

**RULES OF FEDERATED FARMERS OF NEW ZEALAND
(Incorporated)
(Registered under the Incorporated Societies Act 1908)**

As at

11 October 2004



Federated Farmers of New Zealand (Inc)
PO Box 715
Wellington

**RULES OF FEDERATED FARMERS OF NEW ZEALAND
(Incorporated)
(Registered under the Incorporated Societies Act 1908)**

1. The name shall be Federated Farmers of New Zealand (Incorporated) hereinafter referred to as the Federation.

2. **Objects**

The objects of the Federation are to add value to the business of farming and to protect, to foster, and to advance the interests of its members and of farming generally.

Powers

In furtherance and not in limitation of and without prejudice to the general powers conferred or implied by the objects of the Federation, it is hereby expressly declared that the Federation shall have the powers of a natural person to do all or any things that are necessary or conducive to carrying out all or any of the above objects.

3. **Qualification of Members**

- (a) Members shall be persons or bodies engaged in farming or sympathetic to the aims and objects of the Federation.

- (b) Life Members:

- i) Any member may, by resolution of the National Council, be elected a life member in recognition of services rendered to the Federation provided that such services are of a distinguished or outstanding nature.
- ii) Nomination for Life Membership shall be made by the governance body of the province in which the nominee resides and shall be made to the National Board. Such nomination shall be made not less than 45 days before, unless otherwise agreed, the date of the provincial annual general meeting at which the nomination is proposed to be endorsed. The National Board shall, on receipt of the nomination, poll the National Councillors. The nomination shall be supported by 80% of the National Council if it is to proceed. The result of the poll shall be communicated forthwith by the National Board to the nominator. If the nominator wishes to progress the nomination the nomination shall be endorsed at the provincial general meeting and such endorsement shall be communicated in writing to the Chief Executive Officer. The proposed Life Membership shall be awarded at the next National Council.
- iii) A Life Member shall continue to be a member and be eligible to hold office without any further payment of a subscription, and shall be entitled to speak at any meeting or conference of the Federation which the member is officially invited to attend. No special voting rights over and above those enjoyed by an ordinary member shall be enjoyed by a life member.

4. **Enrolment of Members**

Any qualified person wishing to become a member of the Federation shall make application to the Chief Executive Officer or his or her delegate. In the absence of prior advice, membership shall be deemed effective on the 20th working day after application is made provided that the prescribed membership subscription has been paid.

5. Continuation of Membership

- (a) A member shall continue to be a member of the Federation until such time as notice in writing is given to the Chief Executive Officer or his or her delegate of the member's intention to resign. Such resignation shall not absolve the member of liability in respect to any arrears or to the subscription for the financial year in which the resignation is tendered.
- (b) Members shall enjoy the privileges of membership for so long as their subscription does not fall into arrears of more than 3 months calculated from the date of the subscription invoice. Should a member's subscription fall into arrears of more than 3 months from such date the privileges of membership shall cease automatically but the liability for subscription shall remain until a resignation is accepted.
- (c) If a member's subscription falls into arrears of more than 24 months then the member's name will be removed from the roll of membership.

6. Expulsion of Members

Any member whose conduct is inimical to membership of the Federation or who ceases to satisfy the membership qualifications in Rule 3 may only be expelled by a majority vote of the National Board. An expulsion order shall not be made unless the member has had no less than 12 days notice of the meeting. A member subject to expulsion proceedings shall have the right to address the National Board. A right of appeal shall lie to National Council whose decision shall be final.

7. Right of Appeal

- (a) An application for leave to appeal against any decision of a provincial governance body, other than a decision concerning the expulsion of a member from the Federation, shall be made to the National Board. Such application shall be made in writing and filed with the Chief Executive Officer within 30 days of the making of the decision the subject of the application. The application shall outline the decision and the grounds of appeal.
- (b) In the event that the application is granted, the National Board shall determine which forum shall hear the appeal. The decision of both the National Board and any forum nominated to hear the appeal shall be final.

8. Meetings

All meetings shall be summoned by notice and in the absence of exceptional circumstances the notice shall not be less than three working days in respect of any meeting of a national, regional or provincial body.

