



Constitution of

Federated Farmers of New Zealand Incorporated

(Registered under the Incorporated Societies Act 1908 under number 215853)

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Part 1: Core Provisions

1. Name

1.1 The name of the Organisation is Federated Farmers of New Zealand Incorporated (**FFNZ**).

2. Definitions and Interpretation

2.1 In this Constitution:

- (a) **AGM** means Annual General Meeting.
- (b) **Board** means the National Board of FFNZ.
- (c) **Board Member**
 - (i) **Board Member** means a Member of the Board elected, appointed, or co-opted accordance with this Constitution.
 - (ii) **Appointed Board Member** means those Board Members appointed by the FFNZ Industry Group Chairs in accordance with rule 14.6.
 - (iii) **Elected Board Member** means those Members of the Board who are elected by the AGM and include the President, Vice President and two further Board Members.
 - (iv) **Co-opted Board Members** means Board Members co-opted by the Board in accordance with rule 14.21.
- (d) **Capitation** means the proportion of Membership Fees to be remitted by FFNZ to Provinces to fund their activities.
- (e) **CEO** means the Chief Executive Office of FFNZ appointed by the Board.
- (f) **Chair** means the Chairperson of the Board.
- (g) **Financial Year** means the financial year of FFNZ.
- (h) **FFNZ Industry Group** is defined in rule 16.
- (i) **Life Member** means a person awarded life Membership of FFNZ by the National Council.
- (j) **Member** means a Member of FFNZ as determined by rule 5.
- (k) **National Council** is the supreme body of FFNZ.
- (l) **National Council Meeting** and **GM** both mean a General Meeting of FFNZ as outlined by rule 18.
- (m) **Objects** means the objects of FFNZ.
- (n) **President** means the National President of FFNZ.
- (o) **Previous Constitution** means the FFNZ Constitution which was in place immediately prior to adoption of this Constitution.
- (p) **Province** means a geographic area within New Zealand in which Members are represented by a Provincial Association.
- (q) **Provincial Association** is defined in rule 9.4.

- (r) **Provincial Industry Group** means an industry group established by a Province as defined in Rule 9.4(d).
- (s) **Remote Voting** means a vote cast by post, email, or other electronic means.
- (t) **Resolutions**
 - (i) **Ordinary Resolution** means a resolution requiring a majority of the votes cast in favour of the resolution.
 - (ii) **Special Resolution** means a resolution requiring a two thirds majority of the votes cast in favour of the resolution.
- (u) **SGM** means a Special General Meeting being a form of National Council meeting of FFNZ for the purpose of undertaking extraordinary or urgent business requiring a decision of the National Council.
- (v) **Term** means the period between two AGMs – being approximately one calendar year.
- (w) **Voting Delegate** means a Member notified by a Province, FFNZ Industry Group or Affiliate to FFNZ as the person authorised to exercise votes at a National Council meeting.

2.2 In this Constitution:

- (a) The singular includes the plural and vice versa.
- (b) any reference to an Act, regulation, or by-law, policy, deed, charter, procedure or document includes any amendment to it and any replacement passed in substitution for it.
- (c) references to a person included incorporated bodies and unincorporated groups.
- (d) headings are for reference only and do not assist with interpretation.
- (e) derivatives of any term defined in this Constitution have a corresponding meaning.
- (f) any approval, decision, requirement, or action by FFNZ or the Board may be undertaken by the Board or by such person to whom the Board has given authority unless otherwise required to be authorised by the National Council.

3. Objects

- 3.1 The Primary Object of FFNZ is to be the respected voice of farming, promoting thriving farms, supporting vibrant rural communities and enabling its Members to sustainably produce food and fibre from their land.
- 3.2 To support its Primary Object, FFNZ has the further Objects to work with Provinces and others to:
 - (a) Be an advocate for its Members to central and local government;
 - (b) Promote and provide an inspiring rural leadership network;
 - (c) Develop, advocate for, and implement, farming related policy;
 - (d) Develop commercial partnerships with other organisations which support its Members;
 - (e) Inform its Members and the community about farming related issues; and
 - (f) Provide Membership services to its Members.

