

**The New Zealand  
Farm Forestry Association  
(Incorporated)**



**Constitution  
and Rules**

*These Rules were registered and take effect from May 17, 1963  
(Registration reference: WN/ 216712)*

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The New Zealand  
Farm Forestry Association  
(Incorporated)

The Address of the Registered Office of the Society is:  
Ninth Floor, 93 The Terrace, Wellington

Constitution and Rules as amended at the Annual Meetings  
Up to and including that held in Whangarei on 21 April 2015

# The New Zealand Farm Forestry Association

## CONSTITUTION AND RULES

### Rule 1

#### NAME

The name of the Society is "The New Zealand Farm Forestry Association (Incorporated)" (hereinafter in these Rules referred to as "the Association").

### Rule 2

#### OBJECTS AND POWERS

The objects and powers of the Association shall be:

- (a) To promote the wise integration of trees, particularly in the form of shelterbelts and woodlots, into the New Zealand landscape, for profit, amenity purposes, sustainability and conservation.
- (b) To take all reasonable steps to support soil conservation and erosion control, the protection of environmental values, and conservation of indigenous ecosystems and biodiversity.
- (c) To achieve these objectives through educational field days, publications, research to minimise pests, research into the growing of a range of economically viable timber species, and advocacy in the public domain
- (d) To take all reasonable steps to educate the farming community and the public in the proper selection and planting of species of trees, shrubs and other plants for various farming and other purposes, and in the importance of promoting and maintaining all forms of farm forestry.
- (e) Alone or in cooperation with any person or persons, firm, organisation or department of government to investigate any aspect of tree growing, of timber treatment or utilisation or of the marketing of timber.
- (f) To negotiate, deal or cooperate with any person or persons, firm, organisation or department of government for the supply of seeds or seedlings, or for the fencing and planting of trees, or for silvicultural operations, or for the cutting or

milling of timber, or for the treatment of timber whether for the Association or for individual members of the Association.

- (g) To promote, support or enforce legislation having the foregoing objects in view.
- (h) To oppose any proposed legislation or other measure which may be contrary to the foregoing objects and to take such steps in regard thereto as may be deemed advisable.
- (i) To print, publish and distribute or cause to be printed, published and distributed any magazines, pamphlets, periodicals, books or leaflets which the Association may think desirable for the promotion of its objects.
- (j) To promote, organise or support, either alone or in cooperation with any other person or persons, or any firm, organisation or department of government, conferences having as their aim the promotion of farm forestry in all its aspects
- (k) To accept and administer any gift, whether subject to any special trust or not, for all or any of the objects of the Association.
- (l) To purchase, take lease of, exchange, hire or otherwise acquire any real or personal property and any right or privileges or shares which the Association shall think necessary or expedient for the purpose of attaining any of the objects of the Association or promoting the interests of the Association and to sell, exchange, mortgage, let on bail or lease with or without option of purchase or in any manner dispose of any such property rights as aforesaid.
- (m) To invest any moneys of the association in such securities as may from time to time be determined by the Executive and in accordance with the law relating to the investment of trust moneys.
- (n) To promote, establish, subsidise and support and to aid the promotion and support of any like or affiliating Association or Society and to inaugurate and carry out any scheme or system of affiliation.
- (o) To offer, give or award to any persons whether a member of the Association or not any prize, medal or award for any original research, literary contribution, essays, articles or effort in furtherance of the objects of the Association.
- (p) To employ any person or body for the purpose of carrying out the foregoing objects or any of them.
- (q) Generally to do all such lawful acts and things as shall or may be conducive to the attainment of the foregoing objects or any of them.
- (r) Personal benefit. The association may pay reasonable remuneration for services provided. However, no remuneration shall be payable to any member or officer where that member or officer is able to determine or materially

influence the amount of that remuneration by virtue of his or her capacity as a member or officer.

### **Rule 3**

#### **REGISTERED OFFICE**

The registered office of the Association shall be at the current address as determined by resolution of the Executive and notified to the Registrar of Incorporated Societies.

### **Rule 4**

#### **PATRON**

The Council (as defined in Rule 8) shall have power to appoint a Patron of the Association. Any person so appointed shall hold that position for a term not exceeding five years or until he or she resigns from the position or until he or she is removed from it by the Council (whichever event shall first occur). Any person shall be eligible for re-appointment by the Council as Patron for a further term or terms.