Any Federation meeting may be held:-

- (i) by a number of members constituting a quorum being assembled together at the place, date and time appointed for the meeting; or

Any Federation meeting may be held:-

- (ii) by the contemporaneous linking together by telephone or other means of communication of a number of members not less than a quorum, whether or not any one or more of the members is out of New Zealand provided the following conditions are met:-
 - (a) Each of the members taking part in the meeting must be able to hear each of the other members taking part; and

- (b) At the commencement of the meeting each member shall acknowledge his presence for the purposes of a meeting of the members to all the other members; and
- (c) A member may not leave the meeting by way of disconnection without previously obtaining the consent of the chairperson. A member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he/she has previously obtained the consent of the chairperson to leave the meeting; and
- (d) A minute of the proceeding shall be sufficient evidence of the proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson and one other attendee.

9. Voting Powers

- (a) The election of national office holders shall be by ballot of those members qualified pursuant to Rule 5(b). Subject to rule 15 (i), in all elections of officers and delegates of the Federation, the successful candidate shall obtain more than 50% of votes cast. The chairperson shall have a deliberative and casting vote.
- (b) Where in any case the full number of delegates which a provincial body is entitled to send to a national body is not sent, the votes of the full delegation to which the body is entitled shall be exercised equally by those delegates of the body who are present. The voting right of a delegate who leaves a meeting of a national body without prior leave of that body shall be forfeit. A voting right of a delegate who has obtained leave of that body may be delegated.
- (c) Salaried officers of the Federation shall not be eligible to act as delegates to national bodies.

10. Qualification for Office

- (a) Members and life members are eligible to hold office subject to such members being qualified pursuant to Rule 5(b).
- (b) The office shall be vacated:
 - i) If the officer absents himself/herself from 3 consecutive meetings without special leave of absence.
 - ii) If by notice in writing he/she resigns.
 - (iii) If the officer ceases to retain his or her membership qualification under Rule 5(b)
- (c) A member may be removed from office pursuant to a motion carried by a majority of National Council on the ground that the member's conduct is inimical to that office

11. Vacancies

Any vacancies occurring on Federation bodies shall be filled by the respective body, and the appointee shall hold office until the close of the next annual meeting, or until a successor has been appointed and accepted office. If the office of president or vice-president becomes vacant the National Board shall nominate a replacement who shall hold office until a successor has been appointed by the National Council.

12. Governance

For the governance and control of the Federation there shall be:

- a) Provinces
- b) Industry Groups

- c) A National Council
- d) A National Board

13. Provinces

- (a) Subject to National Council approval, there shall be such provincial and sub-provincial bodies as members desire structured on a geographical and hierarchical basis.
- (b) All members of the Federation shall be allocated to a province.
- (c) A province shall hold an annual general meeting at which shall be elected/appointed:-
 - (i) delegates to the National Council
 - (ii) the provincial governance body
- (d) Where a branch of a national industry group is situated within a province such branch shall hold an annual general meeting at which delegates shall be elected to the national industry group annual general meeting.
- (e) The federation is not bound by any contract, arrangement, understanding or obligation of whatever nature entered into by a province or sub-provincial entity unless the federation's consent in writing under the hand of the Chief Executive Officer has been first obtained.

14. Industry Groups

- (a) Subject to National Council approval, there shall be such national industry groups as members desire constituted in such manner as determined by the governing body of each respective industry group. The President shall be ex officio a member of the governing body of each industry group and shall enjoy all the privileges of membership of the body.
- (b) A national industry group shall be resourced by the National Board through the office of the Chief Executive Officer following submission of an annual work programme by the governing body of the industry group and approval of the same.
- (c) Each industry group shall have autonomy within the rules of the Federation for matters concerning the industry in respect of which it has been established as an industry group. Provided that this rule shall not apply in respect of any matters that impinge upon the general policy of the Federation in respect of matters substantially affecting another industry group or primary industry as a whole.