4. Powers

- 4.1 FFNZ has full powers, jurisdiction and authority and may do all things necessary to carry out its Objects (except as restricted by this Constitution), including:
- (a) acquire or receive the benefit of any property and deal with property in any way (including borrow, invest, lend and give or obtain security);
 - (b) determine, raise, levy and receive money by any method and from any source;
 - (c) establish, acquire, or have interests in incorporated entities, trusts or other entities and utilise the assets of FFNZ in, through, or with them;
 - (d) produce, create, licence, use and protect intellectual property;
 - (e) determine who are its Members and their entitlements, and withdraw, suspend, terminate or restrict Membership and other benefits;
 - (f) determine the methods and structures to deliver national, provincial, and local benefits;
 - (g) make, alter, rescind, and enforce rules, policies, plans, charters codes, and procedures to advance the Objects, or for the governance of FFNZ;
 - (h) determine, implement and enforce disciplinary, disputes and appeal procedures including making decisions, conducting hearings, and imposing sanctions and penalties;
 - (i) delegate powers of FFNZ to any person, committee, or sub-committee and for that purpose to establish, fund, and set the terms of reference and structure;
 - (j) contract, engage or make any arrangements with any person to fulfil the Objects;
 - (k) be a member of or affiliate to and /or be associated in any way with any organisation which has similar objects (in whole or part) to the Objects, whether in New Zealand or internationally;
 - (l) produce, publish, and distribute and communications, newsletters or publications; and
 - (m) do any other acts or things which FFNZ determines are incidental to or conducive to the attainment of the Objects.

Part 2: Members

5. Membership

5.1 The Members of FFNZ are:

- (a) **Provincial Associations** as set out in rule 9.4 (**Provincial Associations**);
- (b) **Full Members**, being individuals or entities sympathetic to the aims and objects of FFNZ, namely:
 - (i) Individuals who are either involved in the ownership or running of a farming business, or individuals who actively work for a farming business (**Farmer**); and
 - (ii) Business entities which run a business whose principal enterprise is farming (**Farming Business**);
- (c) **Life Members**, being individuals who have been awarded Life Membership of FFNZ by the National Council for services to FFNZ in accordance with rule 11 (**Life Members**);
- (d) **Associate Members**, being individuals or entities, who support FFNZ and who are not otherwise able to be categorised as **Full Members** (**Associate Members**);
- (e) Other Membership types as determined by the **National Council** by resolution.
- (f) **Affiliated Associations**, being representative bodies, whose objects or purposes align with or are complimentary to the Objects and with whom the National Council decides, in its absolute discretion, to affiliate (**Affiliated Associations**):
 - (i) Affiliate Associations shall enter into an affiliation agreement with FFNZ which shall set out the rights and obligations of each party to that agreement.
 - (ii) Affiliate status accords attendance, speaking and voting rights at the National Council other than the right to vote for office holders.

5.2 Members in the categories in rule 5.1(b), 5.1(d) and (if determined by the National Council) 5.1(e), must pay Fees to FFNZ before they can access the benefits of Membership.

5.3 Membership of FFNZ shall be deemed to be effective after a valid application has been accepted and the prescribed Membership subscription paid.

5.4 An entity or individual seeking Membership in categories 5.1(b) (d) or (e) must:

- (a) if an individual, be over 16 years of age;
- (b) complete and submit a Membership application as required by FFNZ;
- (c) satisfy the criteria to be a Member as set out in rule 5.1;
- (d) be subject to approval as a Member by FFNZ which may be declined by FFNZ in its sole discretion on any reasonable ground.

- 5.5 The Board shall delegate to the CEO the responsibility to maintain a register of Members recording:
- (a) each Member's name, telephone number and contact addresses;
 - (b) the date the Member became a Member;
 - (c) The Province in which the Member has its principal location of business or to a different Province if requested by the Member (as per Rule 10.1(a))
 - (d) The FFNZ Industry Group(s) the Member wishes to align with (as per Rule 10.3).
 - (e) The Member's Membership category.
- 5.6 Any Member falling into arrears with their Membership Fees by more than **30 days** shall immediately cease to be entitled to Membership benefits.
- 5.7 If a Member's subscription falls into arrears of more than **90 days**, then the Member's name will be removed from the roll of Membership and cease to be a Member without the requirement for resignation or expulsion.
- 5.8 FFNZ will provide a register of Members for each Provincial Association's President and a register of Provincial Industry Groups Members to the respective Provincial Industry Chair. FFNZ will not provide Members access to the Register of Members.

