

Charter of Rules

TE ARAWA PRIMARY SECTOR INC.

1 NAME / INGOA

- a) The name of the Society is Te Arawa Primary Sector Incorporated (the Society).
- b) The Primary Sector is defined as including, but not limited to, economic activities involving pastoral agriculture, forestry, horticulture, geothermal, tourism, aquaculture and fisheries.
- c) The Society was constituted by a resolution dated 31 August 2011.

2 OBJECTS / WHĀINGA

- a) The whāinga of the Society are to:
 - i. support the Primary Members to lift the performance of their Te Arawa Primary Sector organisations by increasing productivity and profitability while being environmentally sustainable and responsive to their owner’s needs (Primary Objective);
 - ii. access information, expert capability and technologies to improve the utilisation of its Primary Members primary sector assets and other natural resources;
 - iii. enable the sharing of information between all members of the Society so as to help assist the Primary Objective;
 - iv. where requested by Primary Members find ways to improve the governance and management skills of members to achieve the Primary Objective;
 - v. identify and/or create opportunities to achieve the Primary Objective through networking and collaboration;
 - vi. partner with research and development organisations e.g. Crown Research Institutes (CRIs) to access technologies and innovation that may benefit all members;
 - vii. review the purpose and intention of the Society every 4 years and if in the opinion of the Executive Committee there is no longer a purpose for the Society to exist a motion shall be put to the Annual General Meeting to wind up the Society; and
 - viii. do anything necessary or helpful to achieve the whāinga.
- b) For the avoidance of doubt:
 - i) pecuniary gain is not a whāinga of the Society; and
 - ii) Members of the Society are expected to share information, so as to meet whāinga 2 a) iii of the Society, however such information will not apply to commercially sensitive or confidential information.

3 MEMBERSHIP/HUANGA

- a) All those persons who were members of the unincorporated society known as Te Arawa Primary Sector will at the date of the resolution constituting the Society be members of the Society.
- b) The Society shall have two membership types:

- i) Primary Membership – being any organisation or entity whose owners affiliate to Te Arawa and have interests that contribute to the Primary Sector may apply to the Executive Committee to become a Primary Member.
- ii) Associate Membership – being any individual or organisation who supports the whāinga and Primary Objective of the Society may apply to the Executive Committee to become an Associate Member.
- c) A register of members of the Society will be maintained by the Secretary in accordance with the provisions of the Incorporated Societies Act 1908 (and any subsequent enactments).
- d) All members shall have reasonable access to the Register of Members for the purpose of reviewing and correcting the information held on the Register of Members that pertains to that member.
- e) It is the responsibility of members to keep the office of the informed of their contact details.
- f) All members have the rights and responsibilities set out in the Rules.
- g) All members may from time to time be asked to pay an annual subscription fee.
- h) All members (and Executive Committee members) shall promote the whāinga of the Society and shall do nothing to bring the Society into disrepute.

4 CESSATION OF MEMBERSHIP

- 4.1 Any Member can resign by giving written notice to the Secretary and upon receipt of the written notice the Secretary will withdraw the members name from the Register of Members.
- 4.2 Membership shall be terminated in the following manner:
 - a) If, for any reason whatsoever, the Executive Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership;
 - (iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership; and
 - (iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Society.
 - b) Once 14 days has elapsed, following receipt of the Committee’s Notice, the Committee may in its absolute discretion by a majority vote decide to terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which shall take immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
 - c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be heard at a Society Meeting held within the next 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
 - d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

- e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

5 GENERAL MEETINGS/NGA HUI WHÄNUI

5.1 "General Meeting" refers to both Annual General Meeting and Special General Meeting, unless otherwise specified. The following applies to all General Meetings:

- i) The quorum for a General Meeting will be any 10 members (including Executive Committee members) who are present for the meeting.
- ii) At least 14 days written notification of each General Meeting will be given to members recorded in the Register of Members.
- iii) Notification of a General Meeting will specify the time, date, agenda and place of the meeting. Notification may also generally describe the matters set out in the agenda and specify what further information may be available from the Executive Committee. Information will be provided concerning any proposed amendments to the constitution or any matter which is the business of Special General Meeting. Such information will be supplied to any member requesting it.
- iv) The General Meeting will be chaired by the current President of the Executive Committee. In the absence of the President the meeting will elect another Executive Committee member to chair the meeting from among the Executive Committee members present.
- v) A member may be represented at a General Meeting by a nominee appointed by notice in writing to the Secretary and received by the Secretary 48 hours before the meeting. A member will have the right at any time to change, withdraw or revoke the appointment of the member's nominee by notice in writing to the Secretary.
- vi) All questions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this constitution be made by a majority vote.
- vii) Only primary members will be eligible to vote. Associate members will be eligible to attend meetings and speak.
- viii) Voting will be by a show of hands.
- ix) If voting is tied, the President may exercise the casting vote.

