

Constitution for Honey and Bees New Zealand

8 June 2026

Constitution of Honey and Bees New Zealand Incorporated

1. Name, registration and financial year

1.1 Name

The name of the society is Honey and Bees New Zealand Incorporated (Society).

1.2 Registration

The Society is an incorporated society under the Incorporated Societies Act 2022 (Act).

1.3 Registered office and contact person

- a. The registered office of Honey and Bee New Zealand will be at place determined by the Board.
- b. The Society will at all times have at least one contact person appointed in accordance with the Act, and will notify the Registrar as required by the Act.

1.4 Financial year

The Society's financial year is 1 April to 31 March each year.

2. Purpose

The Society exists to protect and advance the interests of beekeeping in New Zealand, with a particular focus on the resilience, sustainability, and profitability of commercial beekeeping operations, while also providing for constructive engagement with non-commercial beekeepers, industry suppliers and with pollination, export and other partners.

The Society will act as an independent and credible voice for beekeepers with government, regulators, industry bodies, researchers, and the wider public. It will work to strengthen the long-term future of beekeeping in New Zealand, including the industry's economic, environmental, and pollination contributions.

The Society will promote practical cooperation across the sector and encourage strong regional and national networks between commercial beekeepers, non-commercial groups, affiliated organisations, researchers, and industry partners.

The Society will support members and the wider sector by:

- a) Promoting best practice in beekeeping, including bee health, biosecurity, pollination, hive management, bee product production, and environmental stewardship.
- b) Supporting effective, practical and proportionate biosecurity measures.
- c) Encouraging research, innovation, and information sharing that improve beekeeper resilience, productivity, and profitability.
- d) Supporting the development of market access, product standards, and pollination opportunities.
- e) Collecting, collating, and sharing information relevant to the beekeeping sector.
- f) Facilitating communication, training, meetings, conferences, and forums on matters relevant to beekeeping.

- g) Enhancing public understanding of the value of bees, beekeeping, pollination, and honey production to New Zealand.
- h) Undertaking any other lawful activities that further the interests and objectives of the Society and its members.

3. Functions

3.1 The Society may carry out its purpose by:

- a) Advocating for practical, and effective laws, regulations, policies, and industry standards affecting beekeeping.
- b) Representing beekeeper interests in discussions with government agencies, regulators, research institutions, industry organisations, and the public.
- c) Working with members and others on issues relating to bee health, biosecurity, pollination, honey production, market access, and environmental sustainability.
- d) Supporting national and regional surveillance, preparedness, and response activities relating to bee pests and diseases.
- e) Organising and supporting meetings, field days, training programmes, conferences, and other educational activities.
- f) Building and maintaining regional and national beekeeper networks.
- g) Providing services, advice, or support to members where appropriate, including information services, training, market information, pollination coordination, or other member services.
- h) Supporting research and innovation relevant to the beekeeping sector.
- i) Raising funds through subscriptions, levies (where appropriate and approved by the members), grants, sponsorship, service provision, or other lawful means to support the activities of the Society.
- j) Employing staff, entering contracts, managing property, and undertaking any lawful activity necessary to support the Society's objectives.

3.2 The Society may work collaboratively with regional groups, affiliated organisations, industry bodies, research organisations, Māori organisations, government agencies, and other stakeholders where this advances the interests of New Zealand beekeeping.

4. Powers

The Society may do all things necessary or desirable to carry out its purpose, including entering contracts, employing staff, raising funds and managing property.

5. Membership

5.1 Membership Eligibility

Membership is open to all persons and organisations engaged in beekeeping or the beekeeping industry in New Zealand, including both commercial and non-commercial participants.

5.2 Membership Classes

- a. **Full Members** – New Zealand beekeepers directly involved in commercial honey production, pollination services and/or queen rearing (individuals, partnerships, companies).
- b. **Associate Members** – persons or organisations that support the Society's purposes, including non-commercial beekeepers, processors, packers, exporters, service providers, research and education bodies, and clubs.
- c. **Life Members** – individuals recognised for outstanding service to beekeeping or the Society.

