

CONSTITUTION AND RULES

1. NAME

The name of the Association is the -

HAZELNUT GROWERS ASSOCIATION OF NEW ZEALAND INCORPORATED.

[hereinafter in these rules referred to as the 'Association']

2. OBJECTS

The objects for which the Association is formed are:

- a) To establish and maintain in New Zealand an industry body based upon the Hazelnut (Corylus sp.L.)
- b) To do any act, matter or thing which is incidental or conducive to the attainment of any or all of the above objects.

Without in any way derogating from the generality of the foregoing objects the Association shall set out to achieve such objects by:

- a) Encouraging the planting of nut trees, establishing trial areas for nut and or timber production including the establishment of gene banks.
- b) Promote, research and encourage a domestic and overseas export trade for hazelnuts.
- c) To promote and commission scientific research, including plant breeding, in all matters relative to hazelnuts.
- d) To facilitate for the benefit of members the results of all scientific investigation, technical and practical information about hazelnuts.
- e) To promote and provide for members, conferences, field days, workshops and any other training methods to further members' knowledge about the growing and production of hazelnuts.
- f) To promote an active liaison with the appropriate Research Organisations and Nut and Tree Associations in New Zealand and relevant International Associations.

3. POWERS

The Association has the following powers.

- a) To acquire by purchase, lease, devolution, gift or otherwise, property both real and personal or any interest in property.
- b) To borrow and raise money and give security therefor by the issue of debentures or stock or by mortgage, or charge upon all or any part of its property.

- c) To invest and deal with the funds of the Association not immediately required upon such security in such manner as may from time to time be determined by the committee (as hereinafter defined).
- d) To make grants of funds to any individual or body corporate or unincorporated.
- e) Otherwise to do anything in furtherance of the objects of the Association.

4. INCOME AND PROPERTY

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association.

5. REGISTERED OFFICE

The registered office of the Association shall be at the elected secretary's address or at such other place as shall from time to time be determined by resolution of the Committee (as hereinafter defined).

6. PATRON

- a) The Committee (as hereinafter defined) shall have power to appoint a Patron of the Association. Any person so appointed shall hold such a position for a term not exceeding 5 years or until they resign from such position or until they are removed therefrom by the Committee (whichever event shall occur). Any person shall be eligible for reappointment by the Committee as Patron for a further term or terms.
- b) The Committee shall have power should it see fit to appoint Life members to the Association.

7. 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) The application for membership to be made to the Secretary (as hereinafter defined) or any member of the Committee (as hereinafter defined). Every application for membership shall be referred to the Committee who shall either grant membership to the applicant or decline the application. 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.

A person shall cease to be a member of the Association in the following circumstances:

- (I) If that member shall die, be wound up, or go into liquidation.
- (II) If that member shall give notice in writing of their desire to resign.
- (III) If that member be expelled from membership by resolution of the Committee (as hereinafter defined).

(IV) If that member fails to pay the annual subscription by the due date of the year that it is due.

8. SUBSCRIPTION

- a) The annual subscription shall be an amount determined by the Association in a General Meeting.
- b) The annual subscription shall be payable on the due date each year.

9. MANAGEMENT COMMITTEE

- a) There shall be a Management Committee (hereinafter referred to as 'the Committee'). The Committee shall be comprised of no more than fifteen [15] and no less than five [5] members. The Committee Members shall be elected at the first Meeting of the Association and at every Annual General Meeting. The Committee shall retire annually but shall be eligible for re-election.
- b) A meeting of the Committee may be convened at the request of any two Committee members.
- c) Five Committee members shall form a quorum of the Committee.
- d) The Committee shall manage the affairs of the Association in accordance with the rules of the Association.
- e) The Committee shall have the power to set-up any sub-committee under the direction of one or more Committee members, for the purpose of dealing with any particular matter, under such conditions and powers as the committee may see fit.
- f) Any casual vacancy on the Committee must be filled from within the membership of the Association, as soon as is practical. A new Committee person may be co-opted from the general membership, by the Committee, or nominated by the general membership. In the latter case approval of appointment would need approval of the remaining elected Committee Members. Any new Committee member so appointed shall hold office for the remainder of the term for which his/her predecessor was appointed.
- g) The Committee shall meet immediately following the Annual General meeting of the Association. Before proceeding with any business the Committee shall elect its Executive Officers, namely, Chairman, Treasurer, and Secretary.
- h) The Treasurer shall perform the duties usual and appropriate to his office. Without in any way purporting to define or limit the duties, the Treasurer shall be responsible for:
 - (I) The correct recording of all monies received and paid by the Association and receipts thereof.
 - (II) The payment of all monies 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 Committee or its Auditors.