### **Rule 5**

#### **MEMBERSHIP**

- (a) The Association shall consist of an unlimited number of members and any person subscribing to the objects of the Association shall be eligible to apply for membership thereof.
- (b) Application for membership shall be made to the Secretary or any member of the Executive or to a Branch or Special Interest Group and such application may specify the particular Branch or Special Interest Group in which the prospective member desires to enrol. If the application is declined any subscription tendered by the applicant shall immediately be refunded. It shall not be necessary to assign any reason for declining any application for membership.
- (c) Any member may resign from the Association by giving one month's notice in writing to the Secretary or to the Secretary of the Branch or Special Interest Group at which such member is enrolled but this shall not release the member so resigning from liability for any subscriptions or levies due by him or her up to the date of such resignation.

- (d) Any member whose subscription is unpaid four months after the start of the financial year shall be no longer a member and shall not be entitled to exercise any of the rights or benefits of membership.
- (e) If any member
  - (i) violates these rules, or any regulations or by-laws made under them, or
  - (ii) acts in opposition to the fundamental principles or objects for which the association has been established or in any manner that would make it undesirable, in the opinion of the Executive or the committee of the Branch or Special Interest Group at which he or she is enrolled, that he or she should continue to be a member,

then the Executive or the committee of that Branch or Special Interest Group may terminate the membership of that person. Any member expelled in this manner shall have the right of appeal to the Council. And furthermore any member expelled in this manner shall remain liable to pay any subscription or levies or both which became due before the expulsion.

- (f) In addition to the above membership, honorary life membership may at any time be bestowed by the Council, subject to prior approval by the Executive, upon persons who have rendered conspicuous and outstanding service over a number of years to the Association or in the field of farm forestry generally. Honorary life membership shall carry with it free of all subscriptions all the rights and privileges of an ordinary member of the Association. The Council may in its absolute discretion expel any person from honorary life membership of the Association.

## **Rule 6**

### **SUBSCRIPTIONS**

- (a)
  - (i) The annual subscription to the Association shall consist of a National Office levy and Branch or Special Interest Group levy. The National Office levy shall be set at the Annual General Meeting of the Association.
  - (ii) Any proposed alteration in the National Office levy shall be notified, with adequate explanatory information, to all branches not less than 21 days before the Annual General Meeting of the Association, for decision by members at the Annual General Meeting.
  - (iii) Any motion moved at the Annual General Meeting that would alter the National Office levy, or any amendment that would further alter the National Office levy, shall be supported by clear and adequate explanatory information.

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- (b) In addition to the National Office levy under paragraph (a) above, each Branch or Special Interest Group may at its annual meeting fix a Branch or Special Interest Group levy payable by members enrolled at that Branch or Special Interest Group which, for all purposes of this constitution, shall be deemed to be part of the annual subscription to the Association.
- (c) The annual subscription to the Association shall automatically be due and payable by the members of any incorporated society affiliating with the Association.

## **Rule 7**

### **BRANCHES/SPECIAL INTEREST GROUPS**

- (a) Branches or Special Interest Groups of the Association may be established by groups of members applying to the Executive and the Executive approving the application. Approval will include the geographic area of each Branch and the specialist focus of each Special Interest Group. The Executive may in its discretion grant Branch or Special Interest Group status to any existing organisation having similar objects to the Association, subject to such organisation adopting the rules of the Association.
- (b) The name of each Branch or Special Interest Group of the Association may vary in each district or place but the naming of all Branches shall be subject to the following conditions:
  - (i) The original name proposed and any change of name from time to time proposed shall be subject to the prior approval of the Executive.
  - (ii) Any name from time to time adopted by a Branch or Special Interest Group shall in no way conflict with the objects of the Association set out in these Rules.
  - (iii) On official documents a Branch or Special Interest Group shall include the words "A Branch of the New Zealand Farm Forestry Association Incorporated", or "A Special Interest Group of the New Zealand Farm Forestry Association Incorporated" in brackets after its name. Abbreviation to "NZ Farm Forestry Association Inc." is permitted.
- (c) Each Branch or Special Interest Group shall have a committee which shall consist of a Chairperson, Secretary, Treasurer and such further members as may be decided by the Branch Members all of whom shall be elected at the Annual Meeting of the Branch. One person may hold both offices of Secretary and Treasurer.