6. Rights and Obligations of Members

- 6.1 A Member is bound by this Constitution and:
- (a) by all rules, policies, charters, procedures, codes and decisions of FFNZ and, where applicable, its Provincial Association;
 - (b) must pay all Membership Fees imposed on them by FFNZ;
 - (c) must advise FFNZ of any change to their details.
- 6.2 A Member ceases to be a Member:
- (a) by written agreement with, or written resignation delivered to, FFNZ;
 - (b) if not an individual, by liquidation or dissolution;
 - (c) upon expulsion from Membership;
 - (d) if no longer eligible to be a Member under rule 5 (which includes falling into arrears of Membership Fees in accordance with rule 5.6).
- 6.3 In addition to the obligations provided under this Constitution, the Board may adopt a Code of Conduct to which all Members must adhere and may adopt a policy for dealing with breaches of the Code of Conduct.

7. Suspension and Expulsion of Members

- 7.1 A Member whose conduct is contrary to Objects of FFNZ and/or is in breach of the Members' obligations as outlined in any rules, policies, charters, procedures, codes and/or decisions of FFNZ's and/or its Provincial Association or having done anything else (for example being convicted of a criminal offence which the Board considers is relevant to FFNZ) which the Board considers may bring FFNZ into disrepute and / or creates exposure or risk for any Members or FFNZ, is liable to:
- (a) suspension for a period; and/or
 - (b) expulsion.

8. Right of Appeal

- 8.1 An application for leave to appeal against any decision of a Provincial Association, other than a decision concerning the expulsion of a Member from FFNZ, 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.
- 8.2 In the event that the application is granted, the National Board shall determine which forum shall hear the appeal. The decision of either the National Board or any forum nominated to hear the appeal shall be final.

9. Provinces

- 9.1 Subject to National Council approval, there shall be such provincial and sub-provincial bodies as Members' desire structured on a geographical and hierarchical basis.
- 9.2 All Members of the Federation shall be allocated to a Province in accordance with rule 10.1(a) and by applying for Membership of FFNZ agree to abide by the rules and become a Member of the Provincial Association to which they have been allocated.
- 9.3 The Objects are supported and implemented regionally through Provinces, each operated by a Provincial Association.
- 9.4 A Provincial Association is an entity governing a Province which:
- (a) may be incorporated as an incorporated society;
 - (b) has adopted a constitution in a form approved by FFNZ;
 - (c) has a Membership structure which is the same or similar to FFNZ;
 - (d) allows for Provincial Industry Groups the same as the FFNZ Industry Groups (irrespective of whether a particular Industry Group has been established in that Province) and whose constitution allows for elections to those Provincial Industry Groups;
 - (e) subject to rule 29.3(a), is approved as a Member by FFNZ;
 - (f) has no power to bind FFNZ to any contract, understanding or arrangement or pledge the credit of FFNZ except with FFNZ's prior agreement in writing provided through the CEO;
 - (g) does not allow FFNZ to have power to bind the provinces to any contracts.
- 9.5 Provincial Associations may set the geographical boundaries of their Provinces and may change them, subject to permission from the National Council and agreement with bordering Provinces, provided that:
- (a) such boundaries do not overlap;
 - (b) any change to the boundaries must be notified to FFNZ;
 - (c) an application for change is put to the National Board of FFNZ, for approval of the National Council.

- 9.6 The objects of a Provincial Association must include:
- (a) maintaining its Membership of FFNZ;
 - (b) assisting and supporting farming businesses in its Province;
 - (c) assisting and supporting Members in its Province;
 - (d) such other objects providing they do not contradict the Objects.
- 9.7 A Province:
- (a) is represented at a GM or National Council by its Voting Delegate;
 - (b) has and may exercise the voting rights set out at rule 21;
 - (c) each year receives the Capitation Amount determined by the National Council or General Meeting;
 - (d) may merge with another Province subject to an Ordinary Resolutions passed at general meetings of both Provinces.
 - (e) Provincial Voting Delegates for National Council shall be elected or appointed no later than 10 working days after the first meeting, following the Provincial AGM.

10. Full Members

- 10.1 Acceptance by FFNZ as a Full Member, and payment of the applicable Membership Fee, shall confer on that Full Member:
- (a) Membership of one Province which the Full Member shall designate with regard to its principal location of business, or to a different Province if requested by the Member.
- 10.2 An individual's or entity's eligibility to be a Full Member shall be determined by the Board.
- 10.3 A Full Member may designate one or more Industry Groups to which that Full Member wishes to align.
- 10.4 An Associate Member is a Membership category which is not afforded voting rights, except for voting representatives of this category onto the Provincial Association governing body.