6 ANNUAL GENERAL MEETINGS/NGA HUI A TAU

- a) The Annual General Meeting will be held annually at a date and time to be decided by the Executive Committee however will be no later than 6 months after the end of the last financial year.
- b) The Annual General Meeting will carry out the following business:
 - i) Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.
 - ii) Receive the Executive Committee report on the activities of the Society over the last year and the proposed priorities and directions for the Society in the current year.
 - iii) Receive the financial reports of the Society for the previous year.
 - iv) Elect any officers and members of the Executive Committee of the Society where applicable.
 - v) Appoint an auditor of the Society's accounts.
 - vi) Conduct any other business which may properly be brought before the meeting.

7 SPECIAL GENERAL MEETINGS/NGA HUI OHORERE

- a) Special General Meetings may be called by the Executive Committee or by a written request made by at least 10 Primary Members and delivered to the Secretary. Where the meeting has been called on the

written request of 10 members it will be called within 30 days of the delivery of that request to the Secretary.

- b) A Special General Meeting will only consider business related to the reason for which it is called, as notified to the members.

8 EXECUTIVE COMMITTEE/TE KOMITI WHAKAHAERE

- a) The Executive Committee will be composed of a President, Secretary and Treasurer and no less than 2 Primary Members and no more than 4 Primary Members. Additionally two Associate Members may form part of the Executive Committee.
- b) The Executive Committee will have the power to appoint members to positions made vacant following the Annual General Meeting, or any vacancy that arises in the Executive Committee or among its named officers until the next Annual General Meeting.
- c) Elected members of the Executive Committee will be appointed up to a period of 3 years maximum.
- d) Retiring members will be eligible for re-election at the same and subsequent meetings. Newly elected Executive Committee members will take office immediately upon their election.
- e) The Executive Committee shall be paid such meeting fees as may be fixed by the members at a general meeting and shall be reimbursed reasonable travelling and other expenses incurred in attending meetings of the Society or the Executive Committee.

9 ROLE OF THE EXECUTIVE COMMITTEE/TE KOMITI WHAKAHAERE

9.1 Subject to these rules of the Society the role of the Executive Committee is to:

- a) Exercise the powers of the Society;
- b) Administer, manage, and control the Society;
- c) Carry out the purposes of the Society, and use money or other assets to do that;
- d) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the members at the annual general meetings;
- e) Set accounting policies in line with generally accepted accounting practice;
- f) Delegate responsibility and co-opt members where necessary;
- g) Ensure that all members follow the Rules;
- h) Decide how a person becomes a member, and how a person stops being a member;
- i) Decide the times and dates for meetings, and set the agenda for meetings;
- j) Decide the procedures for dealing with complaints;
- k) Identify, manage and exploit opportunities that may become available to the Society;
- l) Set membership fees, including subscriptions and levies;
- m) Report to the members of the Society on the activities and performance of the Society.

10.3 Decisions of the Executive Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

10.4 Except as provided in these rules the Executive Committee has absolute discretion to regulate its own procedures.

11 EXECUTIVE COMMITTEE MEETINGS

- a) The procedure for Executive Committee meetings will be as follows:
 - i) A quorum will be a minimum of 2 Executive Committee members and 3 members or
 - ii) If a member of the Executive Committee, including an office-bearer, does not attend 3 consecutive meetings without leave of absence that member may, at the discretion and on decision of the Executive Committee be removed from the Executive Committee.
 - iii) All decisions will, if possible, be decided by consensus. In the event that a consensus cannot be reached then a decision will be made by a majority vote by show of hands.
 - iv) If the voting is tied, the President will exercise a casting vote.
- b) Each meeting will be chaired by the President of the Society or, in her/his absence, by a person appointed by the Executive Committee.
- c) The Executive Committee will meet no less than 6 times every year. Meetings may be held in person or by any other means of instant communication that will allow the members to be present for the meeting. All members of the Executive Committee including office-holders, will be given at least 7 days notice of any meeting by the Secretary, verbally or in writing.
- d) The Secretary will ensure that a minute book is maintained which is available to any member of the Society and which, for each meeting of the Executive Committee:
 - i) records the names of those present;
 - ii) all decisions which are required by the constitution or by law to be made by the Society; and
 - iii) any other matters discussed at the meeting.
- e) The Executive Committee will at all times be bound by decisions of the members at General Meetings.

12 ROLES OF THE EXECUTIVE COMMITTEE MEMBERS

12.1 The President is responsible for:

- a) Ensuring that the rules are followed;
- b) Convening meetings and establishing whether or not a quorum (half of the committee) is present;
- c) Chairing meetings, deciding who may speak and when;
- d) Overseeing the operation of the Society;
- e) Providing a report on the operations of the sat each Annual General Meeting.

12.2 The Secretary is responsible for:

- a) Recording the minutes of meetings;
- b) Keeping the register of members;
- c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- d) Receiving and replying to correspondence as required by the Committee;
- e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting; and
- f) Advising the Registrar of Incorporated Societies of any Rule changes.