- (d) Branches and Special Interest Groups shall have power to make by-laws for their own government not inconsistent with these Rules.
- (e) Subject to these Rules, Branches shall have power to organise and control the work of the Association within their own areas, and Special Interest Groups shall have power to organise and control the work of the Association within their specialist topics, provided that negotiations with the Government or national or overseas bodies shall be conducted through the Executive or with the consent of the Executive.
- (f) Associate members of a Branch or Special Interest Group. In addition to being full members of at least one Branch or Special Interest Group as recorded in their records in the national Register of members kept in accordance with Rule 12 (b) (vi), members may become associates of other Branches or Special Interest Groups by paying the local group levy of those branches or special interest groups. Associate members are not counted when determining Councillor vote allocation under Rule 16 (b) (ii) (a).
- (g) Branches or Special Interest Groups may be required by the Executive to collect subscriptions from their members. Branches or Special Interest Groups may retain for their own purposes the amounts of the local annual subscriptions fixed in accordance with Clause 6 (b). All other subscriptions collected shall be paid to the Treasurer of the Association at such intervals as the Executive may determine.
- (h) Branches or Special Interest Groups shall have no power to enter into financial obligations beyond the funds under their own control and shall have no power to commit the Association to any financial obligation without the express consent of the Executive.
- (i) Each Branch or Special Interest Group at its annual general meeting shall appoint one Councillor to the Association who shall attend Council meetings at the Annual Conference or at such other times meetings may be called. The Councillor shall remain Branch or Special Interest Group representative for one year or until another Councillor be appointed. The National Office of the Association shall be informed of the name of any new Councillor appointment at least two weeks before the date of the Annual General Meeting of the Association.
- (j) [Deleted]
- (k) Every Branch, and Special Interest Group should maintain adequate records of the committee and field activities, provide account of the annual income and expenditure, and submit to the National Executive each year prior to the National Annual General Meeting a report covering its activities during the preceding year.
- (l) Personal benefit. Branches and Special Interest Groups may pay reasonable remuneration for services provided. However, no remuneration shall be payable to any member or officer where that member or officer is able to



determine or materially influence the amount of that remuneration by virtue of his or her capacity as a member or officer.

- (m) Winding up of Branches and Special Interest Groups. No branch or special interest group member may benefit from the distribution of any of its funds or assets, but after the satisfaction of all its debts, any property whatsoever shall be given or transferred to some other organisation that is registered as a charity under New Zealand law.

## **Rule 8**

### **COUNCIL**

- (a) There shall be a Council of the Association which shall consist of one Councillor appointed by each Branch and Special Interest Group.
- (b) Any casual vacancy in the membership of the Council shall forthwith be filled by the Branch or Special Interest Group who appointed such Councillor. Every person so appointed to fill a casual vacancy shall hold office for the remainder of the term for which his or her predecessor was appointed.
- (c) At the meeting of the Council held immediately before each Annual General Meeting of the Association the Council before proceeding to any other business shall elect the following officers, nominated in accordance with and subject to Rule 11:
  - (i) The President of the Association, Councillors to vote without restriction of residence.
  - (ii) Such ordinary members of the Executive as are required to fill the current vacancies for two Island Representative Members per island, Branch Councillors to vote for nominees common to their island of membership. If a Special Interest Group has nominated an Island Representative candidate, their Councillor can vote only in the election for that particular island. Otherwise, a Special Interest Group Councillor may vote in either the North Island or the South Island Representative election, but not both at the same Council meeting.
  - (iii) Such ordinary members of the Executive as are required to fill the current vacancies for two Representative-at-Large Members, all Councillors being eligible to vote.

The names of the persons so elected shall be notified as soon as possible to the said Annual General meeting, they shall take office at the conclusion of that Meeting, and they shall hold office until their respective successors take office.

