

## Constitution of the Foundation for Arable Research Incorporated

Certified as true and correct and passed by the Members Council on [12 June 2025] by:



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# Constitution of the Foundation for Arable Research Incorporated

## 1 Name

The name of the society shall be the Foundation for Arable Research Incorporated hereinafter referred to as the "Society".

## 2 Contact person

2.1 The Society shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.

2.2 The Society's contact person must be:

2.2.1 at least 18 years of age; and

2.2.2 ordinarily resident in New Zealand.

2.3 A contact person shall be appointed by the Board.

2.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

2.5 a physical address or an electronic address; and

2.6 a telephone number.

2.7 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

## 3 Definitions

**Act** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**Annual General Meeting** means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

**Appointed Director** means a Board Director who is not a levy payer. Appointed Directors are appointed by virtue of their special skill set in assisting the governance of FAR.

**Appointed Member** means a person who is not a Member as they are not a crop grower and levy payer but can still be an ARG Rep, or on the NRC or RDAC. Appointed Members are appointed by virtue of their special skill-set in assisting the conduct of FAR's operations – either at regional or national level. The RDAC, NRC and each ARG shall make its own decisions regarding Appointed Members.

**Arable levy payment** means a payment made by a grower to FAR in accordance with any regulations provided for under the Commodity Levies (Arable Crops) Order 2024, Commodity Levies (Maize) Order 2024, Commodity Levies (Cereal Silage) Order 2024 or such substitute legislation or any other such Order or legislation that the Society may choose to align with in the future.

**ARG Representative (ARG Rep)** means the 11 Members (and up to 5 Appointed Members) selected by their region to conduct the business of that region.

**ARG** means Arable Research Group of which there are seven groups representing different regions across New Zealand as shown in Schedule 1.

**Associate Board Director** means an Appointed Member appointed at N&RC and Members Council level and sits on the Board in a non-voting role.

**Board** means the seven to 10 Members (including up to three Appointed Directors but excludes Associate Board Directors) who are responsible for the governance of the Society, which is a committee for the purposes of the Act.

**Chairperson** means the person who holds the deliberating vote on the Members Council or Board.

**Complaint** has the meaning set out in section 38 of the Act.

**Constitution** means the rules in this document.

**Deputy Chairperson** means the Officer elected or appointed to deputise in the absence of the Chairperson.

**Dispute** has the meaning set out in section 38 of the Act.

**Extraordinary General Meeting** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes, which is a Special General Meeting for the purposes of the Act.

**Financial Member** means a Member who has not ceased to be a financial member under rule 11.1.

**General Meeting** means either an Annual General Meeting or an Extraordinary General Meeting of the Members of the Society.

**Interested Member** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

**Interests Register** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

**Joining Fees and Levies** means the fees specified in rule 11.

**Management** means the administrative assistance provided in order to implement decisions of the Board, and may include such other functions as conducting election processes, co-ordination of meetings at regional and national level.

**Matter** means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

**Member** means a grower of arable crops (person or incorporated group) who pays a levy under the Commodity Levies (Arable Crops) Order 2024, Commodity Levies (Maize) Order 2024, Commodity Levies (Cereal Silage) Order 2024 or such replacement Order or any other such Order or legislation the Society may choose to align with in the future that has met the requirements of being a Member in this Constitution.

**Members' Council** means the three representatives from each of the seven ARGs including a Chairperson.

**Members' Council Member** means one of the 21 representative ARG Members (three from each region) that have been nominated by their region to form part of the Members' Council.

**Notice to Members** includes any notice given by post, courier or email and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

**Officer** means a natural person who is a member of the Board with voting rights.

**RDAC Member** means a representative from each of the seven ARGs and up to seven Appointed Members from research institutes and/or industry.

**Regional Chairperson** means the persons who holds the deliberating vote for that ARG. There is a Regional Chairperson for each of the seven ARGs.

