



National Beekeepers Association of New Zealand Incorporated

Rules of The National Beekeepers' Association of New Zealand Incorporated

1. Name

The name of the Association is the National Beekeepers' Association of New Zealand (Incorporated), hereinafter called the "Association".

2. Interpretation

In these rules "Year" and "Financial Year" mean from the first day of January to the thirty first day of December.

3. Registered Office

The registered office of the Association shall be at such place as the Executive Council shall from time to time decide.

4. Objects and Powers of the Association

The objects for which the Association is established and the powers it may exercise are:

- a) To protect the right of members to keep bees.
- b) To improve the beekeeping industry in New Zealand.
- c) To initiate, adopt and pursue policies designed to further in any way the value of the beekeeping industry in New Zealand.
- d) To promote the economic and other interests of beekeepers belonging to the National Beekeepers' Association.
- e) To promote the production and marketing of the products of beekeeping.
- f) To collect and disseminate statistical information likely to be of value to the beekeeping industry.
- g) To carry on negotiations with the Government and other authorities on any topic or development likely to affect the interests and welfare of those engaged in the beekeeping industry in New Zealand.
- h) To undertake and execute any trusts consistent with the objects of the Association.
- i) To acquire by purchase, lease or otherwise, any property, easement, rights or privileges; and to improve and turn to account the same as may be desirable; and to

sell, lease, exchange, bail, grant licences in respect of or otherwise deal with or dispose of the same.

- j) To collect, or borrow, or raise, or secure the payment of money for the purposes of the Association in such amounts and on such terms as the Association may think fit and in particular by the issue of mortgages, charges or any other securities charged upon all or any of the real or personal property of the Association and to purchase, redeem or pay off any such securities.
- k) To enter into, do and perform all contracts, acts, matters and things in any way connected with the objects of the Association.
- l) To invest monies of the Association.
- m) To make grants-in-aid to any person or organisation for purposes likely to further the interests of the beekeeping industry.
- n) To do all such other things as may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

5. Categories of Membership of the Association

- a) There shall be the following categories of membership:
 - i. Members
 - ii. Life Members
 - iii. Honorary Members
 - iv. Associate Members
- b) The categories of membership may be extended by the Association on the receipt of a recommendation of the Executive Council.

6. Member

Membership shall be open and granted to any beekeeper or any other person who pays the appropriate subscription.

7. Life Member

- a) On the recommendation of the Executive Council, as a mark of esteem and in recognition of outstanding service to the New Zealand beekeeping 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.
- b) A Life Member, if not already a Member, shall enjoy the rights and privileges of Members but shall pay no annual subscription.

8. Honorary Member

- a) The Executive Council may, as a mark of esteem and in recognition of services to the New Zealand beekeeping industry, elect a person, whether or not a Member of the Association, as an Honorary Member.

- b) An Honorary Member, if not already a Member, shall with the exception that they have no voting power, enjoy the rights and privileges of a Member, but shall not pay an annual subscription.
- c) The Executive Council will review the list of Honorary Members annually and recommend to the Annual Meeting which Honorary Memberships should be renewed.

9. Associate Member

- a) The Executive Council may of its own accord, elect any organisation as an Associate Member.
- b) An Associate Member shall enjoy the rights and privileges of a Member upon the payment of the appropriate subscription.
- c) The Executive Council will review the list of Associate Members annually and recommend to the Annual Meeting which Associate Memberships should be renewed.

10. Representatives of Corporations

Any corporation which is a 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 and following receipt of such information by the Chief Executive Officer. The person so authorised shall be entitled to exercise on behalf of the corporation, 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.

11. Termination and Restriction of Membership Rights

- a) Should the Executive Council consider that a Member is guilty of conduct prejudicial to the interests of the Association it may, after giving the Member the opportunity of making oral or written submissions, resolve that the Member shall not be eligible for such time as the Executive Council shall fix to participate in any meeting of the Association and/or any Branch of the Association. The Member shall be entitled within one month of the date of the resolution to have the matter referred to the arbitration of an independent person to be agreed upon by the parties or failing agreement to be nominated by the Association's solicitor, and the decision of that person of that person as to the Member's guilt or as to the restriction imposed, shall be binding on the Member and the Association.
- b) Any Member of the Association shall cease to be a Member if the Member dies, resigns or ceases to be eligible for membership; or if the Executive Council resolves to remove the Member from membership because the Member's Subscription is unpaid.

12. Subscriptions

- a) The annual subscription rates for the ensuing year shall be set at the Annual Meeting of the Association on the recommendation of the Executive Council.
- b) Subscriptions are due on the 1st of January. If the Subscription due for that Member is unpaid by the 31st of March in the same year, that Member's membership shall be deemed to have lapsed.