- (d) The Council shall have power by resolution recorded in the minutes of its proceedings to regulate its own procedure.
- (e) It shall be the duty of Councillors to personally attend all meetings of the Council and of the Association and any Councillor personally absenting him or herself from two consecutive meetings of either, unless excused by the Council, shall forfeit his or her seat. The appointment of a proxy under Rule 16 (d) shall not absolve Councillors from their duties under the terms of this sub-clause.
- (f) The quorum necessary for the transaction of business by the Council may be fixed by the Council and unless so fixed shall be ten.
- (g) Ordinary meetings of the Council shall be held immediately preceding the Annual General Meeting and thereafter as required.
- (h) A special meeting of the Council may be convened at any time by the President or any six Councillors. At least 42 days notice of such meeting shall be given provided that in case of urgency the President may convene a special meeting on giving such notice as he or she may determine. The Notice of Meeting is to be served in writing to all Councillors.

## **Rule 9**

### **EXECUTIVE**

- (a) There shall be an Executive of the Association (in these Rules referred to as "the Executive") which shall consist of the following:
  - (i) The President
  - (ii) The immediate Past President, to hold office for only one year
  - (iii) Six ordinary members, of whom four shall be Island Representative Members (two from each island) and two shall be Representative-at-Large Members, elected in accordance with Rule 8(c) (ii) and (iii) for a term of three years, the terms to rotate so that (except for extraordinary vacancies covered under Rule 11(d)) two Executive members will be elected each year.
- (b) The Executive shall deal with all the business of the Association and take such action in connection therewith as may be necessary in accordance with such general policy and rules as may from time to time be laid down by the Council for its guidance.
- (c) The Executive shall report to the Council at all Council meetings.

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- (d) The Executive may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes, each member of the Executive to have one vote, the chairperson at any such meeting to have a casting as well as a deliberative vote. The President or three members of the Executive (including at least one from each island) may at any time summon a meeting of the Executive.
- (e) The quorum necessary for the transaction of business by the Executive may be fixed by the Executive and unless so fixed shall be four. Persons coopted under clause (h) below do not count towards making up a quorum.
- (f) The Executive shall have power to set up subcommittees of two or more persons for the purpose of dealing with any particular matters under such conditions and with such powers as the Executive may think fit. The President shall be an *ex officio* member of all subcommittees. A person may be appointed a member of any subcommittee without being a member of the Executive or of the Association.
- (g) It shall be the duty of members of the Executive to attend all meetings thereof unless excused by the Executive from so attending.
- (h) The Executive shall have the power to coopt any person with special qualifications.
- (i) The Executive may elect one of its members as Vice President to act as deputy to the President.

## **Rule 10**

### **THE PRESIDENT**

- (a) There shall be a President of the Association (in these Rules referred to as "the President") who shall be elected as provided for in Rule 8 (c).
- (b) The President shall be the official head of the Association and when present shall preside at all meetings thereof and of the Council and Executive. In the absence of the President, the Vice President (if one has been appointed) shall preside. In the absence of the President and Vice President at any such meetings, or at the President's request, the General meeting or the Council or the Executive as aforesaid shall appoint another Executive member or a Councillor to preside.

## **Rule 11**

## NOMINATIONS

- (a) (i) During November of each year the Secretary shall send to every Branch or Special Interest Group a list of the offices in respect of which an election will be required at the next meeting of the Council held pursuant to Rule 8 (c) (in this Rule called "the retirement offices"), and shall call for nominations by the Branches or Special Interest Groups. The Secretary shall include a list showing, in respect of the President and every ordinary member of the Executive, that person's name, place of residence (indicating whether North or South Island), and date of election as President or to the present Executive.
- (ii) Every year each Branch or Special Interest Group may send to the Secretary one nomination in respect of each retirement office. When the position of President becomes available the same nominee can be proposed as a candidate for the Presidency and also as a candidate for the Executive. Any Branch or Special Interest Group can nominate a President or Representative-at-Large Executive member. Island Representative Executive members can be nominated only by Branches in their respective Islands or else, may be nominated by a Special Interest Group but must reside in the appropriate island. (Refer Rule 8 (c) (i)) Nominations shall be in the hands of the Secretary by 31 December if a later date is not specified in the call for nominations.
- (iii) During January of every year the Secretary shall notify to every Branch and Special Interest Group the name, place of residence (indicating whether North or South Island), and nominating Branch or Special Interest Group, of every nomination received in respect of the retirement offices.
- (iv) If any unforeseen vacancy occurs at any time after the Secretary has called for nominations under (i), that vacancy shall be notified to branches and nominations called for.
- (b) Nominations for the retirement offices shall comply with the following requirements (in which the periods of one year or two years shall be reckoned by counting from Conference to Conference):
- (i) The written consent of the nominee to be sent with the nomination.
- (ii) The nominations for President to be called for where the present President is about to complete a period of two years in that office. The present President may choose, by notice to the Executive before 1 November of the second year of his term, *and with the agreement of the Executive*, to serve an additional term of one year without an election being held.
- (iii) Every nominee for President should have completed a minimum of one year on the Executive.