5.3 Affiliated Bodies

Recognised affiliated bodies (such as a regional or special interest group) may enter into an affiliation agreement with the Society on terms acceptable to the Board, and subject to ratification by a General Meeting.

5.4 Eligibility and obligations

- a. Any person or entity that supports the purposes of the Society and meets the criteria for a membership class is eligible to apply.
- b. Members must:
 - i. Promote the interests and purposes of the Society.
 - ii. Comply with this constitution and any lawful policies or codes of conduct adopted by the Society.
 - iii. Not act in a way that brings, or is likely to bring, the Society into disrepute.

5.5 Application and consent

- a. Applications must be made in writing (including electronic form).
- b. Applicants must provide contact and relevant business details, nominate their membership class, declare hive numbers if required, and give written consent to become a member and to be bound by this constitution and any applicable policies.
- c. The Board decides applications and notifies applicants; the Board may refuse any application, giving brief reasons on request.
- d. Membership takes effect when the applicable fees are paid (if any).

6. Register of Members

6.1 The Society will maintain a register of members including:

- a. Name
- b. Contact details
- c. Date of joining
- d. Any other information required by the Act.

6.2 Members of the Society must keep their details up to date.

7. Subscriptions

- a. Subscription fees will be set by the Board and approved by members at a General Meeting.
- b. Fees may include flat fees, hive-based fees or a combination.
- c. Subscriptions are due annually on 1 April.

8. Rights of members

8.1 Full Members

Full Members may:

- a. attend and vote at General Meetings
- b. stand for election to the Board
- c. access Society services

8.2 Associate Members

Associate Members may attend meetings and speak but do not vote. They can access Society services.

8.3 Life Members

Life Members have the same rights as Full Members unless otherwise specified.

9. Ceasing membership

Membership ends if:

- a. The member resigns in writing.
- b. Subscriptions remain unpaid for three months after due date.
- c. The member is removed following a dispute resolution process (Clause 16).

10. Governance

10.1 The Board

The Society will have a Board (the “committee” under the Act).

- a. The Board will have a minimum of five and a maximum of seven elected directors, all of whom must be Full Members with substantial experience in commercial beekeeping.
- b. The Board may co-opt up to two additional non-voting directors with relevant expertise (for example legal, financial, scientific), for terms and on conditions set by the Board.
- c. If the position of a Member director becomes vacant, the Board may appoint an individual who meets the eligibility requirements to fill that vacancy until the next AGM.

10.2 Powers and duties

- a. The Board is responsible for governance and has all the powers necessary for managing, and for directing and supervising the management of, the operations and affairs of the Society, including but not limited to the following responsibilities:
 - i. Maintain a registered office and ensure that up-to-date contact details are recorded with the Registrar.
 - ii. Keep proper records, including minutes, a register of members and directors, financial accounts, and conflict of interest registers.
 - iii. Notify the Registrar of any changes required under the Act.
 - iv. Set overall strategy, priorities, and budgets in consultation with the membership.
 - v. Manage the Society’s finances and ensure annual accounts are filed within six (6) months of balance date.
 - vi. Appoint the contact person.
 - vii. Oversee any paid staff or contracted professional services.
 - viii. Represent the Society publicly.
 - ix. Establish subcommittees as needed, with defined purposes and timeframes.
 - x. Ensure fair and transparent processes for consultation and decision-making, including but not limited to receiving correspondence from members and arranging national and regional discussion days where issues are raised, discussed and resolutions reached.
 - xi. Ensure compliance with relevant legislation.

- b. Each Board member must:
 - I. act in good faith and in the best interests of the Society
 - II. comply with the Act and this constitution
 - III. exercise reasonable care and diligence
 - IV. avoid reckless trading
 - V. manage conflicts of interest.