11. Life Members

- 11.1 Any person who is a Member may, by resolution of the National Council, be elected a Life Member in recognition of services rendered to FFNZ, provided such services are of a distinguished or outstanding nature.
- 11.2 Nomination for Life Membership shall be made by the governance body of the Province of which the Individual Member resides. Such nomination shall be notified to the Provincial AGM no less than 20 working days before their AGM.
- 11.3 Upon receipt of the nomination for Life Membership the Board shall seek the resolution of at least 50% of the National Council Voting Delegates to award the Life Membership.
- 11.4 Providing a resolution is passed as set out in rule 11.3, the Life Membership shall be announced at the next National Council meeting.
- 11.5 Life Members shall continue to be Members for the duration of their lives and be eligible to hold office without the need to pay any Individual Membership Fee, however, Business Entities are still required to hold a fully paid Membership.

12. Distribution of Membership Fees to Provincial Associations (Capitation)

- 12.1 The Board shall recommend to the National Council the Membership Fees which it considers should be payable by each Member for the coming year and the Capitation Amounts remitted to the Provincial Associations to fund their activities.
- 12.2 Following ratification by the National Council of the Membership Fees payable, FFNZ shall seek to collect Membership Fees from each Member for whom a Membership Fee is payable and shall remit such agreed proportion of the Membership Fees received by FFNZ to the Province of which the Member paying the Membership Fee belongs on a quarterly basis.
- 12.3 Each Province has the sole responsibility to direct the capitation amount remitted to the province, in a manner determined by the Provincial Association. FFNZ has no ability to influence how a province spends its income, either capitation or other sources.

Part 3: Governance

13. Governance and Control

- 13.1 Control of FFNZ shall vest in the National Council and FFNZ Industry Groups with day to day governance delegated to the National Board.

14. National Board

- 14.1 **Composition:** The National Board comprises at least seven Full Members or Life Members who must maintain their Membership of FFNZ throughout their term of office:
- (a) Elected President;
 - (b) Elected Vice President;
 - (c) Three (3) Appointed Board Members;
 - (d) Two (2) Elected Board Members.
- 14.2 **Eligibility:** No person may be appointed or elected to be a Board Member who is:
- (a) ineligible under law to be a Board Member;
 - (b) not ordinarily resident within New Zealand.
 - (c) not qualified pursuant to Rule 5.1(b) and 5.1(c).
 - (d) holds more than one major office simultaneously except:
 - (i) where such offices are held ex-officio;
 - (ii) any FFNZ Industry Group chairperson can also hold office as an Appointed or Elected Board Member.
- 14.3 **President / Vice President:** An FFNZ Industry Group chairperson, on being elected President or Vice-President, shall vacate his/her office as FFNZ Industry group chairperson.
- 14.4 The National President or Vice President, or in their absence, his or her nominee shall be the chairperson of the National Board. Any person nominated by the National President to chair the Board must, as a prerequisite to nomination, be a Member of the Board.
- 14.5 The National President shall be ex-officio a Member of all FFNZ bodies and shall enjoy all the privileges accorded those Members.
- 14.6 **Appointed Board Members:** The Appointed Board Members shall comprise three of the FFNZ Industry Group Chairpersons and shall be appointed at a meeting of all FFNZ Industry Group Chairpersons held prior to the FFNZ AGM, such appointments to be announced at the AGM.
- 14.7 **Election of Board Members:** Nominations for Elected Board Members shall be submitted in writing to the Chief Executive Officer accompanied by a seconder and written acceptance of the nomination by the nominee:
- (a) All nominators, seconders and nominees must be **Full Members** of FFNZ;
 - (b) In the case of President, at least 21 working days prior to the AGM;
 - (c) In the case of Vice President at least 15 working days prior to the AGM.
 - (d) In the case of Elected Board Members at least 10 working days prior to the AGM.

