

**Constitution and Rules for
Apiculture New Zealand Incorporated**

**Version 14.0
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Constitution and Rules for Apiculture New Zealand Incorporated

1 Name

The name of the Association will be Apiculture New Zealand Incorporated (“the Association”).

2 Registered Office

The registered office of Apiculture New Zealand will be at such place as the Governance Board decides from time to time.

3 Definitions

In these rules unless the context otherwise requires:

“Act” means the Incorporated Societies Act 1908 and any amendments;

“Annual Meeting” means the Annual General Meeting of the Association;

“Annual Subscription Form” means the annual subscription form used by the Association from time to time to be completed by Members on renewal of their annual membership;

“Apiculture industry” means, beekeepers, marketers of apicultural products, processors and packers of apicultural products, exporters of apicultural products, food manufacturers using apicultural products, health product manufacturers using apiculture products, suppliers of apicultural equipment and support products, landowners who have apiary sites on their land;

“Board” means the Board of Apiculture New Zealand;

“Director” means a person elected or appointed to the Board;

“Financial Year” means 12 calendar months ending 31 March;

“Independent **person**” means a person with no direct financial interest in the Apiculture industry;

“Levy” means a levy in respect of any such order pursuant to the Commodity Levies Act 1990, or the Biosecurity Act 1993 or pursuant to any voluntary levy agreed to be paid by Members of the Association;

“Management Team” means the individuals (whether or not members) appointed under Clause 16;

“Member” means a person or entity that has qualified for, and been accepted, as a Member as set out in Clause 5.1;

“Notice of Motion” means a notice submitted in accordance with Clause 21.2;

“Properly constituted meeting” means meetings held in accordance with the constitution of the Association;

“Registration Form” means the relevant member registration form used by the Association from time to time;

“Regional Hub” means the regional group of the Association to which a Member belongs as set out in Clause 10.9;

“Registrar” means the Registrar of Incorporated Societies;

“Related Company” has the meaning in section 2(3) of the Companies Act 1993 (read as if the expression “company” in that subsection included any body corporate);

“Rules” means these rules as they may be amended from time to time;

“Sector” means the industry group to which a Member is affiliated as set out in Clause 11.1;

“Sector Matters” mean matters to be considered at a Sector level as determined by the Board; and

“Special Meeting” means a Special General Meeting of the Association convened in terms of Clause 19.

4 Objects

4.1 The principal object of the Association is to provide benefits to the apiculture industry in New Zealand by creating a positive industry profile, business environment and opportunities for Members.

4.2 In order to attain the principal object, the Association will:

- a. Establish and maintain an association for the mutual benefit and assistance of the Members, and act as a forum for the exchange of information and for the discussion of matters of common interest within the apiculture industry.
- b. Promote to industry stakeholders, the general public, the media, policy makers and Members of Parliament, apiculture as a vital and growing sector of major social and economic significance to New Zealand.
- c. Represent the common views of Members to any relevant organisations (e.g. policy makers, media, consumers, stakeholders and the general public) and where necessary advocate on behalf of Members.
- d. Work to protect the rights of members to keep bees and improve the apiculture industry in New Zealand, including promoting the economic and other interests of Members.
- e. Actively engage and participate in the following areas of activity, where these can be best addressed at a whole of industry level, as they relate to the interests of Members and the apiculture industry generally:
 - i. Bee health, including the role and value of a healthy bee population within the primary production sector and broader ecosystem;

- ii. General regulatory, economic and fiscal policy and resulting compliance costs;
 - iii. Resource management and environment, including but not limited to making appropriate submissions on local government plans in key areas;
 - iv. Education, training, professional development and leadership;
 - v. Labour, health & safety and employment issues;
 - vi. Bio-security, including border security;
 - vii. High-level trade policy, including market access and lobbying of central government on important trade issues;
 - viii. Crisis management and dispute resolution;
 - ix. Facilitating and supporting best practice science and research & development; and
 - x. Promoting ethical practice within the industry.
- f. Identify relevant information on matters pertaining to the apiculture industry and encourage appropriate forums and methods for this information to be shared and used amongst Members where collective benefits exist.
 - g. Conduct negotiations with the Government and other authorities on any topic or initiative likely to affect the interests and welfare of Members of the Association.
 - h. Provide and raise funds for the purpose of the Association by Levies, borrowing, subscriptions, annual or otherwise, or by any other means.
 - i. Provide coordination services to Sectors and Regional Hubs to facilitate collaboration and connectedness between Members.
 - j. Generally do all such things and take all such initiatives considered beneficial to Members to further the activities and objects of the Association.