13. Voting Entitlement

- a) Except for Honorary Members who will have no voting power, each Member will receive an entitlement to vote which shall be determined from time to time by the Executive Council on the basis of the prescribed Subscription paid by that Member.

14. Branches

- a) Branches of the Association will be flexible organisations of members linked through beekeeping related activities.
- b) New Branches may be established by a decision of the Executive Council following receipt of a proposal to do so from a group of Members of the Association.
- c) New Branches when established will be assigned to an Electoral Ward by the Executive Council.
- d) Every Member of the Association shall be entitled to be a Member of the Branch in which area the Member lives or of another Branch as agreed by the Executive Council.
- e) The Executive Council shall be entitled to disestablish a Branch at any time in consultation with that Branch.

15. Electoral Wards

- a) As detailed in Rule 15(b), there shall be five (5) wards in the North Island and three (3) wards in the South Island.
- b) Regional wards shall be established comprising currently established Branches as follows:

Northern	Northland and Auckland
Waikato	Waikato
Bay of Plenty	Bay of Plenty
East Coast	Poverty Bay and Hawkes Bay
Southern North Island	Southern North Island
Upper South Island	Nelson & Marlborough
Central South Island	West Coast & Canterbury
Lower South Island	Otago & Southland
- c) The primary purpose of each Ward is to elect one regional representative to become a member of the Executive Council.
- d) Wards will be primarily defined according to membership numbers and secondarily on geographical factors as determined from time to time by the Executive Council.

- e) New Wards may be established by a decision of the Executive Council and declared to the Members of the Association.
- f) Each Ward will, at a properly constituted meeting held not less than 30 days prior to the AGM, elect one representative from within their Ward to be a member of the Executive Council.
- g) Where required voting for Ward representative shall be by secret ballot of the members present and written proxy votes from those members who are unable to attend a meeting held for the purpose of electing a representative to the Executive Council.
- h) Election of Ward representatives to the Executive Council will be conducted on a bi-annual basis except in the first year of transition when two Ward representatives from each of the North and South Islands, as determined by ballot, will be elected for one year only.
- i) Any casual vacancies on the Executive Council will be referred back to the affected Ward to fill as required in clause (c) of this section.
- j) Where no nomination is forthcoming from a Ward, the Executive Council shall appoint a representative from that Ward until the next available election date.

16. The Executive Council

- a) The elected Ward representatives shall constitute the Executive Council of the Association.
- b) The President and Vice President of the Association will be elected from amongst the Ward representatives appointed to the Council for the following year at the conclusion of each Annual Meeting, by the Members present at that Meeting.
- c) The President shall be the Chairperson of the Executive Council, except in their absence for whatever reason, the Vice-President will assume this role.
- d) Elected members shall take office on the Executive Council from the conclusion of the Annual General Meeting immediately following their election.
- e) At the end of an elected period, retiring Ward Members shall be eligible for re-election.
- f) The Executive Council is responsible for:
 - i. governance which means recognising, protecting and facilitating the rights of Members established by the rules or through mutual agreements; promoting transparency and consistency with the rules and clearly articulating the division of responsibilities among the different structures within the Association; encouraging active co-operation between other organisations and the Association and its Members; ensuring that timely and accurate disclosure is made on all material matters regarding the Association, including the financial situation, performance, and governance of the Association; and ensuring the strategic guidance of the Association, the effective monitoring of the Management Committee, and the Executive Council's accountability to the Association and its Members.
 - ii. appointing the Management Committee members,
 - iii. appointing the Chief Executive Officer.
 - iv. establishing policies, advisory and planning, resource allocation, etc.

- g) The Executive Council will meet together at least twice per year:
 - i. once at the conclusion of the Annual Meeting and Conference,
 - ii. once in November or December for a review and planning meeting, and
 - iii. will conduct business at other times by electronic means, except in exceptional circumstances where a face-to-face meeting may be deemed necessary.

17. Management Committee

- a) The Executive Council shall appoint a Management Committee at the Council meeting immediately following the Annual General Meeting.
- b) Membership of the Management Committee shall comprise the President; Vice President; three Executive Council appointees who may be selected from outside the Executive; and the Chief Executive Officer.
- c) The Management Committee is responsible for the:
 - i. management of the Association on behalf of the Executive Council,
 - ii. effective liaison and communication with the Executive Council
 - iii. implementation of agreed policies and planned activities from the Executive Council,
 - iv. oversight and reporting on the effectiveness, efficiency and management of the Association,
 - v. employment of support staff,
 - vi. effective use of the resources of the Chief Executive Officer and Executive Secretary,
 - vii. effective liaison and communication, supervision and performance appraisals of the Chief Executive Officer and Executive Secretary,
 - viii. working with the Chief Executive Officer and Secretary where required and assist in the 'day to day' decisions that fall outside the responsibility or authority of the Chief Executive Officer and Executive Secretary,
 - ix. supervision of secretarial and financial services,
 - x. provision of financial reports and other reports as requested from time to time by the Executive Council,
 - xi. establishment, only when needed, of ad hoc committees as defined in Rule 21,
 - xii. co-opting members to assist the Committee, subject to the approval of the Executive Council,
 - xiii. liaison with external organisations and public relations,
 - xiv. any other tasks allocated from time to time by the Executive Council.

