



**APICULTURE**  
NEW ZEALAND

Candidate Information for the  
**2018 Board Elections**

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# Introduction

This booklet outlines information which will be of interest to you as a prospective candidate in the 2018 Apiculture New Zealand (Apiculture NZ) election of Board members.

Prospective candidates or other persons requiring more detailed information about Apiculture NZ should contact the Returning Officer, or refer to the Apiculture NZ Constitution which is available from the Returning Officer, or the Apiculture NZ website [www.apinz.org.nz](http://www.apinz.org.nz).

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## Returning Officer

Apiculture NZ has appointed Warwick Lampp from [electionz.com](http://electionz.com) as Returning Officer for the 2018 elections. This means that Warwick will be handling all matters pertaining to the election.

The role of the Returning Officer is to conduct the election in accordance with the presiding regulations, namely the Apiculture NZ Constitution, as well as in accordance with accepted election management best practices.

Subject to those Rules, the Returning Officer has complete and final control over how the election is run. The Returning Officer is engaged by Apiculture NZ and is responsible to the Apiculture NZ Chief Executive, but does not take direction from the Chief Executive or the existing Executive Council. The Returning Officer is responsible for all staff, systems, resources, policies, procedures and actions to ensure that the democratic process is carried out with utmost integrity, security and fairness for all parties. The Returning Officer's decisions in respect to all matters pertaining to the elections are final.

Queries regarding the actions or performance of the Returning Officer should be directed to Karin Kos, [ceo@apinz.org.nz](mailto:ceo@apinz.org.nz).

This year, an election is being held to elect three (3) members to the Apiculture NZ Board of Directors.

The election is being conducted by online and postal voting with the election period being **Tuesday, June 5 to Thursday, June 21 2018**.

For further information or additional copies of this booklet, please phone the Returning Officer, Warwick Lampp, or the Deputy Returning Officer, Michele Day, at [electionz.com](http://electionz.com), toll free, on the Election Helpline 0800 666 047 or download the booklet from [www.apinz.org.nz](http://www.apinz.org.nz)

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## Voting Method

The election for Board members is being carried out by internet voting. A postal ballot will only be offered to members without a valid email address. The voting process will use the STV system.

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## The Apiculture NZ Board and Candidate Eligibility

This year, nominations are being called for one market sector and two commercial sector vacancies on the Board.

In line with Apiculture New Zealand's Constitution, existing Board members Dennis Crowley and Barry Foster (Commercial Sector) and Peter Luxton (Market Sector) are required to retire, but are eligible for re-election. Barry Foster has decided to not stand again after many years involved in industry governance.

Only the market and commercial beekeeping sector members are entitled to stand as candidates.

A candidate will represent the sector in which they are Apiculture NZ members. If a candidate holds multiple memberships under different sectors, they may stand for election to represent members in each of those sectors – however, they may only be elected to represent one sector.

Candidates who are standing in more than one sector are required to state on their nomination form which sector they will choose to represent if they happen to win a seat in each sector. In this case, the seat in the winning candidate's 'second choice' sector will be granted to the candidate with the next greatest number of votes under the STV voting system.

Nominators must be a member of the same sector as the candidate. If a candidate has chosen to stand in more than one sector, the nominator must be a member of those same sectors.

To be eligible to be **selected as a candidate**, you must have paid your full and proper subscription to Apiculture NZ for 2018 by **Tuesday, May 15**. To be eligible to **nominate a candidate**, or **vote in this election** you must have paid your full and proper subscription to Apiculture NZ by **Tuesday, May 15**.

Given the nomination period is April 26 – May 15, candidates and nominators do not need to be financial members at the time of nomination – **but they must have paid by May 15**. On May 16, Apiculture NZ will check that all nominators and candidates are financial members. If one or both of the nominator/candidate pairing are not financial members, that candidate will be deemed ineligible, and will be removed as a candidate.

It is your responsibility to ensure that cheques and internet banking payments are received in the mail, or in the Apiculture NZ bank account, by close of business **Tuesday, May 15**. To join and pay online, visit [www.apinz.org.nz/shop](http://www.apinz.org.nz/shop).