5 Membership

5.1 Members will be General Members, Life Members or Associate Members as follows:

- a. General Members –
 - i. To become a General Member an applicant shall apply in writing to the Board using the relevant Registration Form.
 - ii. A person or entity will be eligible to become a General Member if that person or entity has an active interest in the apiculture industry in New Zealand, and pays the appropriate Sector subscription.
 - iii. Any person or entity paying a commodity levy will automatically become a member of ApiNZ, unless they opt out (in writing) of ApiNZ membership. Levy payers who opt out from being ApiNZ members will have full voting rights for commodity levy votes only.

- b. Life Member – On the recommendation of the Board, as a mark of esteem and in recognition of outstanding service to the New Zealand apiculture industry, a person, whether or not a Member of the Association may be elected a Life Member by a majority vote at an Annual Meeting of the Association.
 - i. A Life Member, if not already a General Member, shall enjoy the rights and privileges of General Members but shall pay no annual subscription.
 - ii. A person who is a life member of a related industry organisation who is identified as such by the Board will be entitled to be a Life Member of the Association.
- c. Associate Member – The Board may of its own accord, grant any person or organisation an Associate Membership. An Associate Member shall pay the appropriate subscription as determined from time to time by the Governance Board but will not have voting rights.

5.2 All Members shall promote the interest and the objects of the Association and shall do nothing to bring the Association into disrepute. Refer to Clause 7.4.

5.3 Members shall have all privileges, rights and obligations applicable to their category of membership as contained in these Rules, and any policies or membership forms issued by the Board pursuant to these Rules.

6 Membership of Corporations, Partnerships and Trusts

6.1 Any Member of the Association may by resolution of its directors or other governing body authorise any director, manager or employee thereof, to act as its representative at meetings of the Association. Following receipt of such information by the Chief Executive Officer the person so authorised shall be entitled to exercise on behalf of the Member, all its rights and privileges of membership upon the payment of the appropriate subscription; and shall also be entitled to hold office in the Association as if the authorised person were personally a member.

6.2 Where a business is carried on through multiple independent businesses under the same name, brand or franchise and the entities are not Related Companies each entity must apply for membership separately.

6.3 Related Companies will be entitled to apply for registration as a Member as one entity or separate entities. Annual subscription fees and membership rights and obligations will apply to each entity separately registered as a Member.

7 Ceasing to be a Member

7.1 A Member wishing to resign from the Association shall give written notice but shall remain liable for all subscriptions due at the time of their resignation.

7.2 Any Member whose subscription remains unpaid for two months after the payment date will be issued with a final written demand for payment.

7.3 If the Member concerned has not responded within 30 days of the final demand, his or her name shall be removed from the Register and written notification to that effect shall be sent to the Member.

7.4 Before the Board may suspend or remove a Member from the Register of Members for conduct prejudicial to the interests of the Association, wilful breach of any Rule or such other misconduct as determined by the Board:

- a. The Board will provide to the Member concerned a statement of its reasons for considering the Member to be guilty of misconduct meriting suspension or expulsion;
- b. The Member will be afforded a reasonable opportunity, in person or in writing, to respond to that statement.

7.5 If, after considering the response (if any) from the Member, the Board proposes to remove or suspend that Member, a motion to that effect will be put for consideration at the next Board meeting.

8 Registration and Subscriptions

8.1 Any person or entity on being accepted as a Member shall pay a registration fee to join the Association in addition to any other subscription or levy for which it may be liable. Such registration fee will be set by the Board and ratified by members at the Annual General meeting, the fee will be reviewed from time to time as the Board deems appropriate.

8.2 The annual subscription rates for the following year will be set at the Annual General Meeting of the Association on the recommendation of the Board.

8.3 Subscription rates will be set for each Sector. A Member can choose on their Annual Subscription Form to be affiliated to more than one Sector. Members will pay the annual subscription for each Sector they have chosen to be affiliated with.