- 14.8 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 National Council.
- 14.9 If no nominations are received by the required date, or if the only nominee for National President is an existing office-holder and he/she fails to gain the requisite votes specified in Rule 14.11, the National Council is empowered to accept nomination for an Elected Board Member from the floor.
- 14.10 Nominations for President shall be deemed also to be nominations for Vice President unless the nominee refuses his or her consent to be so nominated.
- 14.11 Nominations for Vice president shall also be deemed to be nominations for Elected Board Members unless the nominee refuses his or her consent to be so nominated.
- 14.12 Elections for Board Members at an AGM shall be made by ordinary resolution except where the President or Vice President seeks re-election for a fourth successive term of office, in which case the election shall be by way of special resolution. Each of the following persons shall be entitled to exercise one vote:
- (a) The Voting Delegate of each Province;
 - (b) The Voting Delegate of each FFNZ Industry Group;
 - (c) Each Board Member is entitled to one vote.
- 14.13 By way of clarity, delegates from Affiliated Associations do not have a right to vote for Elected Board Members.
- 14.14 **Term of office:** The maximum number of terms for the President and Vice President is three years. However, National Council can approve a fourth term through rule 14.12.
- 14.15 A Board Member's term of office shall be until the next AGM unless the Board Member vacates the Board.
- 14.16 **Contact Officer:** The Board shall nominate one of its number to be the Contact Officer responsible for communicating with the Registrar of Societies.
- 14.17 **Vacation and removal:** A Board Member is deemed to have vacated the Board upon:
- (a) being adjudicated bankrupt;
 - (b) being declared of unsound mind or being the subject of a property order under the Protection of Personal and Property Rights Act 1988;
 - (c) resigning or retiring or their term of office expiring;
 - (d) being convicted of a criminal offence or being sentenced to imprisonment;
 - (e) dying;
 - (f) being absent from three consecutive board meetings without being granted a leave of absence by the Board; or
 - (g) No longer being eligible under rule 5.
- 14.18 A Board Member may be removed from office pursuant to a motion carried by Ordinary Resolution of the National Council on the ground that the Board Member's conduct is contrary to expectations to that office, as described in rule 7.
- 14.19 **Casual vacancies:** The Board may fill casual vacancies on the Board (excluding those of President or Vice President) where a vacancy arises or where insufficient candidates are elected. Those Members of the Board duly elected or appointed shall constitute a quorum for the purposes of filling any casual vacancies.

- 14.20 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.
- 14.21 **Co-option:** The Board may co-opt no more than three Members onto the Board to ensure that the Board has the skills and expertise to carry out its Annual Work Programme. Such Co-opted Board Members shall possess the same voting rights at Board meetings as an Elected or Appointed Board Member and their term shall expire at the next AGM following their co-option.
- 14.22 **Co-opted Board Members - Term of office:** The maximum number of terms for co-opted Board Members is three years.
- 14.23 **Sub-Committees** – The National Board may, from time to time, appoint a sub-committee, as and when required.

15. Board Procedure

- 15.1 Subject to and save for the powers vested in the National Council pursuant to rule 17, the National Board shall conduct, administer and govern the affairs of the FFNZ. The National Board shall report through the President or his nominee to each meeting of the National Council.
- 15.2 The role and responsibility of the Board is to act in the best interests of FFNZ and to provide good operational governance to FFNZ including through the following:
- (a) establishing an Annual Work Programme which implements or advances the policy decisions of the National Council;
 - (b) delegating implementation of the Annual Work Programme to the CEO;
 - (c) monitoring and reviewing performance against the Annual Work Programme;
 - (d) ensure the annual budget is prepared;
 - (e) monitoring and reviewing performance against the annual budget;
 - (f) addressing the ongoing viability and sustainability of FFNZ;
 - (g) establishing, reviewing, and monitoring policies to guide and govern FFNZ;
 - (h) fostering communication across and within FFNZ, including between Provinces, Industry Groups and Members;
 - (i) appointing, monitoring and reviewing the performance of the CEO;
 - (j) adopting and communicating a continual best practice performance culture;
 - (k) identifying and addressing risks to FFNZ;
 - (l) preparing annual KPIs and being accountable to Members for the achievement of them;
and
 - (m) ensuring the annual report and statement of accounts are prepared in the prescribed time.

- 15.3 The Board may establish its own rules for any matters not specified in this Constitution, including for conduct, operation and meetings of the Board, such rules to be recorded in a Board charter and code of conduct which shall include:
- (a) there must be at least 6 Board Meetings each year;
 - (b) Board Meeting may be held in person or by teleconference or by such others means so that those participating may hear each other simultaneously;
 - (c) a resolution signed by all Board Members is as effective as if passed at a meeting;
 - (d) a Board Meeting may be called by the President or by written request of a majority of Board Members;
 - (e) a quorum shall constitute at least four (4) Members including the President or his or her nominee.
 - (f) decisions are by Ordinary Resolution by voice (unless otherwise specified in this Constitution), or if requested by the Chairperson by a show of hands, and if requested by any Board Member, by secret ballot; each Board Member has one vote and in the event of a tie, the Chairperson has the casting vote;
 - (g) the Board must ensure that minutes are kept of all Board Meetings;
 - (h) any additional roles and expectations that FFNZ has of a Board Member;
 - (i) the Board must, at periods of no more than three years, review all FFNZ Board policies.