- (iv) Each year the Executive Members whose terms are due to expire shall retire, but are eligible for re-election.
  - (v) If two Island Representative Members from the same island are elected the same time they shall retire by agreement or by drawing lots. This decision shall be made no later than six months before the next Annual General Meeting.
- (c) To enable the name of the incoming President to be removed from the list of nominees for the Executive retirement offices other than President, voting by the Council in respect of the President shall take place first.
- (d) (i) An extraordinary vacancy occurs when an Executive member dies, becomes incapable of acting, resigns from office or is elected president.
- (ii) Unless the extraordinary vacancy occurs during or shortly before an Annual General Meeting or meeting of Council at which a replacement Executive member can be elected, the remaining members of the Executive shall have the power to appoint a member of the Association to fill any such extraordinary vacancy until the next Annual General Meeting.

## **Rule 12**

### **ADMINISTRATION**

- (a) The Executive shall appoint a Secretary, Treasurer, Executive Officer, Administrator, or other officer or officers to carry out the National Office administrative functions of the Association. The Executive shall determine what remuneration is paid (if any) and shall have the power to dismiss any officer and engage another. An administrative appointee does not need to be a member of the Council or of the Executive or of the Association and shall not have a vote at meetings of those bodies by reason of office alone. Where a specific office-bearer is referred to in these rules, e.g. Secretary, and the Executive has not appointed such an office-bearer, the reference shall be deemed to apply to the officer appointed by the Executive to carry out the particular duties involved.
- (b) Secretary's duties. The Executive shall appoint a Secretary ("the Secretary") or other officer to perform the following duties (without limiting that officer's duties to only these functions):
- (i) Attend at meetings of the Association and of the Council and of the Executive and take correct minutes of the same.
  - (ii) In conjunction with the Treasurer keep a correct record of the Association's income and expenditure.

- (iii) Prepare and give such information and returns of the Association, the Council or the Executive as may from time to time be required.
  - (iv) Answer all correspondence, keep copies of outward correspondence, file all inward correspondence and submit the same to the President and to any meeting of the Executive.
  - (v) Perform the duties elsewhere prescribed by these Rules and by the Act.
  - (vi) It shall be the duty of the Secretary of the Association to ensure that at all times an up-to-date Register of members of the Association is kept. The Register shall show the name and address of each member, the date at which he or she became a member of the Association and the name of his or her Branch. The register shall also show clearly the number of members from time to time in each Branch.
- (c) Treasurer's duties. The Executive shall appoint a Treasurer ("the Treasurer") or other officer to perform the following duties (without limiting that officer's duties to only these functions):
- (i) The correct recording of all moneys received and paid by the Association.
  - (ii) The payment of all moneys received into the Association's account at the Bank.
  - (iii) The production of all books of account, bank statements and other financial records of the Association, when required by the Auditor or Auditors, the Council or the Executive.
  - (iv) The preparation for the Auditor or Auditors of the Annual Balance Sheet and statement of accounts.
  - (v) The presentation to the Council and/or the Executive whenever required by them of a report on the finances of the Association.
- (d) The Executive may afford appointed officers such professional assistance as may be required in carrying out their duties.

### **Rule 13**

#### **RESPONSIBILITIES**

The Association's responsibility to members for leadership, prudent management and accountability forms an adjunct to these Rules, including:

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- (i) having a strategy for further development, improvement and evolution of the Association;
- (ii) fiscal prudence based on an annual budget submitted to Council and a longer term financial plan;
- (iii) from time to time updating guidelines for the responsibilities of elected officers, and for the conduct of meetings, field days and conferences;
- (iv) ensuring that remunerated work performed for the Association is based on good business practice, formal contracts where appropriate, and job descriptions for employees.