8.4 Subscriptions are due on the 1st April annually. Failure to pay subscriptions will result in termination of membership (Clause 7.2-7.3).

9 Commodity Levy

9.1 The Commodity Levies Act will determine process and outcome, if and when such a levy is struck

9.2 The Commodity Levy order voted on at ApiNZ's AGM and made under the Commodity Levies Act will determine process and outcome, if and when such a levy is structured. This order will also set the minimum and maximum rate for the levy.

10 Regional Hubs

10.1 Regional Hubs will be flexible organisations of Members linked through apiculture related activities, with the purpose of supporting interaction among Members.

10.2 Regional Hub members, if they so elect, may establish a Regional Hub Committee to promote and assist regional social activities, education and training with support from the Industry Management team, where appropriate.

10.3 Regional Hub Committees if established, will be required to manage any Hub finances and Bank accounts on behalf of the Association as directed by the Board, with guidance from the Associations Accountant.

10.4 Regional Hubs will be entitled to receive funding for apiculture good activities as the Board may from time to time determine.

10.5 The Management Team in association with the Regional Hub Committees will, as required, assist the planning and delivery of Regional Hub activities, including Field Days, workshops and meetings and communications. The Management team will also facilitate and manage the voting procedures for Regional Hubs as determined from time to time.

10.6 Any funds generated by regional hubs will be the property of the Association. The Hub treasurer shall record and maintain books of account as directed by the Board and shall present an annual statement of account, as directed by, and for review by the Chief Executive Officer. Such funds will be expended for the benefit of members of that Hub, or for industry following consultation with that respective Hub

10.7 The Board will nominate one Director to each Regional Hub, for the purpose of providing the Regional Hub with a direct point of contact to the Board.

10.8 Regional Hubs may be established or disestablished by a decision of the Board following receipt of a proposal to do so from any group of Members of the Association.

10.9 A Member's Regional Hub affiliation(s) will be nominated by them on their Annual Membership Subscription Form. Every Member of the Association shall be entitled to be a Member of a Regional Hub in the area the Member lives or of another Regional Hub as agreed by the Board.

10.10 Regional Hubs will be operated within policy directives set by the Board from time to time.

11 Sectors

11.1 There are two Sectors to which Members may affiliate, being the Beekeeping Sector and Market Sector:

a. The Beekeeping Sector comprises two categories:
Non-commercial Beekeepers (beekeepers with up to 25 hives)
Commercial Beekeepers (beekeepers with a minimum of 26 hives)

b. The Market Sector includes:
Marketers of apicultural products, processors and packers of apicultural products, exporters of apicultural products, food manufacturers using apicultural products, health product manufacturers using apiculture products, suppliers of apicultural equipment, services and support products, landowners who have apiary sites on their land.

11.2 New Sector categories, such as those in Clause 11.1, or as defined by the Board, may be established by the Board and will be primarily defined according to the functions of that Sector category within the industry.

11.3 A Member's Sector and Category affiliation(s), where applicable will be nominated by them on their Annual Membership Subscription Form.

11.4 Members within each Sector will be responsible for the election of their representatives to the Board.

11.5 The Beekeeping Sector shall have a total of six (6) elected Board representatives, with five (5) elected by Commercial Beekeepers and one (1) elected by Non-commercial Beekeepers.

11.6 The Market Sector shall have three (3) elected Board representatives.

11.7 When required, as Director's terms expire, Members of each Sector will, by means of a properly constituted election held not less than 30 days prior to the Annual Meeting, elect their future representative(s) to the Board. Preferential voting will be conducted by post (via email), electronic or other form of ballot as determined by the Board.

11.8 Any casual vacancies on the Board will be referred back to the affected Sector to fill in accordance with Clause 11.4. Where no nomination is forthcoming from a Sector, the Board shall appoint a representative for that Sector until the next available election date.

11.9 The Sectors will be bound by any directives given from time to time by the Board or the Management Team (see Clause 11.8).

12 Voting Entitlement

12.1 For Board elections or Sector Matters, each Member will receive one vote for the Sector they are affiliated to (i.e. a Member can be affiliated to both Sectors – and have one Sector voting right in each).