16. FFNZ Industry Groups

- 16.1 Subject to National Council approval FFNZ shall form FFNZ Industry Groups which shall be sub-committees of the National Council resourced by FFNZ.
- 16.2 The President shall be ex officio a Member of each FFNZ Industry Group and shall enjoy all the privileges of Membership of the body through rule 14.5.
- 16.3 Upon adoption of this Constitution, FFNZ shall have the following FFNZ Industry Groups:
- (a) Dairy;
 - (b) Meat and Wool;
 - (c) Arable;
 - (d) High Country;
 - (e) Rural Butchers;
 - (f) Goats.
- 16.4 The National Council may form such other FFNZ Industry Groups or disband such FFNZ Industry Groups as it determines is necessary to properly represent the interests of its Members.
- 16.5 Each FFNZ Industry Group shall have terms of reference which shall set out:
- (a) The Membership of the FFNZ Industry Group;
 - (b) The role of the FFNZ Industry Group;
 - (c) The areas of responsibility and delegated authority of the FFNZ Industry Group;
 - (d) Key performance indicators.

- 16.6 Membership of the FFNZ Industry Groups shall be the Chairpersons of the Provincial Industry Groups representing that Industry and such other persons elected by those FFNZ Industry Groups in accordance with their terms of reference or Constitution.
- 16.7 Each FFNZ Industry Group shall have autonomy within the rules of FFNZ for matters concerning the industry in respect of which it has been established as an FFNZ Industry Group. Provided that this rule shall not apply in respect of any matters that impinge upon the general policy of FFNZ in respect of matters substantially affecting another FFNZ Industry Group or primary industry as a whole.
- 16.8 Membership of the Provincial Industry Groups shall be determined by elections or appointments undertaken by the Provincial Associations in accordance either with the terms of reference of the Provincial Industry Group or the Province's Constitution.

Part 4: Meetings, Elections and Voting

17. National Council

- 17.1 The National Council is the supreme body of FFNZ and is empowered to convey to the National Board such policies and directions as may be agreed upon from time to time by it.
- 17.2 A National Council meeting of FFNZ is either an AGM or an SGM. Subject to rule 18.5, all Members are entitled to attend a GM which shall be held at such location, date and time, or by such process, as determined by the Board.

18. National Council Meetings

- 18.1 There shall be a minimum of two National Council meetings per year for which one must be the AGM.
- 18.2 A minimum of 60 working days' notice will be given to Voting Delegates for the AGM and National Council Meeting (GM).
- 18.3 The Board may call a Special General Meeting by giving at least 20 working days' notice to Voting Delegates.
- 18.4 All FFNZ Members are entitled to attend National Council Meetings and the AGM.
- 18.5 Speaking rights at a National Council meeting shall be limited to:
- (a) Board Members;
 - (b) Voting Delegates of Provincial Associations;
 - (c) Voting Delegates of FFNZ Industry Groups;
 - (d) Voting Delegates of Affiliated Associations.
- 18.6 A quorum is at least 50% of National Council Voting Delegates present and at least 50% of the total votes are cast.
- 18.7 Minutes must be recorded at each National Council Meeting. Any irregularity, error or omission in notices, agendas and papers for the GM or omission to give notices within a timeframe or omission to give notices to all persons entitled to receive notice, and any other error in the organisation of a GM does not invalidate nor prevent the GM from proceeding providing that:
- (a) The Chairperson in his or her discretion determines that it is still appropriate for the GM to proceed despite the irregularity;
 - (b) A motion to proceed is put to the GM and such motion is passed by Special Resolution.
- 18.8 Voting Delegates to the National Council shall be appointed, and the office of the CEO notified of such appointments, before 31 May of each year, or such date as approved by the National Board.
- 18.9 Voting Delegates shall hold office until the close of the next annual meeting, or until their successors are appointed and have accepted office.
- 18.10 Should any Voting Delegate appointed to attend National Council be unable to attend, the respective Provincial President concerned may appoint a substitute.
- 18.11 Salaried officers of the Federation shall not be eligible to act as Voting Delegates.

- 18.12 The Chair of the National Council is the National President of FFNZ or, in their absence, the Vice President
- 18.13 Notices of motion for the National Council shall be given to the CEO not less than 30 working days before the date of the National Council. Such notices may only be given by one of the named persons in rule 18.5. A copy of such notice shall be disseminated by the CEO amongst the Voting Delegates of the National Council and to all Provincial Associations 5 working days before the date of the National Council meeting. 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.
- 18.14 The National Council shall consider, but not be limited to:
- (a) FFNZ's proposed budget for the coming financial year;
 - (b) recommendations from the Honorarium Committee.