(IV) Maintaining a register of members.

i) The Secretary shall perform all the duties usual and appropriate to the position of Secretary of the Association and its Committee. The Secretary shall attend to all instructions from the Association and its Committee. Without in any way purporting to define or limit the duties the Secretary should:

(I) Attend all General and Committee Meetings of the Association and take correct minutes of the proceedings.

(II) Prepare and provide such information and returns that the Association and/or the Committee may require from time to time.

(III) Answer all correspondence, keep records of all outwards and inwards correspondence, file all records, and have them available to any meeting of the Association or its Committee.

(IV) Perform the duties as described by the Rules.

10. AUDITOR

a) The Association shall, at its Annual General Meeting make the appointment of an Auditor or Auditors.

b) The Auditor or Auditors need not necessarily be a members of the Association, but if a member they shall not be an officer thereof.

11. MEETINGS

Annual General Meeting

a) The Annual General meeting of the Association shall be held prior to the 30 June in each year, at such time and place as determined by the Committee.

b) The Secretary shall give fourteen days' notice of the Annual General Meeting to call members. Notice shall be sent in writing stating the time when, and the place where, the meeting will be held.

The business of such a meeting shall be the election of the Management Committee, the passing of annual accounts, appointment of an Auditor, and any other business.

Special General Meetings

a) The Committee may at any time, or shall at the requisition in writing of at least eight (8) members or 5 per cent of membership, whichever is greater, stating the business for which a meeting is required, convene a General Meeting for any specific purpose.

b) The meeting shall be held within one month of the Secretary receiving direction or requisition.

- c) The Secretary must give each member two weeks' notice of the meeting and the reason for calling the meeting. Notice shall be in writing, stating the time when and the place where the meeting will be held.

Procedure at General Meetings

- a) At all General Meetings the Chair should be taken by the highest officer present at the meeting.
- b) The quorum of a general meeting shall be ten members or 10 per cent of membership, whichever is greater, present in person.

12. ASSOCIATION ACCOUNTS

The Committee shall cause to be prepared each year, a published set of accounts for presentation at the Annual General Meeting. Such Set of Accounts should be made up to the 31 March preceding the meeting.

13. ASSOCIATION FUNDS

The funds of the Association shall be kept under the supervision of the Treasurer, in such a place and manner as directed by the Committee. The Committee shall have the power to expend the funds in such manner as they think fit and in accordance with the rules and objects of the Association.

14. VOTING

At any General Meeting or other Meetings duly convened and constituted as herein prescribed the following rules shall apply:

- a) Any member of the Association may attend a General Meeting and may speak to any matter raised at any such meeting. Any member may move or second a resolution at a General Meeting.
- b) Decisions of a General Meeting shall be made by simple majority except that amendments to the constitution be two thirds majority of the voters voting. The Chairman having a casting and deliberate vote.

15. SEAL

The Association shall have a common seal, which will 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 any two members of the Committee plus the Chairman. The deed document or instrument shall be signed over where the seal is so affixed.

16. AMENDMENT TO RULES

These rules may be altered or repealed or new rules may be made at the Annual General Meeting or at any General Meeting duly summoned for the purpose, notice of which is given in writing prior to such Annual General Meeting or General Meeting to the Secretary. At least 14 days' notice of any proposed motion to alter the rules shall be given to all members of the Association.

17. WINDING UP

The Association may be wound up voluntarily, if at a meeting a resolution is passed by two thirds majority, requiring it to be wound up and the resolution is confirmed that the subsequent meeting called for that purpose held not earlier than 30 days after the date the resolution to be confirmed was passed.

18. DISPOSITION OF SURPLUS ASSETS.

On the winding up or dissolution of the Association, surplus assets after payment of all costs, debts, and liabilities shall be given to an organisation with similar objects as the Association in General Meeting shall determine.