**Register of Members** means the register of Members kept under this Constitution as required by section 79 of the Act.

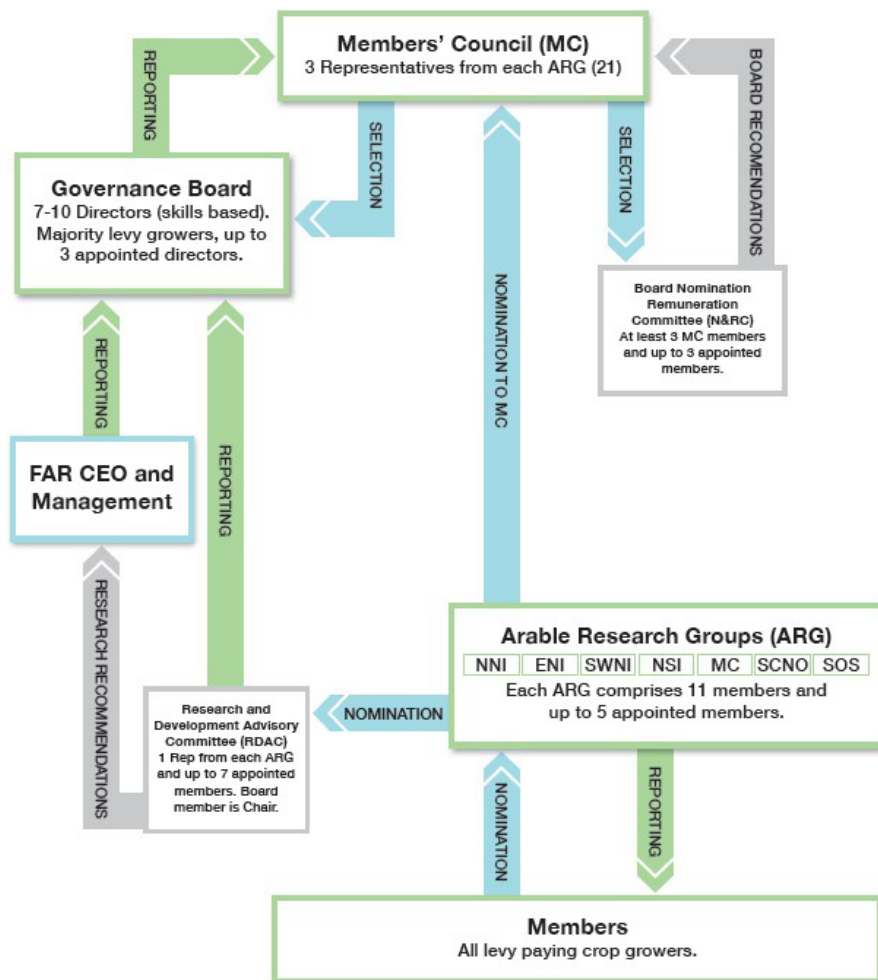
**Regulations** means regulations made under the Act, including the Incorporated Societies Regulations 2023.

**Research and Development Advisory Committee (RDAC)** means the committee that provides input to the Board on research priorities for the Society.

**Society** means the Foundation for Arable Research Incorporated

## 4 Structure

4.1 The structure of the Society is as follows:



## **5 Objects / Purpose**

- 5.1 The charitable purpose of the Society is to:
  - 5.1.1 encourage and support the growing of crops;
  - 5.1.2 undertake and promote research, development and extension;
  - 5.1.3 educate and inform;
  - 5.1.4 facilitate communications between growers and other parties involved in the arable industry; and
  - 5.1.5 represent the views of growers on a regional and national scale.

## **6 Powers**

- 6.1 The Society will have the following powers:
  - 6.1.1 To use its funds as the Board thinks necessary or proper in payment of its costs and expenses;
  - 6.1.2 To purchase, lease, hire or acquire any real or personal property and any associated rights or privileges which the Board thinks necessary or proper for the purpose of attaining the objects of the Society and to sell, exchange, lease or dispose of any such property, rights or privileges;
  - 6.1.3 To enter into contracts, joint ventures, or other commercial arrangement for the procurement of research, and development within the arable sector generally and for the supply of education and evaluation programmes to assist its members in the growing of arable crops.
  - 6.1.4 To engage with organisations to assist with the administration of the Society and to ensure compliance with any legislation under which the Society operates.
  - 6.1.5 To set up subsidiaries, or other corporate structures, as the Board thinks fit in order to further the objects of the Society;
  - 6.1.6 To invest surplus funds in any way permitted by law for the investment of Society funds and upon such terms as the Board thinks fit;
  - 6.1.7 To borrow or raise money from time to time with or without security and upon such terms as the Board thinks fit;
  - 6.1.8 To carry out any business – but not a business which would directly compete with its members; and
  - 6.1.9 To do all things necessary or desirable to give effect to and attain the objects of the Society.