19. Annual General Meeting

- 19.1 An AGM must be held:
- (a) once every year;
 - (b) no later than seven months following the end of the Financial Year, unless a special resolution is passed by National Council to defer due to force majeure.
- 19.2 The AGM shall consider:
- (a) the Board's annual report;
 - (b) the President and CEO's annual report;
 - (c) the audited statement of accounts;
 - (d) the announcement of any Appointed Board Members;
 - (e) the election of Elected Board Members;
 - (f) the announcement of any new Life Memberships;
 - (g) the appointment of the auditor;
 - (h) any other business that is notified as an item of business under rule 18.13.
- 19.3 An item of business must be considered at an AGM if determined by the Board or if one third of Provinces give notice to the Board of the item of business no later than 7 working days prior to the AGM.
- 19.4 The AGM or other National Council meetings, if determined by the Board, may be held electronically or by teleconference with Remote Voting.

20. Notices for National Council

- 20.1 Notices or other documents referred to in this rule in relation to a National Council must be given by FFNZ to all Voting Delegates and may be given to other persons as determined by the Board.
- 20.2 Notice of the date, time, and place (or process in the case of rule 19.4) of a National Council must be given by FFNZ not less than 60 working days prior to the date of the National Council.
- 20.3 Notice of the agenda and the documents relating to items of business for the National Council must be given by FFNZ not less than 5 working days prior to the date of the National Council.
- 20.4 Any notice to be given by FFNZ in relation to a National Council may be given by any method as determined by the Board including by posting on its website.

21. Voting at National Council Meetings

- 21.1 Only Voting Delegates may vote at a National Council meeting.
- 21.2 Voting for National Board Elected Board Members shall be carried out in accordance with rule 14.12.
- (a) The returning officer will be the Chief Executive Officer or their delegate;
 - (b) If the AGM is carried out electronically, voting for the Board positions may be carried out either via an electronic voting system, or email with votes being sent directly to the returning officer, with returning votes being required to reach the returning officer no later than 72 hours prior to the commencement of the AGM;
 - (c) All results are audited by FFNZ lawyers to verify the final outcome.
- 21.3 For all other resolutions the following persons shall be entitled to exercise their eligible votes:
- (a) The Voting Delegates of each Provincial Association;
 - (b) The Voting Delegate of each FFNZ Industry Group;
 - (c) The Voting Delegate of each Affiliated Member.
- 21.4 The voting right of a Voting Delegate who leaves a meeting of FFNZ without prior leave of that body shall be forfeited. The voting right of a Voting Delegate who has obtained leave of that body may be delegated.
- 21.5 Each Provincial Association shall have one vote plus an additional vote for each complete 1,500 full time Members equivalents registered to it on the last day of the Financial Year immediately preceding the date on which the vote will be cast providing that any Member who is more than 30 days in financial arrears with FFNZ shall not be counted. Where an additional vote is allocated, all votes held by that Province must be cast together and cannot be split.
- 21.6 Proxy votes are permitted through written notification to the CEO.
- 21.7 The Chairperson shall have a deliberative and casting vote.
- 21.8 Except where Remote Voting applies, voting is by voices or show of hands as determined by the chairperson of the meeting. If the majority of delegates approve a secret ballot, this would then take place following the appointment of scrutineers.
- 21.9 Motions are passed by Ordinary Resolution unless required to be by Special Resolution by this Constitution.

Part 5: Operational Provisions

22. Finance

- 22.1 The Financial Year is 1 January to 31 December unless otherwise determined by the Board/National Council.
- 22.2 The Board must ensure that proper financial accounts are kept, the annual statement of accounts are audited, and it has appropriate policies for the management of FFNZ finances.
- 22.3 FFNZ funds may be invested in such manner as determined by the Board.
- 22.4 At each AGM an independent and suitably qualified member of the Institute of Chartered Accountants must be appointed as auditor.

23. Alteration to Rules

- 23.1 Subject to rule 23.2, this Constitution may only be changed by Special Resolution at a National Council meeting for which such change has been notified in accordance with rule 18.13.
- 23.2 No change to the Constitution may be made if it has the effect of causing FFNZ to lose its status as an incorporated society or would be contrary to the Incorporated Societies Act or otherwise unlawful.