12.2 At any Annual or Special Meetings, each Member will specify in which sector/category they are voting. The vote will be by sector and will carry the same weight as for sector representation on the Board. A motion will be carried if supported by more than 50% of that weighted vote.

12.3 The Non-commercial beekeeping sector vote carries 11% weight

12.4 The commercial beekeeping sector vote carries 56% weight

12.5 The market sector vote carries 33% weight

12.6 Commodity Levy payers (if applicable) who are not Members do not have voting rights.

13 The Board

The Board and Chair

13.1 The **no more than** nine (9) elected representatives (see Clause 11.5 and 11.6), who will be Members, will appoint a Chair and shall together constitute the Governance Board of the Association.

13.2 Prior to the Annual Meeting the Board will elect a Chair and a Vice-Chair if a vacancy exists.

13.3 The 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 and AGM, except that in their absence for whatever reason, the Vice Chair will assume this role.

13.3a If a vacancy occurs in the office of Chair or Vice Chair or if any such officer is unable to perform the duties of the office for any reason, the Board of Directors may at any time:

(i) appoint as an alternative Chair:

a. a person from among their number; or

b. an independent person, who is not from their number and who may or may not be a member or member representative, to be a Board appointed director to act as Chair; or

(ii) appoint as an alternative Vice Chair, a person from their number, to hold that office until the next Annual General Meeting or such earlier time as the Board of Directors shall determine.

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.

13.7.1 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 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.

13.11

Any Director or the 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.

15 Chief Executive Officer

15.1 The Board shall appoint a Chief Executive, under a fully negotiated Individual Employment Agreement, who shall hold office for such period and upon such terms as to salary or otherwise as the Board shall from time to time determine.

15.2 The Board will determine and agree the responsibilities and duties of the Chief Executive who will be directly accountable to the Board on all matters.

16 Management Team Appointments

16.1 A Management Team will be appointed by the Chief Executive Officer and to meet business plan outcomes, legislative requirements and best practice standards.

16.2 Management Team responsibilities will be determined as provided for by these Rules and the Chief Executive Officer to ensure the annual business plan is achieved.

17 Sub Committees

17.1 The Board may from time to time, establish sub committees or co-opt individuals (whether or not members) with definite terms and references and finite timelines including a "sunset" time by which the allocated tasks shall be completed and the committee disbanded or reviewed.

18 Annual Meeting

18.1 The Board shall convene an Annual Meeting of the Members of the Association within four (4) months following the end of the financial year.

- 18.2 The business to be conducted at the Annual Meeting shall be to:
- a. Receive the Chair's address;
 - b. Receive addresses from any other persons invited by the Board;
 - c. Receive the Annual Report of the Association;
 - d. Receive the reviewed Statement of Financial Position and Statement of Financial performance;
 - e. Receive the budget and business plan for the current fiscal year;
 - f. Receive recommendations or other business referred by the Governance Board including Life Membership nominations; confirming subscription and registration fees;
 - g. Consider any matter arising from the Chair's address, the Annual Report or any other report presented to the Annual Meeting;
 - h. Receive and consider any acceptable matters notified with proper Notice of Motion from any Member of the Association;
 - i. Conduct any general business; and
 - j. Consider appointment of an auditor
 - k. Vote on the proposed use of any commodity levy funds.

19 Special Meetings

19.1 A Special Meeting of the Association shall be held at such time and place as the Board may decide for the purpose of transacting any business other than that to be transacted only at the Annual Meeting.

19.2 The Board shall convene a Special Meeting on its own motion or upon receipt of a requisition in writing and signed by not less than ten percent of the Members of the Association stating the object of the meeting proposed to be called.

19.3 If the Board fails to convene a Special Meeting within thirty days of the date of delivery of the requisition, then the Members making the requisition may convene it themselves.

20 Quorum

20.1 The Quorum for Annual and Special Meetings shall be 40 Members.

20.2 The Quorum for Board Meetings shall be 5 Directors, no more than 4 of whom may be Board Members elected by Commercial Beekeepers.

21 Conduct of Meetings

21.1 The Annual Meeting and any Special Meeting shall be summoned by not less than 21 days' notice to Members stating the nature of the business intended to be conducted with the date, time and place of the proposed meeting. Such notice shall be sufficiently given if it is inserted in an issue of the Association's Journal, on the Association's website and/or emailed to all Members at their last known email address as recorded by the Chief Executive Officer, not less than 21 days prior to the date of the meeting.