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## Voting Process

Apiculture NZ has contracted *electionz.com*, an independent elections management company, to manage its election process. As a result, most correspondence about the election will occur via email. Apiculture NZ and *electionz.com*'s focus is on electronic communication with members, promoting the use of internet voting where possible. There are considerable cost savings for Apiculture NZ if voting information is sent to members by email, which is the default method of communication.

For example, the Notice of Election with all the information about the upcoming elections will be sent by email on Thursday, April 26, 2018, to all financial members who have a valid email address. Other publicity channels will also be used to ensure as wide a reach as possible. This will be followed by another email (and using the channels mentioned above) with the voting information (for internet voting) on Tuesday, June 5, 2018.

However, those members without a valid email address will be sent voting information by post.

**All candidates, their nominators, and voters must be Apiculture NZ financial members for 2018 by Tuesday, May 15.**

Members may only vote for the candidates standing in their membership sector. Those who have memberships in more than one sector may vote in each of those sectors.

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## Election Results

The election results for Board members will be calculated and checked and then advised to Apiculture NZ on Thursday, June 21, 2018. The Returning Officer will then personally advise all candidates by phone or email on the same day.

The results will be published on the Apiculture NZ website and circulated to members as soon as practicable.

Relevant key dates for your diary are:

Nominations open	Thursday, April 26, 2018
Nominations close	12 noon, Tuesday, May 15, 2018
Voting opens	Tuesday, June 5, 2018
Voting closes	12 noon, Thursday, June 21, 2018

# The Structure of Apiculture NZ and Constitutional Requirements

The full constitution, which includes information relating to the Apiculture New Zealand Board and Board elections, can be found at [www.apinz.org.nz/about](http://www.apinz.org.nz/about).

# About Apiculture NZ

## Industry vision

The New Zealand beekeeping and honey industry is a vibrant and growing contributor to New Zealand's economy, nationally respected; internationally recognised.

## Mission

ApiNZ is a trusted and united body creating value and opportunity for our members.

## Goals

### To secure and strengthen ApiNZ as the peak body for the Apiculture industry

- To be at the centre of relationships with key influencers and our members so that they experience a trusted and united body.
- Building a strong and stable funding base including gaining a Commodity Levy (CL) and other funding sources required to build stability and sustainability.
- Building industry capability through support services that strengthen industry capability in science and research, education, and policy.

### To strengthen the trust and confidence of markets in the industry's product and practices

- Supporting standards and codes of practices that strengthen our reputation and integrity, as acknowledged by regulators, consumers and customers.
- Actively address any regulatory barriers to the export of products.
- Grow positive perceptions of international buyers of our New Zealand products.

### To protect the intrinsic value of industry assets

- **Protect the health of New Zealand's bees** and ensuring we have strong biosecurity plans in place.
- **Supporting good industry practice** – ensuring appropriate codes and guidelines are in place to support and manage industry issues that impact on industry reputation.

We aim to achieve our goals by:

### Protecting

Developing policy and programmes to protect the health of New Zealand's bees, and ensuring we have strong biosecurity plans in place.

- Opposing the import of honey and bee products from countries of known risk.
- Progressing membership with GIA.
- Coordinating well planned and managed scientific research that is industry-relevant.

### Leadership

Taking a leadership role on behalf of members on all relevant issues, and strengthening our sector's ability to influence decisions that affect it.

- Building stronger connections with our stakeholders, including central and local government and iwi.
- Working with members to find solutions to shared industry issues.
- Leading and developing skills and education programmes that are industry-relevant and practical including an apprenticeship programme.

### Positioning

Positioning apiculture and beekeeping as a vital and serious contributor to our economy, with products and services that are recognised and valued, here in New Zealand and internationally.

- Telling the New Zealand apiculture story, profiling the positive contribution our industry makes to the economy.

### Strengthening

Strengthening the trust and confidence of our markets and industry products, ensuring our products are acknowledged for their integrity and authenticity.

- Supporting standards and codes of practice that strengthen our reputation and underpin our sector's growth.
- Supporting increased market access.
- Contents page will need to be updated accordingly.

# Board Member Duties

## Duties of Board and members

Collective and individual responsibility and accountability are fundamental to the integrity of the Board. It is important that Board members are clear about, and understand, the collective and individual duties that come with election and appointment to the Apiculture NZ Board.