## **Rule 14**

### **THE AUDITOR**

An auditor or auditors shall be appointed by the Annual General Meeting of the Association or later Council meeting. An Auditor need not necessarily be a member of the Association but if a member shall not be an officer of the Association or of a Branch.

## **Rule 15**

### **MEETINGS**

- (a) The Annual General Meeting of the Association shall be held prior to the 31st May in each year at a time and place to be fixed by the Council.
- (b) A Special General Meeting of the Association may be called at any time by the Executive (subject to the provisions of Rule 15 (c)) and shall be called upon the written request of the President or any four Councillors or any 50 other members of the Association. Such request shall be sent to the Secretary and shall specify the resolutions to be moved at the meeting. A special General meeting shall be held not earlier than twenty-one days nor later than forty-two days after the posting to members of that issue of the Association's Journal which immediately follows the receipt by the Secretary of such written request. In cases of urgency the President may at his or her absolute discretion call a special general meeting at any time provided however that the requisite notice under Rule 15 (c) must in all cases be given to members.
- (c) Notice of every General Meeting shall be sent to every Branch of the Association by the Secretary stating the time and place of such General Meeting, and the business to be transacted thereat, not less than 21 clear days before the day appointed therefore.

- (d) No business, except routine business, shall be considered at any General meeting other than business of which notice has been given, but matters may be dealt with which, in the opinion of the Chairperson, shall arise out of any business of which notice has been given.
- e) At a General Meeting three Councillors, present in person, shall be a quorum for the purpose of electing a Chairperson, if necessary, and adjourning the meeting, but before any business can be transacted there must be a quorum of 15 Councillors present in person or by proxy. Unless a quorum of three Councillors is present within thirty minutes after the time at which the meeting was notified to commence it shall be deemed to have lapsed.
- (f) Any duly constituted meeting shall have power to adjourn the proceedings from time to time to any date fixed by the meeting.
- (g) The ruling of the President, or other Chairperson, shall be final on all questions of order, procedure and interpretation of these Rules which may arise at any meeting.
- (h) Every notice required to be sent to a Branch or Special Interest Group under these Rules shall be sent by post either separately or as an enclosure or a notification printed in the Association's Journal, addressed to the Branch or Special Interest Group Secretary at his or her last known place of abode or address; or else by email if the Secretary has previously received communications by that means.

## **Rule 16**

### **VOTING**

At any meeting or meetings duly convened and constituted as herein prescribed either of the Council or of the Association the following rules shall apply:

- (a) Any member of the Association may attend General meetings and may speak to any matter raised at such Meetings. Any member may move or second a resolution at a General Meeting. Only Councillors and members of the Executive shall attend Council Meetings, but the Chairperson may invite others to attend if, in his or her judgement, those so invited possess special knowledge likely to be of help to the Council in reaching its decisions.
- (b)
  - (i) At the discretion of the Chairperson or on request from a majority of the Council, voting shall be restricted to Councillors.
  - (ii) Except when otherwise demanded by two Councillors such votes shall be taken by a show of hands, each Councillor to have one vote and the Chairperson in the case of equality of votes to have a casting as well as a deliberative vote.

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(iii) When two Councillors demand a representative vote on any issue at a meeting, then the following provisions shall apply to the voting on that issue:

(a) The number of votes to be exercised by each Councillor shall be determined as follows:

<i>Number of Members enrolled at the Branch or Special Interest Group represented by Councillor</i>	<i>Number of Votes to be exercised by Councillor</i>
1 to 50	1
51 to 100	2
101 to 150	3

and thereafter 1 vote for every unit of 50 members or part thereof.

(b) The Register of Members kept by the Secretary pursuant to the provisions of Rule 12(b)(vi) of these Rules and produced at such meeting or meetings shall be taken as conclusive evidence of the number of votes to which Councillors are entitled hereunder. Where production of the actual Register is impractical, Branch or Special Interest Group membership figures and vote entitlement may be presented in summary form.

(iv) Any demand for a representative vote must be made before the particular issue is put to the vote in the manner prescribed by Rule 16 (b)(ii). The right to demand such representative vote is lost when the issue has been decided upon by the meeting in the normal manner.

(c) At any conference of the Association convened by the Council or by the Executive pursuant to the powers conferred upon them by these Rules, voting on any remits, motions or other issues put to such conference shall be conducted in accordance with this Rule 16.