18. Chief Executive Officer

The Chief Executive Officer will be directly responsible to the Management Committee for management of matters including effective liaison and communication with the Executive Council; the Management Committee; the Executive Secretary; all of the committees established by the Executive Council and the Management Committee; effective dissemination of information to the

general membership; public relations with other organisations; publicity; press releases; project management on behalf of the Executive Council and Management Committees including participation in appointed committee activities; assisting the host Branch and/or Ward to plan the Annual Conference; and filing all necessary annual reports to the Registrar of Incorporated Societies.

19. Executive Secretary

- a) An Executive Secretary will be appointed by the Management Committee in consultation with the Chief Executive Officer.
- b) The Executive Secretary will be responsible for:
 - i. secretarial services to the Chief Executive Officer, Management Committee and Executive Council,
 - ii. financial recording services,
 - iii. any other duties determined from time to time by the Management Committee.

20. Ad Hoc Committees

The Management Committee may from time to time, establish ad hoc committees with definite terms of reference and finite timelines including a “sunset” time by which the allocated tasks shall be completed and the committee disbanded or reviewed.

21. Annual Meeting

(a) The Executive Council shall convene an Annual Meeting of the Members of the Association as near as practicable to the month of July each year.

(b) The business to be conducted at the Annual Meeting shall be to:

- i. receive the President’s address,
- ii. receive addresses from any other persons invited by the Executive Council,
- iii. receive the Annual Report of the Association,
- iv. receive the reviewed Statement of Financial Position and Statement of Financial performance,
- v. receive the budget for the current fiscal year,
- vi. receive recommendations or other business referred by Executive Council including Life Membership nominations,
- vii. elect the President and Vice-President,
- viii. consider any matter arising from the President’s address, the Annual Report or any other report presented to the Annual Meeting,
- ix. receive and consider any matters notified with proper Notice of Motion from a Branch or Member of the Association,
- x. conduct any general business.

22. Special Meetings

- a) A Special Meeting of the Association shall be held at such time and place as the Executive Council may decide for the purpose of transacting any business other than that to be transacted only at the Annual Meeting.
- b) Any Notice of Motion to amend the Rules of the Association may only be considered at a Special Meeting, or by a postal poll.
- c) The Executive Council shall convene a Special Meeting 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.
- d) If the Executive Council 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.

23. Quorum

- a) The Quorum for Annual and Special Meetings shall be 20 Members, including delegates representing more than half of the Branches, except that Honorary Members may not be counted for the purpose of establishing the presence of a quorum of Members.
- b) The Quorum for Executive Council meetings shall be five Members.
- c) The quorum for Branch meetings shall be decided by each Branch, but must be at least five Members.

24. Conduct of Meetings

- a) 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, posted to all Members at their last known address as recorded by the Executive Officer or Executive Secretary, not less than 21 days prior to the date of the meeting.
- b) Any Member or Branch proposing a notice of motion shall submit that notice to the Chief Executive Officer not less than 50 days prior to the date of an Annual or Special Meeting of the Association
- c) The President, or in the President's absence the Vice-President, shall preside at all meetings of the Association, except where neither is available whereby the members present at the meeting may choose one of their number to be Chairperson for that meeting.
- d) The decision of the Chairperson in all matters of meeting procedure and conduct shall be final.
- e) If a poll is requested it shall be conducted in such a manner as provided for under these Rules, or as the Chairperson decides.
- f) In the first instance voting on Notices of Motion will be on the voices of the members present and entitled to vote, unless a Delegates vote is called for by the President or a member. The voting will then be by the Delegates unless a poll is called for by one or more Delegates in which case the votes will be recorded as in Rule 24(g).

- g) When a Delegates vote is called for the voting will be by the Delegates.
 - i. When a poll vote is taken on any notice of motion at an Annual or Special Meeting the Delegates will exercise those votes carried from the Branch as he or she sees fit. The results of a poll will be displayed at the meeting showing how each Delegate voted.
 - ii. In a postal poll the Members will be entitled the votes allocated to them under Rule 13(a).
- h) At any meeting the Chairperson shall, in addition to any other vote or votes to which that person may be entitled as a Member, have a casting vote.
- i) 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 Chairperson, shall not be entitled to speak.