10.3 The Chair

The Board will appoint from among its members a Chair and a Vice Chair. The Chair will be appointed for up to a two-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.

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:

- a. Appoint as an alternative Chair a person from among their number.
- b. Appoint as an alternative Vice Chair, a person from their number

10.4 Terms & Election

Directors serve two-year terms, expiring at the conclusion of the relevant Annual General Meeting except in the first year following adoption of this constitution when two elected representatives will be elected for one year only and up to five elected representatives will be elected for two years only.

Directors may serve a maximum of three consecutive terms.

As Directors terms expire, Full Members will by means of a properly constituted election held not less than 30 days prior to the Annual General Meeting, elect their future representative(s) to the Board. Nominees will apply in writing (via the Board election pack) to the Board and their nomination must be seconded by a Full Member. Voting will be conducted by electronic or other form of ballot as determined by the Board.

10.5 Vacancies and removal

The Board may fill vacancies until the next Annual General Meeting.

The office of Director or Chair will end if:

- a. A director's appointment will cease if they are no longer eligible for Full Member status.
- b. Unless re-elected or re-appointed in accordance with this constitution, an individual will cease to be a director when their term expires.
- c. A director tenders their resignation to the Board.
- d. If the person is absent from two consecutive Board meetings without special leave.

- e. If the person dies or loses mental capacity or declared bankrupt.
- f. Member directors may be removed if a Member director breaches this constitution, the Act, the Code of Conduct, or any policy of the Society.
- g. Before removing a director under this clause, the Board must follow a fair and reasonable process as outlined in Clause 16.

10.6 Conflicts of interest

A register of interests will be maintained, and conflicted directors must disclose their interest and not vote where required.

10.7 Board meetings

- a. A quorum is a majority of elected directors.
- b. The Board will meet at such intervals as may be deemed necessary and meetings may be held in person or electronically.
- c. Where Board consensus cannot be reached each Board member will have one vote and a resolution will be delivered by majority. Voting may be conducted in person or electronically.
- d. Conflicted directors must not vote.

11. Remuneration

- a. No part of the income or property of the Society will be paid directly or indirectly to any Member provided that this clause will not prevent the Society making reasonable payments to Members for professional or other services rendered for the purposes of the Society.
- b. Directors and members of advisory groups may be paid such remuneration by way of honorarium as may be determined by the Society 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 Society or in connection with the business of the Society.

12. Contact person

The Board will appoint at least one Contact Person in accordance with the Act.

13. Professional services

- a. The Board may engage professional staff or contractors to assist in carrying out the purposes and operations of the Society.

- b. The Board will determine and agree the responsibilities, duties and remuneration of the professional staff or contractors who will be directly accountable to the Board on all matters.

14. Regional and advisory structures

The Board may promote regional groups and arrangements in any form it considers helpful to the Society and its Members. This may include:

- a. **Advisory groups** - the Board may establish advisory groups on specific topics with terms of reference, membership, and duration set by the Board. Advisory groups have no decision-making authority and report to the Board.
- b. **Affiliation Bodies** - the Board may utilise regional and advisory groups collectively for advice on policy and sector issues. Affiliation bodies have no decision-making authority.

15. General Meetings

15.1 Annual General Meeting (AGM)

- a. Must be held within six months of balance date with the time, date, and location approved by the Board. There must be no more than 15 months between AGMs.
- b. Business includes:
 - I. Chair's address
 - II. Addresses from any other persons invited by the Board
 - III. The Annual Report
 - IV. Statement of Financial Position and Financial performance
 - V. Budget and business plan for the current fiscal year
 - VI. Election of directors
 - VII. Other business referred by the Board including Life Member nominations, confirming subscription and registration fees
 - VIII. Any matters arising from the Chair's address, Annual Report or any other report
 - IX. Receive and consider acceptable matters notified with proper Notice of Motion from members.
 - X. Conduct any general business
 - XI. Consider appointment of an auditor
 - XII. Details of any conflict of interests (by the Board). Must include a brief summary of matters to which those disclosures relate.
- c. An accurate record of the minutes is kept and circulated for all Special and Annual meetings.