(d) Any Councillor who is unable to attend a General Meeting of the Association or a meeting of the Council shall have the right to nominate any other member of the Association to represent him or her by proxy. The appointment of such a proxy must be notified to the Secretary in writing before the advertised time for the commencement of such General Meeting or meeting of the Council.

## **Rule 17**

### **SEAL**

The Association shall have a common seal which shall be kept in the custody of the Secretary. Whenever the common seal of the Association is required to be affixed to any deed, document or other instrument, the seal shall be affixed pursuant to a resolution of the Executive by any two members of the Executive and the Secretary. The persons so affixing the seal shall at the same time sign the deed, document or other instrument to which the seal is so affixed.

### **Rule 18**

#### **FINANCE**

- (a) The funds of the Association shall consist of all moneys paid or payable to the Association.
- (b) All moneys which are the property of the Association (including that received by Branches) shall forthwith upon receipt be paid into a Bank account or accounts in the name of the Association (or of a branch of the Association as the case may be). Bank accounts shall be operated upon in such manner as the Executive may from time to time by resolution determine provided however that the Committee of each Branch may from time to time by resolution determine the manner in which the Bank accounts of the Branch are to be operated upon.

### **Rule 19**

#### **LEGAL PROCEEDINGS**

No legal proceedings shall be commenced by or on behalf of the association until and unless the same shall have been authorised by resolution of the Executive.

### **Rule 20**

#### **ANNUAL FINANCIAL STATEMENT**

- (a) The financial year of the Association shall be from the first day of January to the last day of December.
- (b) The Treasurer shall present to the annual General meeting of the Association the Annual Balance Sheet and Statement of Accounts.
- (c) The Secretary shall as soon as possible after the Annual General meeting forward to the Registrar of Incorporated Societies such information concerning

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the financial position of the Association as is required by Section 23 of the Incorporated Societies Act 1908.

### **Rule 21**

#### **BORROWING POWERS**

The Association shall have power to borrow from time to time such sum or sums as shall be required in order to attain any of the objects of the association on the security of all or any of the Association's property or assets either under legal mortgages or charges or by the issue of debentures bonds or other obligations or without security and on such terms as to rate of interest power of sale and otherwise as the Association shall think fit.

### **Rule 22**

#### **ALTERATION OF RULES**

- (a) These rules or any of them may be altered by way of repeal, amendment or otherwise, by a resolution passed by a two-thirds majority on a representative vote at a duly convened Annual or Special General Meeting of the Association.
- (b) Duplicate copies of every alteration to these Rules shall forthwith be delivered by the Secretary to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908.
- (c) [Deleted]

### **Rule 23**

#### **POWER TO MAKE REGULATIONS, ETC**

The Council shall have power to make from time to time such regulations not inconsistent with these Rules, as it may think necessary for the purpose of carrying out these Rules and for the well-being of the Association and also from time to time revoke or alter the same. No regulation or revocation or alteration of any regulation shall be made at any meeting of the Council unless every member of the Council has had at least 42 days notice of the meeting and of the proposed regulation, revocation or alteration.

## **Rule 24**

### **MATTERS UNPROVIDED FOR**

If any question shall arise concerning any matter not provided for in these Rules, the decision of the Council thereon shall be final.

## **Rule 25**

### **ASSOCIATION'S JOURNAL**

The Journal *New Zealand Tree Grower* shall be the official journal of the Association but the Council may from time to time change the official journal to some other publication. Such official journal shall be under the general control of the Executive.

## **Rule 26**

### **DISSOLUTION OF ASSOCIATION**

- (a) If and when resolution passed by a simple majority on a representative vote shall be passed at a General Meeting requiring the Association to be wound up, the Association shall be wound up in accordance with the provisions of section 24 of the Incorporated Societies Act 1908 but every such resolution shall be confirmed on a representative vote at a subsequent General Meeting called for that purpose, and held not earlier than thirty days after the date on which the resolution so to be confirmed shall have been passed.
- (b) In the event of the Association being wound up no member shall benefit from the distribution of any funds or assets, but after satisfaction of all its debts any property whatsoever shall be given or transferred to some other organisation that is registered as a charity with the New Zealand Charities Commission as may be decided by resolution passed by a simple majority on a representative vote at a General Meeting of the Association.