortgages of any property, real or personal, belonging to the Society or by bonds, debentures or other securities or by bills of exchange, promissory notes or other negotiable instruments containing such covenants, powers or conditions as the Board may think fit.

NOTICES

40. REGISTERED ADDRESS:

- 40.1 The Chief Executive Officer will enter in the register of Members the address and, if provided, email address of each Member. The address to be entered will be that address furnished by the Member on application for Membership or the last address which the Member has in writing required the Chief Executive Officer to enter.

40.2 The last address of a Member entered in the Register in accordance with this rule will be known as that Member's registered address.

41. SERVICE OF NOTICES ON MEMBERS:

Any notice or other thing requiring to be served to a Member will be deemed to have been served 72 hours after posting to their registered address, or, if sent by electronic means, the day following the day on which the communication is sent to the Member's registered email address.

42. SERVICE ON CHIEF EXECUTIVE OFFICER:

Any notice, voting paper or other thing required to be sent to the Chief Executive Officer must be given to him or her personally or sent to him or her addressed to the registered office of the Society. If required to be sent to the Chief Executive Officer by a certain time it must be handed to the Chief Executive Officer or received at the registered office of the Society before such time.

GENERAL

43. THE COMMON SEAL:

The Common Seal of the Society will be kept in the custody of the Chief Executive Officer and will not be affixed to any deed, instrument, contract, document, or paper without the authority of the Board. The affixing of the Seal to any Deed creating any legal obligation upon the Society must be attested by two Members of the Board one of whom must be the Chair and by the Chief Executive Officer.

44. DISSOLUTION:

The Society may be voluntarily wound up in accordance with the provisions of the Incorporated Societies Act 1908 or any equivalent legislation. Upon such winding up the surplus assets must be dealt with as directed by a resolution of the Society to be passed and confirmed at the same meetings which pass and confirm the winding up resolution. If no resolution is passed and confirmed directing how the surplus assets are to be distributed they will be divided among the financial Members in proportion to their average yearly subscriptions, the average for each Member will be determined using the financial years immediately prior to the dissolution during which he or she has been a Member, but not exceeding five. The financial year in which dissolution takes place will be included in the reckoning and if any Member has only become a Member in that year his or her subscription for that year will form the basis of his or her share in the said assets.

45. ALTERATIONS OF RULES:

The Society may alter all or any of these Rules or make new rules to the exclusion of or in addition to all or any of these Rules by a resolution of the Producer Members present at a duly

constituted general meeting of the Society and passed by a majority of not less than 75% of the Members present in person or by proxy and entitled to vote thereat, provided that the notice convening such meeting states that an alteration of the Rules will be considered at the proposed general meeting and indicates the general nature of the proposed alteration(s).

46. INTERPRETATION OF RULES:

If any doubt arises as to the meaning of any of these Rules the Board may interpret the same and its decision as to the meaning will be binding on the Members.

47. VALIDATION OF IRREGULARITIES:

No election or postal vote under these Rules and no resolution or act of the Society or the Board will be invalidated or treated a nullity by reason of any omission, error or irregularity of, or in the doing of, anything to be done under these Rules or otherwise in connection therewith if no less than 75% of the Members of the Board are agreed that such omission, error or irregularity did not affect the result of such election or postal vote or the passing of such resolution or was otherwise immaterial.

48. SAVING CLAUSE:

- a) Officers, committees and appointees of the Society duly elected or appointed under the rules will continue in office until their successors are appointed hereunder.
- b) If any difficulty should arise in the case of these Rules or of any new Rule at any time made, or in connection with the change over from the old to the new Rule or rules, the Board will have power by a 75% majority vote of its Members to decide what should be done to resolve the case.

49. DIRECTORS AND OFFICER INDEMNITY:

- a) No officer will be liable for the acts or defaults of any other officer or any loss so occasioned, unless occasioned by their wilful default or by their wilful acquiescence.
- b) Officers are indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

50. DISPUTES

- 50.1 If a dispute arises between Members or Contracting Parties in connection with or arising from their membership of or relationship with the Society such dispute will be determined, in the first instance, between themselves by mutual negotiation.
- 50.2 Should a resolution not be possible under clause 50.1 either Member or Contracting Party may provide notice of the dispute to the Board who will determine an appropriate resolution process to resolve the dispute and will make a determination in relation to same, such determination to be final.