## **7 Financial Gain**

- 7.1 No part of any income or other funds of the Society may be used or available to be used for the individual financial gain of any member.
- 7.2 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

- 7.3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this rule shall not be removed from this document, and shall be included and implied into any document replacing this document.

## **8 Members/ Obligations and rights of Members**

- 8.1 Minimum number of members - The Society shall maintain the minimum number of Members required by the Act.
- 8.2 Each arable crop grower (person or incorporated group) who pays a levy under the Commodity Levies (Arable Crops) Order 2024, Commodity Levies (Maize) Order 2024, Commodity Levies (Cereal Silage) Order 2024 or such replacement Order or any other such Order or legislation that the Society may choose to align with in the future shall automatically qualify for membership of the Society.
- 8.3 The effective date for audit and compliance purposes of membership shall be 1st December in each year.
- 8.4 The person shall have paid up all arable levies due for arable crops grown in the previous 12 months and shall have completed such annual return forms relating to the nature and extent of the arable crops in the previous 12-month period.
- 8.5 The membership list shall comprise the list of levy payers recorded by the Society nationally together with such other growers who have made application, and been granted, membership by the Society based on the fulfilment of criteria that such person is an arable grower.
- 8.6 Every Member shall provide the Society in writing with that Member's name and contact details (namely physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.
- 8.7 A Member has the ability to be elected to the following positions:
- 8.7.1 An ARG Representative;
  - 8.7.2 A Members' Council Member;
  - 8.7.3 A Board Member; and
  - 8.7.4 A RDAC Member.
- 8.8 **Affiliated Membership**
- 8.8.1 The Society may prescribe that a body corporate or individual may hold an affiliated membership, based on the involvement in the arable industry, and based on such fees or subscriptions as may be determined by the Board from time to time. Such membership shall not accord the right to vote in any election process, or resolution put to an ARG, the Members' Council or the Board.
- 8.8.2 Affiliated Membership shall be reviewed annually.

## **9 Application process for Membership**

- 9.1 Every arable crop grower who pays an Arable Levy Payment to the Society is eligible for membership.

- 9.2 When a new Member has paid the Arable Levy Payment for the first time and/or completed the annual return form, the new Member's name, address and/or electronic address and phone number shall be recorded in the register of Members.
- 9.3 **Consent to becoming a Member** - Every new applicant for membership must consent to becoming a Member. Submitting an application and/or returning forms to the Society consenting to become a Member in accordance with rule 11 shall be deemed to constitute consent to becoming a Member. Consent will be by way of marking a tick box in the appropriate form/s.
- 9.4 The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision (but is not required to provide reasons for that decision).

## **10 Duration of Membership**

- 10.1 Membership of the Society shall be reviewed by the Society annually to ensure that the criteria set out in rule 8 are met. Receipt of an arable levy payment from a grower and an annual return form shall be sufficient for the purposes of determining ongoing membership.

## **11 Joining Fees and Levies**

- 11.1 If any Member does not pay a subscription or levy along with completing their annual return form by the date set by the Society, the Society will give written notice that, unless the arrears are paid or an annual return form is completed (or both, whichever the case may be) the membership will be terminated. After that date, 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.
- 11.2 Affiliated memberships shall be subject to such joining fees, annual subscriptions and charges as may be prescribed by the Board from time to time.

## **12 Cessation of Membership**

- 12.1 A Member shall continue to be a Member of the Society until such times:
- 12.1.1 Failure to pay levy or subscription fees pursuant to rule 9.1 and rule 11; or
  - 12.1.2 Failure to complete the annual return form; or
  - 12.1.3 Whereby the Member provides notice in writing to the Society that they no longer require membership; or
  - 12.1.4 The Member is no longer a crop grower.
- 12.2 Cessation of membership shall not affect in any way any levies due by the member to the Society in any way. The Society will retain contact details as required under the Commodity Levies Act 1990.