15.2 Special General Meetings (SGM)

- a. May be called by the Board at a time, date and place decided by the Board. In addition, the Board must convene a Special General Meeting where required by section 64(3) of the Act.
- b. May be called on request in writing and signed by not less than ten percent of the Members of the Society stating the object of the meeting proposed to be called.
- c. 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.

15.3 Quorum

- a. The Quorum for the AGM and SGM Annual and Special Meetings will be 10 per cent of Members.
- b. Anyone attending by proxy does not count towards quorum. Anyone voting by postal votes or electronically does not count towards quorum.

15.4. Conduct of Meetings

- a. The Annual General Meeting and any Special Meeting shall be summoned by not less than 14 days' notice to Members stating the nature of the business intended to be conducted with the date, time and location of the proposed meeting. Such notice shall be sufficiently given via the Society's communications, including journal, website and/or emailed to all Members.
- b. Any Member proposing a Notice of Motion shall submit that notice to the Chair in writing and supported by the signatures of no fewer than 10 Members not less than seven (7) days prior to the date of an Annual General Meeting or a Special Meeting of the Society. The notice shall include the fullest possible information as to the proposal being made.
- c. The Chair, or in the Chair's absence the Vice-Chair, shall preside at all meetings of the Society, except if neither is available the members present at the meeting may choose one of their number to be Chair for that meeting.
- d. The decision of the Chair in all matters of meeting procedure and conduct shall be final.
- e. Any person who is not a Member of the Society may be present by invitation of any Member at any meeting of the Society, but unless invited to by the Chair, shall not be entitled to speak.

15.5 Voting

- a. If a vote is requested it shall be conducted in such a manner as provided for under the Constitution, or as the Chair decides.
- b. Each full member has one vote.
- c. Decisions are by majority unless otherwise required.
- d. The Chair has the casting vote.
- e. Any member unable to attend may by notice in writing delivered to the Chair, not later than 48 hours prior to the meeting, appoint a proxy to exercise the vote on their behalf.
- f. The Society may pass a written resolution in lieu of an AGM. It must be passed by at least 75 per cent of members entitled to vote.

16. Dispute resolution

16.1 Scope

This applies to all disputes and complaints.

16.2 Process

- a. A complaint must be made in writing.
- b. The Board will acknowledge receipt and provide details of the process.
- c. The respondent will be given details of the complaint and an opportunity to respond.
- d. The matter will be considered by an impartial decision-maker.
- e. Both parties will be given a fair hearing.
- f. A written decision will be provided with reasons.

16.3 Appeals

A party may request a review or appeal by a different decision-maker.

16.4 Natural justice

All procedures must follow principles of fairness and natural justice.

17. Alteration of constitution

- a. This constitution may be amended by special resolution of Members at a General Meeting or by written resolution, subject to the Act.
- b. Minor or technical changes may be made by the Board where permitted by the Act. For these purposes, "minor or technical changes" include corrections of typographical or formatting errors, updating statutory references, and changes required by law or by the Registrar that do not materially affect Members' rights or obligations. The Board must notify Members of any such change no later than the next AGM.

18. Finances

- a. The Board will manage finances responsibly.
- b. Accounts will be prepared annually.
- c. Financial statements will be reviewed by a chartered accountant. They can be audited if required.
- d. Bank accounts require at least two authorised signatories.

19. Winding up

- a. The Society may be wound up by special resolution passed at an Annual or Special Meeting, the notice of which has included the proposal for winding up.
- b. Any surplus assets shall be transferred to a not-for-profit organisation in New Zealand with similar purposes.
- c. No member may receive any distribution.

20. Definitions

The Board may adopt definitions consistent with the Act.