Board duties are often referred to as Directors' 'fiduciary duties'. Board members should be made aware of their duties immediately upon taking office. Collective and individual duties should be covered as part of a Board member's orientation and on-going governance training.

Board member duties are constant and relevant to all actions undertaken by the Board or individual members; a Board and its members must always act in a manner consistent with these duties.

## Collective Duties

The collective duties of the Board are the duties which reflect that the Board and Apiculture NZ as an entity act in accordance with the objects and within the powers set out in the Constitution.

The collective duties of the Board are to:

- a. Act consistently with the objects as set out in the Constitution (Clause 4)
- b. Perform its role efficiently and effectively and consistently within the spirit of services to the members as set out in the Constitution (Clause 13.7)
- c. Operate in a financially responsible manner
- d. Ensure that Apiculture NZ complies with all relevant legislation

## Individual Duties

Apiculture NZ is not a company, but the following are increasingly accepted as threshold duties and requirements as per the Companies Act 1993.

- a. Act with honesty and integrity
- b. To act in good faith and in what the Board member believes to be in the interests of Apiculture NZ
- c. Not to permit 'reckless' trading
- d. To exercise reasonable care, diligence and skill
- e. Not disclose information, except as agreed to by the Board.

## Breach of Duty

As acknowledged previously, Apiculture NZ is not a company but certain aspects of the Companies Act 1993, and the duties and rules it imposes on Directors, are relevant to members of the Association's Board.

Directors have a duty to act in good faith and in the best interests of the company. They must exercise their powers for a proper purpose and are required to comply with the Companies Acts and the Company's Constitution.

There are penalties for reckless trading by the company and the company's Directors have a duty of care when exercising the powers or performing their duties as Directors. The liability of company Directors is unlimited and as a consequence they may be found personally liable for any negligent actions performed by them.

Legal compliance is a fundamental role of a Director. Ensuring proper adherence to law is part of being an effective Director, and liability is imposed on Directors under various Acts. For example, Health and Safety in Employment Act 1992, Health and Safety at Work Act 2015, Financial Reporting Act 2013.

If a Board member commits a breach of the Rules or the Board's governance requirements, or acts in a way which is injurious to the best interests of the Association, Apiculture NZ may bring action against that Board member for a breach of an individual duty as set out in the Constitution (see Clause 13.11).

## Code of Conduct

A code of conduct is a set of principles that should guide the behaviour of Board members in relation to carrying out their governance roles and enable the Board to set a tone from the top for Apiculture NZ. The table opposite summarises the key principles in a code of conduct.

## Declaration of Interests relevant to the role

It is a fundamental obligation of all elected officials of Apiculture NZ to act in the best interests of Apiculture NZ. Candidates are required to declare any interests relevant to their potential role as a Board member. This includes personal interests or duties to another person, organisation or company which could conflict with that obligation to Apiculture NZ.

The existence of an interest is not in itself a reason why a candidate is unable to stand for election. The issue is whether or not the interest is managed so that it has no material effect on the exercise of the official's obligation to Apiculture NZ. Voters are also entitled to the disclosure of

these interests so they may consider these in casting their vote.

Management of interests should take place at several points in the election and in actions of elected officials.

**1.0 Before Election**

- a. When an Apiculture NZ member is considering whether to accept nomination for Apiculture NZ office, they should first determine:
  - if their circumstances are such that accepting office would place them in a position of conflict, and
  - if the significance of any such conflict impacts on their ability to fulfil their obligations as an Apiculture NZ office holder.

- b. They should then declare any interest to voters so they may evaluate the relevance and significance of the interest in deciding whether or not to give their vote to that individual.

**1.1 In Office**

- a. As soon as an interest becomes known to an Apiculture NZ office holder, either as a result of changed personal circumstances or due to the nature of the business being decided, they should declare it and its nature to fellow office holders at the meeting. The Board or committee then should decide if there is a material conflict and how it should be handled.
- b. Every such declaration should be recorded in the minutes at the time it is declared.

