

Rules of the Farm Forestry Timbers Society

The Society

1.0 Name

- 1.1 The name of the society is Farm Forestry Timbers Incorporated ("the Society").
- 1.2 The Society is constituted by resolution dated 17/11/2012.

2.0 Registered Office

- 2.1 The Registered Office of the Society is the NZ Farm Forestry Association office in the Forestwood Centre, Ninth Floor, 93 The Terrace, Wellington, or other location decided on by the Society and notified to the Registrar of Incorporated Societies.

3.0 Purposes of Society

- 3.1 The purposes of the Society are to:
 - (a) Advance the growing and utilisation of a diverse range of timber tree species for the benefit of forest growers, forestry industry workers, traders, builders and craftspeople, consumers and the general public, environmental amelioration and improvement, countering climate change and contributing to the economy of New Zealand;
 - (b) Affiliate with the NZ Farm Forestry Association Inc. ("NZFFA") as a branch of NZFFA as provided for under the Constitution and Rules of that association. *Rules in Italics depend on the Society affiliating with NZFFA.*
 - (b) Do anything necessary or helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 Managing Committee

- 4.1 The Society shall have a managing committee ("the Committee") collectively comprising the following:
 - (a) Chairperson;
 - (b) Secretary;
 - (c) Treasurer, or else one person may serve as Secretary/Treasurer
 - (d) Such other Office Bearers and other Committee Members as the Society shall decide to make up a total of at least six.
- 4.2 Only Members of the Society may be Committee Members.

5.0 Appointment of Committee Members

- 5.1 The Committee will be elected at a General Meeting of the Society.
- 5.2 The Term for Committee Members shall be until the following Annual General Meeting but they are then eligible for re-election.

6.0 Cessation of Committee Membership

- 6.1 Persons cease to be Officers or Committee Members when:
 - (a) They resign by giving notice to the Committee.

(b) They are removed by majority vote of the Society at a General Meeting.

(c) Their Term expires (subject to Rule 5.2 regarding eligibility for re-election).

6.2 If a person ceases to be a Committee Member, they must within one month return to the Committee all Society documents and property.

7.0 Nomination of Committee Members

7.1 Nominations for members of the Committee shall be called for at least 28 days before an Annual General Meeting. Written nominations shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary at least five days before the Annual General Meeting. Written confirmation of the nominee's willingness to stand must also be provided if the nominee is not going to be present at the AGM.

7.2 If there are insufficient written nominations to fill available vacancies, further nominations shall be called for from the floor of the AGM.

7.3 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next AGM.

7.4 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next AGM.

7.5 If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

7.6 The Committee may co-opt advisers to assist in its deliberations or activities but co-opted advisers do not have voting powers. Co-opted advisers do not need to be Members of the Society.

8.0 Role of the Committee

8.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Society;
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations.

8.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

9.0 Roles of Committee Members

9.1 The Chairperson is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Society;
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Society's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies;
- (c) Providing a financial report at each Annual General Meeting;
- (d) Providing financial information to the Committee as the Committee determines.

10.0 Committee Meetings

10.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide;

10.2 No Committee Meeting may be held unless more than half of the Committee Members attend;

10.3 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Committee shall elect a Committee Member to chair that meeting;

10.4 Decisions of the Committee shall be by majority vote;

10.5 The Chairperson or person acting as Chair has a casting vote, that is, a second vote;

10.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

10.7 Subject to these Rules, the Committee may regulate its own practices;

10.8 The Chairperson or person acting as Chair shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Society membership

11.0 Types of Members

11.1 Membership shall comprise the following classes of Members:

- (a) Full Members of the Society by virtue of their having paid the subscription set by the Society.
Members of the Society who are not otherwise members of NZFFA will be classed as "Affiliate Members" of NZFFA and may at the discretion of NZFFA be accorded some membership privileges within NZFFA.
- (b) *Members of NZFFA who are full Members of another Branch within NZFFA but who have also paid the Branch Levy for the Farm Forestry Timbers Branch.*

The above classes of members shall all have full and equal membership rights within the Society

11.2 Members have the rights and responsibilities set out in these Rules.

12.0 Admission of Members

12.1 To become a Member, a person ("the Applicant") must complete an application form in the format required by the Committee and supply any other information the Committee requires.

12.3 The Committee shall have discretion to decide whether or not to admit an Applicant as a Member but, if declined, an applicant may appeal the decision to a General Meeting.

13.0 The Register of Members

13.1 The Secretary shall ensure a register of Members ("the Register") is kept. The Register shall contain the names, the postal and email addresses and telephone numbers of Members, and the dates at which they became Members.