21.2 Any Member proposing a Notice of Motion shall submit that notice to the Chief Executive Officer in writing and supported by the signatures of no fewer than 10 Members not less than 50 days prior to the date of an Annual Meeting or a Special Meeting of the Association. The notice shall include the fullest possible information as to the proposal being made.

21.3 The Chair, or in the Chair's absence the Vice-Chair, shall preside at all meetings of the Association, except if neither is available the members present at the meeting may choose one of their number to be Chair for that meeting.

21.4 The decision of the Chair in all matters of meeting procedure and conduct shall be final.

21.5 If a vote is requested it shall be conducted in such a manner as provided for under these Rules, or as the Chair decides.

21.6 Members will be entitled the votes allocated to them under Clause 12.2.

21.7 At any meeting the Chair shall, in addition to any other vote or votes to which that person may be entitled as a Member, have a casting vote.

21.8 Any person who is not a Member of the Association may be present by invitation of any Member at any meeting of the Association, but unless invited to by the Chair, shall not be entitled to speak.

21.9 If any Member is unable to attend at any general meeting, that Member may by notice in writing delivered to the Chief Executive Officer, not later than 48 hours prior to the time fixed for such general meeting appoint any other person entitled to attend any such general meeting to be the proxy of that Member and any proxy so appointed shall be entitled to exercise the vote available to that Member under these rules.

22 Postal (via email) or Electronic Vote

22.1 Except as otherwise provided for in these Rules the Board may submit any matter of policy to the membership for voting by postal (via email) or electronic vote, either at Sector or general membership level as determined by the Board. The result of such a vote shall be by way of recommendation to the Board; in such circumstances Members shall have the same voting entitlement as under Clause 12.1.

22.2 All votes on matters of policy under Rule 22.1 shall be conducted by the Chief Executive Officer and the result thereof shall, as soon as practicable after the vote has been taken, be notified by the Chief Executive Officer to the membership of the Association by email, or text or other form of direct communication to Members as the Board decides and with an entry in an issue of the Association's Journal, website or such other means of publication as the Board decides.

22.3 If the case arises for a secret ballot it shall be conducted by an independent third party as directed by the Chief Executive Officer.

23 Alteration to Rules

23.1 These Rules may be altered by majority vote taken at the discretion of the Board either at an Annual Meeting or at a Special Meeting of the Association or by postal via email/electronic vote.

23.2 Where the Board determines to refer a proposed alteration to the Rules to an Annual Meeting or Special Meeting, particulars thereof shall be given in the notice convening the Meeting.

23.3 Any Member proposing an alteration to the Rules shall submit a notice of motion thereof to the Chief Executive Officer not less than 50 days prior to the date of the Annual Meeting or a Special Meeting of the Association.

23.4 No addition to, or alteration, or recession, of the rules, shall be approved if it in any way affects Clause 25.2.

23.5 No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

24 Finances

24.1 The Association shall open an account or accounts with one or more trading banks operating in New Zealand and all transactions on those accounts shall be authorised by such 2 or more persons as the Board from time to time determines.

24.2 The Association accounts need not be audited, but reviewed, unless the Association by Resolution passed at an Annual or Special Meeting so requires with respect to any particular year or if required by legislation.

25 Winding Up

25.1 The Association shall be wound up upon the passing of a resolution to that effect passed at an Annual or Special Meeting, the notice of which has included the proposal for winding up.

25.2 In the event of the Association being wound up, funds held directly or indirectly and other property of the Association shall be disposed of to such charitable organisations as such an Annual or Special Meeting shall determine.

25.3 If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also has an Income tax exemption or for some other charitable purpose, within New Zealand.

26 The Common Seal

26.1 The Association shall have a Common Seal which shall be kept by the Chief Executive Officer and shall be affixed to such documents as are required to be completed under Seal.

26.2 The Seal shall be affixed only pursuant to a specific or general resolution of the Board, and in the presence of two Members of the Board and the Chief Executive Officer.

1. Member Name: _____

Signature: _____

2. Member Name: _____

Signature: _____

3. Member Name: _____

Signature: _____