## **13 Expulsion**

- 13.1 Any Member, ARG Rep, RDAC Member, Members' Council Member or Board Member whose conduct is inimical to the object of the Society shall be expelled by a 75% majority vote at a meeting of the Board.
- 13.2 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 such process shall have the right to address the Board at such meeting. The decision of the Board shall be final.



## **14 Becoming a member again**

- 14.1 Any former Member may apply for re-admission by fulfilling the Membership requirements under rule 8.
- 14.2 However, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Board.

## **15 Arable Research Groups**

- 15.1 There shall be seven Arable Research Groups (**ARGs**) which are defined by the boundaries of the map contained in Schedule 1. These regions can generally be defined as:
- Northern North Island;
  - Eastern North Island;
  - South West North Island;
  - Northern South Island;
  - Mid Canterbury;
  - South Canterbury, North Otago; and
  - South Otago, Southland.
- 15.2 All levy paying Members will be aligned to one of the seven regions dependent on their geographical location.
- 15.3 A member growing crops in two or more ARG regions shall only be entitled to membership in the ARG relevant to the principal place of residence.

## **16 Purpose of ARGs**

- 16.1 ARGs serve as regional forums for Members to discuss research and development benefits/educational requirements and any issues or concerns that they may have which can be passed on to the Board.

## **17 ARG Representatives**

- 17.1 Each of the seven ARGs are run by up to 11 Members (levy paying) as well as up to five Appointed Members.
- 17.2 One of the 11 levy paying ARG Reps shall be elected as the Regional Chairperson for their ARG. They shall have the deliberating vote for their region.
- 17.3 Vacant ARG positions will be advertised to all members of the region and formal elections via an online voting process and/or by email will be conducted if there are more nominees than positions available.
- 17.4 The ARG Reps can select up to five Appointed Members per ARG.

## **18 Continuation of ARG Representatives**

- 18.1 An ARG Rep may serve up to 4 terms of 3 years before their position must be vacated.

- 18.2 After 3 years an ARG Rep must either retire or offer themselves for re-election for a further 3 year term.
- 18.3 ARGs shall devise a system whereby there is a rotating, appointment of an ARG Rep so that not more than half the current ARG Reps are up for re-election at any one time.
- 18.4 An ARG Rep may vacate their position prior to their term above ending, by providing written notice to their ARG or ceasing to be a crop grower within New Zealand.

## **19 Research and Development Advisory Committee (RDAC)**

- 19.1 The RDAC shall be made up of a representative from each of the seven ARGs and up to seven Appointed Members from research institutes and/or industry. The Chair of the RDAC to be a Board Member who is a levy payer.
- 19.2 A RDAC Member may serve up to a maximum of 3 terms of 3 years before their position must be vacated.

## **20 Purpose of RDAC**

- 20.1 The RDAC shall fulfil a purely advisory function to the Board in relation to research and development priorities. It shall;
  - 20.1.1 Review and prioritise the Society research co-investments and leveraged funding and provide recommendations to the Board;
  - 20.1.2 Identify opportunities for FAR to collaborate with other sectors or research groups;
  - 20.1.3 Consider national and international research or technology trends and issues that are relevant to NZ cropping farmers;
  - 20.1.4 Review research progress and assess research and extension programmes to ensure science quality and outcomes are achieved; and
  - 20.1.5 Undertake such other functions as the Board may from time to time delegate to RDAC.

## **21 Members' Council**

- 21.1 The Members' Council shall be made up of three ARG Reps' from each of the seven regional ARGs who are nominated to represent their region.
- 21.2 Board members cannot be members of the Members' Council.

## **22 Purpose of Members' Council**

- 22.1 The primary purpose of the Members' Council is to approve financials for the Society at the Annual General Meeting and to approve the appointment of Board Directors.
- 22.2 The Members' Council will elect members of the Nomination and Remuneration Committee (a sub-committee of the Members' Council made up of at least three Members' Council member and up to three Appointed Members).