25. Operation of Branches

- a) Each Branch shall be bound by any general directives given from time to time by the Executive Council, but in all other respects, subject to these Rules, shall control its own affairs.
- b) Each Branch shall elect a President/Chairperson, Secretary and Treasurer or a Secretary/Treasurer who shall be its principal office bearers.
- c) A Branch may elect a Branch Management Committee consisting of not fewer than three Members.
- d) A Branch shall keep a minute book which shall be made available upon a request from the Executive Council or any authorised officer of the Association.
- e) Each Branch shall elect a Member of the Association but not necessarily a Member of that Branch, to be its delegate to the Annual General Meeting of the Association and to any Special Meeting of the Association and may also elect another Member of the Association be a deputy.

26. Branch Finances

- a) Except in the case of a particular Trust approved by the Executive Council, all money and any other property acquired by a Branch shall be deemed to belong to the Association.
- b) The Branch Treasurer or Secretary/Treasurer shall record and maintain books of account as directed by the Executive Council and shall prepare a statement of accounts for the Annual Meeting of the Branch,
- c) The statement of accounts shall be reviewed by a non-Member and signed by the Branch President/Chairperson; a copy of this statement together with a bank account statement shall be made available to the Executive Council if requested.
- d) All Branches of the Association shall be entitled to receive from the Association such annual administrative grants as the Executive Council may from time to time determine.
- e) If a Branch is dis-established, all money and other property shall forthwith be delivered up to the Chief Executive Officer.

27. Meetings of Branches

- a) Each Branch may transact its ordinary business as it may from time to time decide, but it shall hold an annual meeting of its Members before the end of May each year; and at least one other meeting either of its Members or its Management Committee.
- b) There shall be a meeting to direct the Delegate how the members of the branch wish to have their votes cast on a Notice of Motion in the event of a delegates vote or in the event of a Poll vote.
- c) At Branch meetings, each Member of the Branch who is present in person or by proxy, shall have one vote except that on a poll on any business for consideration at an Annual or Special Meeting, Members shall have the same voting entitlement as specified in Rules 13(a).
- d) The Chief Executive Officer shall as soon as practicable at the commencement of each year send to all Branches a list of their Members and their poll voting entitlement and this list shall be conclusive as to the voting entitlement of Members under Rules 13(a).
- e) At all Branch meetings, a Member may, by writing, appoint another Member as that Member's proxy to vote on that Member's behalf.
- f) On every poll taken on a Notice of Motion to an Annual or Special Meeting, a Member may:
 - i. Vote "for" or "against" the motion.
 - ii. Abstain from voting.
 - iii. Abstain from voting and make that Member's votes available to the Branch Delegate to cast as that Delegate considers fit.
- g) The Branch Secretary shall record the number of votes in each category and the Secretary's certificate shall be conclusive.

28. Postal Poll

- a) The Executive Council may submit any matter of policy to the membership for voting by postal poll. The result of such a poll shall be by way of recommendation to the Executive except where it relates to an alteration to the Rules in which case it shall be conclusive. On such a poll, Members shall have the same voting entitlement as under Rule 13(a).
- b) All postal polls shall be conducted by the Chief Executive Officer and the result thereof shall, as soon as practicable after the poll has been taken, be notified by the Chief Executive Officer to the membership of the Association by an entry in an issue of the Association's Journal.

29. Common Seal

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

30. Finances

- a) There shall be 3 persons nominated to sign Association cheques.
These shall be the President and Executive Secretary and one other member pursuant to a resolution of the management committee.
- b) The Association accounts need not be audited, but reviewed, unless the Association by Resolution passed at an AGM or SGM so requires with respect to any particular year.

31. Alteration to Rules

- a) These Rules may be altered by majority vote taken at the discretion of the Executive Council either at a Special Meeting of the Association or by Postal Poll.
- b) Where the Executive Council determines to refer a proposed alteration to the Rules to a Special Meeting, particulars thereof shall be given in the notice convening the Meeting.
- c) Any Member or Branch 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 Special Meeting of the Association
- d) No addition to, or alteration, or recession, of the rules, shall be approved if it in any way affects Rule 32(b).
- e) No addition to, or alteration to Rules 32(b) shall be approved without the approval of the Inland Revenue Department.

32. Winding-Up

- a) 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.
- b) In the event of the Association being wound up, the funds and other property of the Association shall be disposed of to such charitable organisations as such an Annual or Special Meeting shall determine.