13.2 Members are responsible for updating their contact details should there be any change.

14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 Any Member whose subscription is more than three months overdue ceases to be a member of the society

14.2 Membership terminated in the following way:

- (a) If, for any reason the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - (ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - (iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately suspend the Member's Membership.
 - (iv) State that if the Committee suspends the Member's Membership, the Member may appeal to the Society.
- (b) Fourteen days after the Member received the Committee's Notice, the Committee may vote to suspend the Member's Membership by giving the Member written notice ("Suspension Notice") which takes immediate effect. The Suspension Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Suspension Notice.
- (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next General Meeting of the Society Meeting.

- (d) When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.
- (e) The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

15.0 Obligations of Members

15.1 All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

Money and other assets of the society

16.0 Use of Money and Other Assets

16.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Committee or by majority vote of the Society or else approval authority within specified limits has been delegated to an Officer of the Society by the Committee or the Society.

17.0 Joining Fees, Subscriptions and Levies

17.1 Subscriptions shall be set by the Society subject to Rules 17.2 and 17.3.

17.2 Subscriptions for ordinary Members may consist of a Society Levy and an Administration Levy. The Administration Levy will cover the cost of administrative services provided by NZFFA or another provider.

17.3 Members who are also Members of NZFFA will pay only the Society Levy as they will have already paid the equivalent of the Administration Levy directly to NZFFA.

17.4 If any Member does not pay their Subscription within three months of the due date, their Membership will be suspended and the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

18.0 Additional Powers

18.1 The Society may:

- (a) Employ people for the purposes of the Society including duties which are the responsibility of Officers of the Society (in which case the Officer oversees the execution of those duties);
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

19.0 Financial Year

19.1 The financial year of the Society begins on 1 January and ends on 31 December of every year.

20.0 Assurance on the Financial Statements

20.1 The Annual General Meeting of the Society shall decide whether to appoint an accountant to audit or review the annual financial statements of the Society.

20.2 The Committee is responsible for providing the auditor or reviewer with access to all information of which the Committee is aware that is relevant to the preparation of the financial statements and any additional information that the auditor or reviewer may request.

Conduct of meetings

21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Committee shall determine when and where the Society shall meet within those dates.

21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Members.

21.4 The Secretary shall:

- (a) Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- (b) Additionally, the Secretary will provide, appropriate:
 - (i) A copy of the Chairperson's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,
 - (ii) A list of Nominees for the Committee, and information about those Nominees,
 - (iii) Notice of any motions and the Committee's recommendations about those motions.
 - (iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend and vote at Society Meetings.

21.6 No Society Meeting may be held unless at least 10 eligible Members attend. (This will constitute a quorum.)

21.7 All Society Meetings shall be Chaired by the Chairperson. If the Chairperson is absent, the Society shall elect another Committee Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or
- (c) Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting, that is, second vote.

21.9 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Society's Meeting(s);
- (b) The Chairperson's report on the business of the Society;
- (c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- (d) Election of Committee Members;
- (e) Motions to be considered;
- (f) General business.

- 21.10 The Chairperson or his nominee shall adjourn the meeting if necessary.
- 21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chairperson may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21.12 General Meetings may be held via telephone or internet conferencing linkages in which case technological equivalents to the provisions of Rule 21.8 shall be provided.

22.0 Motions at Society Meetings

- 22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 10 % of eligible Members:
- (a) It must be voted on at the Society Meeting chosen by the Member; and
 - (b) The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 22.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions") which shall be suitably notified.

Common seal

23.0 Common seal

- 23.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 23.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Committee.

Altering the rules

24.0 Altering the Rules

- 24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 24.2 Any proposed motion to amend or replace these Rules shall be proposed by the Committee or else signed by at least five eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 24.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 24.4 When a Rule change is approved by a General Meeting, no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

Bylaws

25.0 Bylaws to govern the Society

25.1 The Committee may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these Rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

Winding up

26.0 Winding up

26.1 The Society may be wound up in accordance with Section 24 of the Incorporated Societies Act 1908.

26.2 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Society shall be disposed of for charitable purposes under the law of New Zealand and in broad conformation of the objects of the Society, as decided by the Society meeting where the resolution to wind up is passed.
- (c) No Member shall benefit from the distribution of any funds or assets.

Definitions

27.0 Definitions and Miscellaneous matters

27.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that
 - (i) Where a masculine is used, the feminine is included
 - (ii) Where the singular is used, plural forms of the noun are also inferred
 - (iii) Headings are a matter of reference and not a part of the rules
- (g) Matters not covered in these rules shall be decided upon by the Committee.