24. Disputes, Appeals and Conduct

- 24.1 The Board may (but is not obliged to) adopt a policy to require adherence by Members to processes that it considers will assist with the fair, efficient and timely:
- (a) resolution of disputes between Members which involves matters relating to their Membership of FFNZ and which the Board considers is of such importance to FFNZ or is causing such level of disruption to Members or the activities of FFNZ that it must be addressed; and / or
 - (b) decisions on appeals by a Member against a decision made by a FFNZ involving suspension, expulsion, penalty or some other material detriment relating to their Membership.
- 24.2 FFNZ shall not involve itself in disputes between Members unrelated to their Membership of FFNZ and which are private in nature, except to the extent that FFNZ may, with the Members' agreement, nominate a mediator to assist with resolution of the dispute. The determination as to whether a dispute is private in nature shall be made by the Board.

25. Liquidation

- 25.1 FFNZ may be voluntarily liquidated if, at a National Council meeting a Special Resolution is passed requiring FFNZ to be liquidated and the resolution is confirmed by a further Special Resolution passed at a subsequent National Council meeting or AGM called for that purpose and held not earlier than 30 days and not later than 60 days after the date on which the first resolution was passed.
- 25.2 If, upon the liquidation of FFNZ, there remains after the satisfaction of all FFNZ debts and liabilities any property whatsoever, the property shall be given to one or more organisations (selected by Ordinary Resolution of the Provincial Associations exercising the voting entitlement set out in rule 21) having objects similar to the Objects of FFNZ.

26. Prohibition of Personal Benefit

- 26.1 All income, benefit, or advantage must be applied towards the Objects.
- 26.2 No Member or Board Member or any person associated with a Member or Board Member shall participate in or materially influence any decision made by FFNZ in respect of the payment to or on behalf of that Member or Board Member or associated person, of any income, benefit or advantage whatsoever.
- 26.3 Any payment made must be for goods and services that advance the Objects and must be reasonable and relative to payments that would be made to unrelated parties.
- 26.4 The provision and effect of this rule must not be removed from this Constitution and must be included and implied into any document replacing this Constitution.

27. Limitation of Liability and Indemnity

- 27.1 No current or former Board Member has any liability to FFNZ or the Members for any act or omission in their capacity as a Board Member except in the case of their own fraud, dishonesty, breach of fiduciary duty, or the commission of any act known by them to be a breach of duties owed by them at law.
- 27.2 Each current or former Board Member is indemnified by and out of the assets of FFNZ against:
- (a) any liability arising out of any act or omission in their capacity as a Board Member excluding criminal liability arising out of fraud, dishonesty, breach of fiduciary duty or the commission of any act known by them to breach duties owed by them at law; and
 - (b) Costs incurred by them in any proceeding relating to such liability.

28. Savings

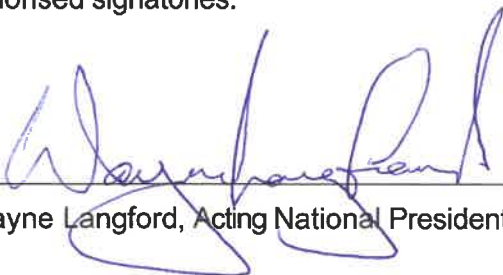
- 28.1 If any matter arises in relation to FFNZ that is not provided for in this Constitution, the matter shall be dealt with as required by the Board.

29. Transition

- 29.1 This rule enables the transition of FFNZ from the requirements of the Previous Constitution to this Constitution. If any part of this rule is inconsistent with any other rule, then this rule shall apply.
- 29.2 **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 President, whose decision shall be final.
- 29.3 **Members:** upon adoption of this Constitution:
- (a) notwithstanding the form or content of any Constitution of such Provincial Association, all Provincial Associations recognised by FFNZ for voting purposes under the Previous Constitution shall be deemed Provincial Associations under this Constitution;
 - (b) all existing Affiliated Members shall be deemed Affiliated Members under this Constitution;
 - (c) the Board shall allocate remaining Members to a Membership category in accordance with rule 5.1 (e);
 - (d) Life Members of FFNZ on the date of adoption of this Constitution shall continue as Life Members under this Constitution.
- 29.4 **Model Provincial Constitution:** the Board shall supply to all Provinces, a model form Provincial Constitution to assist the Province to comply with Rule 9.4(b). To comply with Rule 9.4(b), Provinces are required to adopt a Constitution in a form approved by FFNZ no later than 31 July 2021.

Approved by National Council at the Annual General Meeting on 23 November 2022 in Wellington, New Zealand.

Authorised signatories:



Wayne Langford, Acting National President



Mark Hooper, National Board Member



Colin Hurst, National Board Member & Chair, Audit & Risk Committee