<p><b>Honesty, integrity and transparency</b></p>	<ul style="list-style-type: none"> <li>• Act with honesty and integrity in approaching their roles and responsibilities</li> <li>• Undertake Board responsibilities in a manner that respects other Board members and the employees of Apiculture NZ</li> <li>• Ensure that actions taken in the performance of Board duties do not discredit yourself, any other Board member, or any employee of Apiculture NZ</li> </ul>	<p><b>Act fairly and impartially</b></p>	<ul style="list-style-type: none"> <li>• Observe independence and objectivity in carrying out responsibilities of the Board</li> <li>• Avoid business connections, affiliations and personal connections that could impact negatively on involvement in Board discussions and decisions</li> </ul>
<p><b>Act in the best interests of Apiculture NZ</b></p>	<ul style="list-style-type: none"> <li>• Diligently prepare for and attend Board meetings</li> <li>• Maintain a good level of competence and knowledge, including remaining familiar with Apiculture NZ activities and its operating environment</li> <li>• Apply their knowledge, skill and experience with reasonable care and diligence</li> <li>• Not engage in activities which could affect their judgement or objectivity as a Board member, nor engage in any activities that could damage the integrity and reputation of Apiculture NZ</li> </ul>	<p><b>Use Board information and Board position appropriately</b></p>	<ul style="list-style-type: none"> <li>• Respect the confidentiality of information received as a Board member and use it only for proper purposes</li> <li>• Decline gifts, benefits and positions that may compromise independence or create perceived obligations</li> <li>• Accept responsibility for the decisions and actions of the Board even if they are contrary to your personal views</li> </ul>
		<p><b>Exercise due care and diligence</b></p>	<ul style="list-style-type: none"> <li>• Work to improve the performance and efficiency of Apiculture NZ and use its resources carefully and only for intended purposes</li> <li>• Exercise due care and diligence when considering issues and making decisions, by understanding the educational, financial and strategic implications</li> <li>• Understand and robustly enquire into the financial and other information provided to the Board</li> </ul>

- c. A register of declared interests should be maintained and the office holder concerned should remind the Board or committee of the interest whenever it is relevant.
- d. Mechanisms for managing the interest include;
  - Simply noting the interest.
  - The office holder abstaining from voting.
  - The office holder not being permitted to vote.
  - The office holder not participating in discussion.
  - The office holder withdrawing while the matter is discussed.
  - The office holder not receiving any information on the matter or being present when it is dealt with by the Board.

## 2.0 Register

This Register of Interests is established as required by the Apiculture NZ Constitution (Clause 13.7.g). The policy requires that any business or personal matter which could lead to a conflict of interest of a material nature involving a Board member and their role and relationship with Apiculture NZ, must be declared and registered in the Register of Interest. Entries in the Register shall be presented to the Board and minuted at the first meeting following entry in the Register. All Board members should be continually on the alert for any interests, or potential conflict of interest they may have and notify the Board or committee as soon as it occurs. If a Board member is uncertain regarding a potential conflict of interest it should be discussed with the chair, and if necessary, legal advice should be taken.

# Nominations

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## Key Dates

- Nominations open from Thursday, April 26, 2018.
- Nominations close at 12 noon on Tuesday, May 15, 2018.
- An electronic copy of the Notice of Election will be sent to all financial members with a valid email address on Thursday, April 26, by the Returning Officer. A hard copy letter will also be sent to those without an email address.

## Nomination Papers

Each candidate nomination must be made on the official nomination paper.

Nomination papers can be downloaded from the Apiculture NZ website: [www.apinz.org.nz](http://www.apinz.org.nz), or requested from the Returning Officer, Warwick Lampp, or the Deputy Returning Officer, Michele Day, [electionz.com](http://electionz.com) Ltd by:

- **Phone:** 0800 666 047
- **Email:** [iro@electionz.com](mailto:iro@electionz.com)

## Nomination Guidelines

- Each candidate must be endorsed by a nominator.
- Candidates are required to submit a **CV** with their nomination, and complete the **Statement of Attestation of Fitness to Stand as a Director**, the **Statement of experience/skills**, and a **candidate profile**. The candidate profile will be sent out with the voting documents.
- The format of the candidate profile statement is set out in Section 6 of the nomination paper. Candidates are also required to provide a photo (jpeg) to accompany the profile with their Nomination Paper.
- These profiles and photos are collated by the Returning Officer into a profile sheet and forwarded to financial members with their voting documents.