12.3 The Treasurer is responsible for:

- a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- b) Preparing annual financial statements for presentation at each Annual General Meeting these statements should be prepared in accordance with the Societies' accounting policies;
- c) Providing a financial report at each Annual General Meeting; and
- d) Providing financial information to the Committee as the Committee determines.

13 POWERS OF THE EXECUTIVE

The powers of the Society are vested in the Executive Committee, inclusive of any power conferred by these Rules or by special resolution passed at a general meeting, being the power to:

- a) pursue the primary objects and all or any of the objects of the Society and to limit such activity for the benefit of members.
- b) exercise within and outside New Zealand full capacity rights powers and privileges in the discharge of the obligations of the Society in the best interests of members, to carry on or undertake any business or activity, do any act, or enter into any transaction.
- c) appoint any person sub-committee or body under the proper control of the Executive Committee to carry out any specified tasks or duties, and to terminate any such appointment from time to time.
- d) invest and re-invest from time to time in such securities and upon such terms as it thinks fit the whole or any part of the funds which have not required for the immediate business of the Society.
- e) charge for any services provided to any third party.
- f) borrow or raise money, with or without security, and to secure payment of moneys so borrowed by mortgage or debenture over, or charge upon, all or any of the real or personal property of the Society.
- g) contract with or act as agent for any authority, entity, corporation, Government Department, State Owned Enterprise or persons to facilitate or carry out any scheme of benefit or advantage to members of the Society.

hold any agency for any insurance company in respect of all or any type of insurance writing including reinsurance.
- h) purchase lease or otherwise acquire land, buildings, and other real and personal property, and to sell lease exchanges and otherwise deal with same.
- i) construct maintain or alter any buildings or work necessary or convenient for the Society.
- j) exercise any power or authority conferred by any act of Parliament.
- k) prevent stop or reduce any wasteful use of the resources of the Society.

14 INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS/KO NGA RAWA HEI PAINGA MO TE IWI

- a. Any income, benefit or advantage will be applied to the objects of the Society.
- b. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- c. The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

15 USE OF MONEY AND OTHER ASSETS

- a. The Society may only use money and other assets if it furthers the whāinga of the Society and that use has been approved by either the Executive Committee or by a majority vote of the Society.

16 JOINING FEES, SUBSCRIPTIONS AND LEVIES

- a. If an member does not pay a subscription or levy by the date set by the Executive Committee of the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the membership will be terminated. After that date, the member shall (without being released from the obligation of payment of any sums due to the Society) have no membership rights and shall not be entitled to participate in any Society activity.

17 ADDITIONAL POWERS

- a. The Executive Committee may:
 - i. Employ people for the purposes of the Society;
 - ii. Exercise any power a trustee might exercise;
 - iii. Invest in any investment that a trustee might invest in;
 - iv. Borrow money and provide security if authorised by majority vote at any Society meeting.

18 FINANCIAL YEAR

- a. The financial year of the Society begins on 1 July of every year and ends on 30 June of the next year.

19 ASSURANCE ON THE FINANCIAL STATEMENTS

- a. The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the NZ Institute of Chartered Accountants, and must not be a member of the Executive Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Executive Committee shall appoint another Reviewer as a replacement.
- b. The Executive Committee is responsible to provide the Reviewer with:
 - i. Access to all information of which the Executive Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
 - ii. Additional information that the reviewer may request from the Executive Committee for the purpose of the review; and
 - iii. Reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence.
- c. No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the members at any properly convened Society meeting.

20 SIGNING OF DOCUMENTS AND USE OF THE COMMON SEAL

- a. Documents should be signed by no less than two Executive Committee members.
- b. The Executive Committee shall have custody of the common seal of the Society which shall be applied, following a resolution in support passed by the Executive Committee, to legally binding documents which must be signed by the President and one other Executive Committee member.

21 INDEMNITY/INIHUATIA

- a. No Office-holder or member of the Executive Committee shall be liable for the acts or defaults of any other Officer-holder or member of the Executive or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- b. The Officer-holders and Executive Committee 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 ALTERATION OF RULES/TE WHAKAREREKĒTANGA TURE

- a. The rules of the Society may only be amended in any way by a 2/3 majority of eligible members who are present at any General Meeting voting in favour of the resolution to amend the rules.
- b. Any proposed motion to amend or replace these Rules shall be signed by at least 51% of eligible members and given in writing to the Secretary at least 28 days before the Society meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- c. At least 14 days before the general meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- d. When a rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed changes with the Register of Incorporated Societies.

23 WINDING UP

- a. The Society may be wound up if at a General meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- b. If the Society is wound up:
 - i. The Societies debts, costs and liabilities shall be paid;
 - ii. Surplus money and other assets of the Society may be disposed of by resolution in accordance with the provisions in the Incorporated Societies Act 1908 however:
 1. No distribution may be made to any Member; and
 2. All surplus money and other assets shall be distributed to such charitable organisations(s) as the Executive Committee at the time deems fit or any charitable Society whose purpose and objects reflect this Society's own.