15. National Council

- (a) The National Council is the supreme body of the Federation and is empowered to convey to the National Board such policies and directions as may be agreed upon from time to time by it.
- (b) The National Council shall meet annually at such time and place as the National Board determines, and at such other times as the National Board may consider necessary. Unless otherwise directed by the President the National Council shall meet not less than 45 days after receipt by the Chief Executive Officer of written request to do so, signed by not less than 50% of councillors. Such written request shall particularise any notice of motion to be put to the meeting. At least 5 days' notice of the business to be transacted shall be given before any meeting of the National Council.

- (c) The National Council shall comprise the members of the National Board, chairperson of each province, or his or her nominee, with an additional delegate for each complete 1,500 full-time member equivalents residing within the province as determined at the end of the previous year, and one representative from each national industry group and affiliated organisation.
- (d) The National Council shall allow as of right a card vote on any issue other than the election/appointment of officers if requested by any councillor representing a province. Voting entitlement pursuant to a card vote shall be as follows: one vote for each of the members of the National Board; one vote for each provincial chairperson; one additional provincial vote for each full-time member equivalent in that province at the end of the preceding year; one vote for each national industry group and affiliated organisation.
- (e) The functions of the National Council in meeting shall include:-
 - (i) Receiving the president's report.
 - (ii) In annual general meeting receiving and approving the financial statements, duly audited, copies of which shall be sent to each provincial management body.
 - (iii) In annual general meeting electing the president and vice-president.
 - (iv) Approving an annual work programme.
 - (v) Approval of policy issues and matters of topical importance.
- (f) Nominations of members standing for the office of President shall be lodged with the Chief Executive Officer at least 21 days before the date fixed for the election of that office. Nominations of members standing for the office of Vice-President shall be lodged with the Chief Executive Officer at least 15 days before the date fixed for the election of that office. No person may propose, second or accept a nomination who does not fulfil the Rule 5(b) qualification and the nominee must communicate acceptance of the nomination to the Chief Executive Officer. Nominations of members for either the office of President or Vice-President may be made outside the prescribed time periods with the leave of the Council.
- (g) Any member who has been nominated to stand for the office of President in accordance with this rule shall be deemed to have been nominated in accordance with this paragraph for the office of Vice-President should the member wish to stand for that office.
- (h) If no nominations are received by the required date, or if the only nominee is an existing office-holder and he/she fails to gain the requisite votes specified in Rule (i), the Council is empowered to accept nomination for the office from the floor.
- (i) If one of the candidates for the office of President is seeking election for the fourth successive term as such, the candidate shall not be deemed elected unless the candidate gains two-thirds of the votes cast. If the candidate gains a lesser majority, the election shall be declared void, and shall be reconstructed with the name of such candidate omitted.
- (j) Nominations of members standing for election/appointment to the National Board pursuant to rule 16(a)(iv) shall be lodged with the Chief Executive Officer at least 10 days before the election/appointment to that office. No person may propose, second or accept a nomination who does not fulfil the Rule 5(b) qualification. Persons nominated must communicate acceptance of the nomination to the Chief Executive Officer. Nominations of members for such office may be made outside the prescribed time periods with the leave of the Council.
- (k) The manner of the election of these officers shall be decided by Council. There shall be appointed (an) auditor(s).

- (l) The President shall be ex-officio a member of all Federation bodies and shall enjoy all the privileges accorded members of those members.
- (m) Twenty members to form a quorum.
- (n) Delegates to the National Council shall be appointed, and national office notified of such appointments, before 31 May of each year, or such later date as approved by the National Board.
- (o) Delegates shall hold office until the close of the next annual meeting, or until their successors are appointed and have accepted office.
- (p) Should any delegate appointed to attend National Council be unable to attend, the respective chairperson concerned may appoint a substitute.
- (q) Notices of motion for National Council shall be given to the Chief Executive Officer not less than 45 days before the date of the National Council. Such notices may only be given by one of the named bodies in rule 12. A copy of such notice shall be disseminated by the Chief Executive Officer amongst the members of the National Council and to all provincial management bodies 30 days before the date of the said National Council. If such notices are given at a later period, the subject referred to shall not come up for discussion at any meeting without the consent of the majority then present.

16. National Board

- (a) The National Board shall comprise of the:-
 - (i) President; and
 - (ii) Vice-president; and
 - (iii) Three (3) chairpersons from the Industry Groups
 - (iv) Two (2) representative elected/appointed by Council

The Industry Group members on the National Board shall be elected at a meeting of all Industry Group chairpersons. The names of the successful candidates shall be communicated to the President no later than at the time of commencement of the National Council.