## Lodgment of Nomination Papers

- Nominations close at **12 noon, Tuesday, May 15, 2018**. Nomination papers must be received by the Returning Officer, Warwick Lampp, no later than the above time and date.
- Nomination papers must be scanned and emailed to [nominations@electionz.com](mailto:nominations@electionz.com).

- Should they be received by the Returning Officer after the close of nominations, the nomination is invalid. It is candidate's responsibility to ensure that their nomination is received by the Returning Officer on time.
- If the candidate cannot scan and email their nomination documents, then they must contact the Returning Officer on 0800 666 047 to discuss an alternative.
- Nomination papers that are downloaded from the link on the Apiculture NZ website must be printed out. All nomination papers must be completed, signed by the candidate and the nominator, and emailed to the Returning Officer.
- All nomination documents, including the candidate profile statement and photo **must** be submitted at the same time as the nomination paper.
- Once lodged, nomination papers are checked to ensure the nominator and candidate are financial members and that all details are correct and all requirements have been met.
- Should a nomination paper be lodged late on the morning nominations close, and be incorrectly completed or refer to an ineligible nominator, there may be insufficient time to correct the situation and the nomination paper could be invalidated.
- Confirmation by email of an accepted nomination will be given to each candidate as soon as the nomination documents are verified.

## Processes after the Close of Nominations

- Once nominations have closed, a full list of all candidates will be published on the Apiculture NZ website and sent via email to all candidates.
- Candidate names will appear in random order on the online voting form. They will appear with Surname first, followed by their Christian names, i.e. **LAMPP Warwick**
- A link to the online voting form will be distributed by email to financial members on Tuesday, June 5, 2018, with voting closing at 12 noon on Thursday, June 21, 2018. Members without a valid email address will receive a hard copy voting form in the post.

# Candidate Profile Statements

Each candidate must provide a candidate profile statement and photo with their Nomination paper. These are collated by the Returning Officer and will be sent to Apiculture NZ members to review when voting for their candidates.

## Candidate Profile Statements

- Must be set out in the following format:

Section heading:	Word limit:
Name	None
Professional Qualifications	None
Sector	No word limit. Either Non-commercial beekeeper, Commercial beekeeper, or Market sector.
Candidate Statement	Maximum 150 words. Outlining skill, experience and suitability for the position
Previous relevant experience	Maximum 50 words
Declaration of Interests	None

- **Maximum word counts** where stated must be adhered to. They will be strictly enforced.
- **Must** be in a Word document in plain black and white text, but special formatting (bold, italics, quote marks) is permitted, however underlining is not permitted. Candidates may include an email address or website address, but these will each be counted as one word as part of the word limit.
- **Must** be a Word document, that has been spell checked and word counted, emailed to nominations@electionz.com.
- **Must** be confined to information concerning the candidate, and the candidate's policies and intentions if elected to Apiculture NZ (i.e. must not refer to any other candidate).
- **Must** include a recent black and white photograph of the candidate **only**, i.e. a head and shoulders shot. Photos must be in an electronic format (scanned as a jpeg at a minimum of 300 dpi and emailed to the Returning Officer). Photos will be printed in black and white only.

## Returning Officer Review of Candidate Profiles

If the Returning Officer is not satisfied that a candidate profile statement complies with the requirements as specified, the Returning Officer will, as soon as practicable, return the statement to the candidate and specify his concerns and the reasons therefore. The candidate will then need to submit an amended candidate profile statement to the Returning Officer by May 2, 2017.

The Returning Officer is not required to verify or investigate any information included in a candidate profile statement. The Returning Officer will take no responsibility for the accuracy of the content, and a disclaimer concerning the accuracy of the information contained in the statements will be published in the profile statement booklet.

# Code of Conduct and Campaigning Guidelines by Candidates in an Apiculture NZ Election

This document incorporates a code of conduct, policies and guidelines including election rules for candidates during Apiculture NZ elections.