The Council may co-opt such other persons to the National Board on such terms and conditions as it determines.

The President or his or her nominee shall be the chairperson of the National Board. Any person nominated by the President to chair the Board must, as a prerequisite to nomination, be a member of the Board.

A quorum shall constitute four (4) members including the President or his or her nominee.

- (b) Subject to, and save for, the powers vested in the National Council pursuant to rule 15, the National Board shall conduct and administer the affairs of the Federation. The National Board shall report through the President or his nominee to each meeting of the National Council.

17. Plural Office-Holding

Office holders at national level shall not hold more than one major office simultaneously except where such offices are held ex-officio. An industry group chairperson, on being elected President or Vice-President, shall vacate his/her office as industry group chairperson.

18. Affiliated Organisations

The National Council may grant affiliate status on such terms and conditions as it decides, such decision to be solely at the Council's discretion, to any body, whether incorporated or not, whose interests, goals, and objectives accord with, further, or promote the objects of the Federation.

Affiliate status accords attendance, speaking and voting rights at National Council other than the right to vote for office holders.

19. Control, Investment and Disbursement of Funds

(a) All moneys received by the Federation shall be banked in such banking institution as the Federation decides upon. Such banking accounts shall be operated upon on the authority and signature of such officials and officers as are appointed by the Federation.

(b) A national subscription shall be set by the National Council on the recommendation of the National Board. The Chief Executive Officer shall collect the subscription and shall remit such portion of that subscription to the provinces as directed by the National Council..

20. Financial Year

The financial year shall close for the National Council on the 31st day of December each year.

21. Chief Executive Officer

The Chief Executive Officer shall be appointed by the National Board.

22. Common Seal

The Chief Executive Officer shall be the custodian of the common seal which shall be affixed by him/her only upon the authority of the National Board to such documents as are signed by the President and Chief Executive Officer or in such other manner as the National Board may decide. A schedule of all documents to which the seal has been affixed shall be tabled at the subsequent National Council meeting.

23. Alteration of Rules

Subject to a polling of the National Council evidencing a majority support for any alteration, addition or rescission to these rules, these rules may be altered, added to, or rescinded by the National Board. Notice of any proposed alteration, addition, or rescission shall be given to the Chief Executive Officer not less than 45 days before the date of the National Board meeting which is to consider any proposed alteration, addition, or rescission, and a copy of the notice, containing the proposed alteration, addition or rescission, shall be forwarded by the Chief Executive Officer to each provincial management body not less than 30 days before the date of the said National Board meeting.

No alteration, addition or rescission by the National Board shall be made if it would have the effect of denying the Federation the income tax exemption provided to a non-profit body pursuant to Section 61(34) of the Income Tax Act 1976, its amendments or successor legislation.

24. Winding Up

- (a) If the National Council by majority passes a resolution appointing a liquidator and the resolution is confirmed at a subsequent Council meeting called for that purpose and not held earlier than 30 days after the date on which the resolution to be confirmed was passed the Federation may be put into liquidation.

Not less than 30 days before the Council meeting called for confirming the resolution, the chief executive officer shall notify all members of the nature of the resolution.

- (b) In the event of the winding up of the Federation, the accumulated funds and property of the Federation shall be left to such non-profit organisation or organisations of similar objectives as the members of the Federation may decide, or in default of such decision, as a Judge of the High Court may direct.
- (c) No distribution of the accumulated funds and property of the Federation shall be distributed to any member.

25. Distributions

No member of the Federation shall receive any distribution, whether by way of money, property, or to otherwise howsoever, other than as a reasonable reimbursement for services rendered or money lent to the Federation.

26. Interpretation

If at any time any matter shall arise which is not provided for in these rules or in the interpretation of these rules, the same shall be determined where appropriate by the National Board whose decision shall be final.

27. Rules

All rules whatsoever of the Federation registered with the Registrar of Incorporated Societies prior to the date of adoption of the rules contained herein are superseded and repealed and therefore of no effect.