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## Purpose of the Code of Conduct

1. One of the fundamental principles governing Apiculture NZ is that governance of Apiculture NZ is exercised by members of Apiculture NZ who have the right to participate in Apiculture NZ elections.
2. To give effect to this principle, the Management Team must do its best to ensure that elections are conducted in a fair and impartial way and that all Apiculture NZ members have the opportunity to exercise their voting right free from improper influences.
3. The purpose of this document is to set out some commonsense principles and standards to assist with maintaining the highest level of integrity in relation to the Board elections.
4. The objective of this Code of Conduct is to allow candidates to put their views to members of Apiculture NZ with a minimum of restriction while still:
  - a. Ensuring that campaigning by candidates for the Apiculture NZ Board is carried out in an honest and fair way
  - b. Protecting the interests of Apiculture NZ and its ability to achieve its purpose defined in the Constitution; and
  - c. This Code of Conduct is intended to encourage fair and truthful comment and debate.
5. If a candidate breaches the Code of Conduct, depending on the circumstances or the severity of the breach, the Returning Officer may take the following actions after consultation with the Chief Executive:
  - a. Issue the candidate with a verbal warning, or
  - b. Issue the candidate with a written warning, advising that any further breach will allow the Returning Officer to remove the candidate from the election, or
  - c. Remove the candidate from the election
6. The Returning Officer's decision in relation to breaches of the Code of Conduct is final.

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## Terms of the Code of Conduct

### Candidate Responsibility

1. In meeting the above objective, the following represent minimum standards which must be adhered to by candidates during the period beginning from the time a candidate declares themselves publicly as a candidate or the candidate's nomination is sent to the Returning Officer, and ending on completion of the relevant election.
2. Candidates must provide Apiculture NZ members with truthful and fair campaigns and conduct themselves in a manner conducive to a civil, issue-orientated exchange with their fellow candidates.
3. Candidates must act in good faith in what they honestly believe to be in the best interests of Apiculture NZ.
4. Generally, candidates are expected to focus on:
  - 4.1 Issues affecting the ability of Apiculture NZ to carry out its stated purpose and objectives
  - 4.2 The expertise and attributes that they will bring to the position of Board member, rather than on the personalities of other candidates or existing Board members.
5. Each candidate must do all of the following:
  - 5.1 Be respectful of other candidates and not make any statements relating to other candidates that are defamatory
  - 5.2 Keep all of Apiculture NZ's confidential information confidential
  - 5.3 Promote compliance, and comply in all respects, with the Election Rules set out in the Apiculture NZ Constitution.
  - 5.4 Report to the Returning Officer any breaches known to them of the Election Rules or this document
  - 5.5 Refer all media enquiries about the election to the Returning Officer.

6. Candidates must not do any of the following:
- 6.1 Make any statements that undermine the integrity of the election process
  - 6.2 Make any media statement about the Returning Officer or the conduct of the election
  - 6.3 Carry out or participate in any action, or make any statement that might cause harm or loss to Apiculture NZ
  - 6.4 Carry out or participate in any action, or make any statement that might bring Apiculture NZ, or any Board member, employee or Apiculture NZ member into disrepute (including other candidates)
  - 6.5 Except as expressly permitted by Apiculture NZ, use any property or resources of Apiculture NZ for campaign purposes. This includes using images of premises, logos, brands, photos and other intellectual property
  - 6.6 Misrepresent or mislead Apiculture NZ members as to his/her qualifications, position or experience
  - 6.7 Misrepresent or mislead Apiculture NZ members as to the qualifications, position or experience of other candidates
  - 6.8 Offer or imply any inducement to any Apiculture NZ member in exchange for their vote.

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## Campaigning Policy

- Election campaigning can commence either when nominations close, or when a member declares themselves to be a candidate publicly.
- No election material can contain any untrue statement, or be defamatory of any candidate.
- No election material may contain an imitation voting paper, which has the names of the candidates with any direction or indication as to the candidate a person should vote for, or in any way contain such direction or indication likely to influence the voter. However, campaign material showing just the individual candidate's name with a tick beside their name is permitted.
- Any acts committed by candidates that constitute criminal offences will be referred to the Police for their action.
- Except as expressly permitted by Apiculture NZ, candidates must not use the Apiculture NZ logo or branding material in any campaigning material.
- Candidates seeking election will be offered general support only. Apiculture NZ will publicise the election and candidates for election via the Apiculture NZ website, email, and other relevant channels.
- Candidates will not receive any financial support from Apiculture NZ to campaign. Candidates are responsible for their own campaigning costs.
- Staff may not support individual candidates and will be instructed not to undertake any work or to deploy Apiculture NZ resources in respect of any individual candidate. In the event staff are reported to support individual candidates, this will be reported to the Returning Officer.
- No candidate or staff member may assert any undue influence or pressure on any member during the act of voting.
- Apiculture NZ-sanctioned email lists must not be accessed by candidates or their supporters for use in the promotion of individual candidates.

# About the Board: Responsibilities and Remuneration

Below is an excerpt from the Apiculture New Zealand Constitution, providing further information for candidates about the Apiculture NZ Board.

## 13 The Board

- 13.1 The nine (9) elected representatives (see Clause 11.5 and 11.6), who will be Members, will appoint an Independent Chair and shall together constitute the Governance Board of the Association.
- 13.2 Prior to the Annual Meeting, the Board will elect an Independent Chair and a Vice-Chair if a vacancy exists.
- 13.3 The Independent Chair will:
- Be appointed for up to a three-year term with the right of reappointment for one more term; and
  - chair all meetings of the Board, except that in their absence for whatever reason, the Vice Chair will assume this role.
- 13.4 Directors shall take office on the Board from the conclusion of the Annual Meeting immediately following their election or appointment.
- 13.5 The term of office for all Directors shall be three (3) years expiring at the conclusion of the relevant Annual Meeting except in the first year following adoption of this constitution when three elected representatives will be elected for one year only and three elected representatives will be elected for two years only.
- 13.6 At the end of an elected period, retiring Directors shall be eligible for re-election for two (2) subsequent and consecutive terms of three (3) years. A Director who has served three (3) consecutive terms shall be ineligible for re-appointment as a Director in the ensuing year. Such Director, after standing down for not less than one (1) year, may again be eligible for re-appointment for two (2) further terms of three years and shall cease to be eligible after that.
- 13.7 The Board is responsible for:
- a. Governance, which means recognising, protecting and facilitating the rights of members established by the rules or through mutual agreements.
  - b. Promoting transparency and consistency with the rules and clearly articulating the division of responsibilities among the different structures within the Association.
  - c. Ensuring that timely and accurate disclosure is made on all material matters regarding the Association, including the financial situation, performance, and governance.
  - d. Ensuring the strategic guidance of the Association, the effective monitoring of the Management Team, and the Board's accountability to the Association and its members.
  - e. Appointing the Chief Executive Officer.
  - f. Establishing policies, advisory and planning, governance training, resource allocation, etc.
  - g. Maintaining a register of Board member interests and conflict of interests.
- 13.8 The Board will meet at such intervals as may be deemed necessary and will conduct business at other times by electronic means.
- 13.9 An elected Director's appointment shall cease immediately upon:
- a. the Director no longer being eligible for membership of the Sector from which they were elected; and
  - b. such Director tendering their resignation to the Board; or
  - c. if no such resignation is forthcoming, on the Board being notified by the Management Team that the Director is no longer eligible for membership and as such their Directorship has been determined.
- 13.10 The office of Director or Independent Chair

shall be vacated:

- a. If the person is absent from two consecutive Board meetings without special leave; or
- b. If the person dies or loses mental capacity or declared bankrupt; or
- c. (In the case of an elected Director) if he or she ceases to be a member.

If the Chair's position is vacated the Board will act immediately to appoint a new Independent Chair.

13.11 Any Director or the Independent Chair who has committed a breach of the Rules or not complied with the Board's Governance requirements or whose conduct or performance is, in the opinion of a majority of the Board, injurious to the best interests of the Association, may be removed from office by a vote of two-thirds majority of Board members. The Director who is the subject of such process has the right to be present with representation and be heard by the Board before it makes its decision.

#### **14 Remuneration of Board and Sub-Committees**

- 14.1 No part of the income or property of the Association will be paid directly or indirectly to any member provided that this Clause will not prevent the Association making reasonable payments to members for professional or other services rendered for the purposes of the Association.
- 14.2 Directors and members of sub-committees may be paid such remuneration by way of honorarium as may be determined by the Association in General Meeting and may also be paid travelling, accommodation and other reasonable expenses properly incurred by them in attending and returning from meetings of the Board, a sub-committee or any general meetings of the Association or in connection with the business of the Association.