## **23 Election of Members' Council**

- 23.1 Each of the seven ARGs shall seek nominations from within their ARG for three representatives to form part of the Members' Council. If there are more nominations

than positions available, formal elections via an online voting process and/or by email will be conducted by levy payers in the region.

- 23.2 The Members' Council shall appoint a Chairperson from within the Members' Council by ballot or any other means they see fit.

## **24 Continuation of Members' Council Members**

- 24.1 A Members' Council Member may serve up to 3 terms of 3 years before their position must be vacated.
- 24.2 After 3 years a Members' Council Member must either retire or offer themselves for re-election for a further 3 year term.
- 24.3 The Members' Council shall devise a system whereby there is a rotating, appointment of Members' Council Members so that not more than half the current Members' Council are up for re-election at any one time.
- 24.4 A Members' Council Member may vacate their position prior to their term above ending, by providing written notice to the Members' Council or ceasing to be a levy payer within New Zealand.

## **25 Voting procedure for General Meetings**

- 25.1 Each Members' Council Member shall be entitled to one vote.
- 25.2 Voting shall be by a show of hands unless a secret ballot is requested by no less than 2 Members of the Members' Council .
- 25.3 The Chairperson shall have a deliberative and casting vote.
- 25.4 Member's shall exercise a right to vote at any meeting at which that Member is in attendance either by physical or electronic means (e.g. Skype, teleconference, or on-line voting process)
- 25.5 Where an on-line voting process is adopted, it shall be signalled in the agenda for the meeting and provide the method for conducting an on-line vote, including voter verification processes, and PIN procedures to avoid duplication. It shall also provide the timeframe for completion of an on-line voting process.
- 25.6 Written resolutions may not be passed unless permitted in this Constitution.
- 25.7 If any conflicts arise the process in rule 34.3 to be followed.

## **26 Nomination and Remuneration Committee (N&RC)**

- 26.1 The N&RC is a sub-committee of the Members' Council which is made up of at least three Members' Council members and up to three Appointed Members.
- 26.2 The majority of the N&RC must be levy payers including the Chair.
- 26.3 The N&RC shall deal with Board remuneration matters for the Society and to assist the Members' Council with Board selection. All other remuneration matters to be dealt with by the Chief Executive Officer (**CEO**). For the avoidance of doubt the Board sets the remuneration and terms of employment of the CEO.
- 26.4 N&RC members are appointed for a term of 3 years with the opportunity to be re-elected for another 3 year term (maximum of 6 years)

## **27 Management**

- 27.1 Subject to the direction of the Annual General Meeting or an Extraordinary General Meeting, the management and control of the Society shall be vested in the Board.
- 27.2 From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any Regulations made under that Act, and this Constitution.

## **28 Annual General Meeting (AGM)**

- 28.1 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.
- 28.2 The Annual General Meeting must be held no later than the earlier of:
- (a) 6 months after the balance date of the Society; and
  - (b) 15 months after the previous annual meeting.
- 28.3 The following to be presented and approved at the AGM:
- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
  - (b) The Chairperson of the Board shall review the past year's work and submit a report and financial statements duly audited.
  - (c) An auditor shall be appointed.
  - (d) The names of prospective Board Members shall be tabled.
  - (e) set any Joining Fees and Levies for the next financial year;
  - (f) consider any motions of which prior notice has been given to Members with notice of the Meeting; and
  - (g) consider any general business.
- 28.4 11 members of the Members' Council will constitute a quorum (i.e. more than 50%).
- 28.5 **Procedure for calling an AGM**
- 28.5.1 The Board shall fix the date and venue of the Annual General Meeting which shall be advised to all Members by Notice via post or email issued no less than 21 days prior to the date of the AGM.
- 28.5.2 That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 28.5.3 The current Board Chairperson elected pursuant to clause 33.2 shall chair the AGM, and any EGMs held during that tenure
- 28.5.4 All levy payers can attend and speak at the AGM.
- 28.5.5 Only Members Council Members can vote at AGMs:

- (a) in person; or
- (b) by a signed original written proxy (an email or copy being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Board before the commencement of the General Meeting; or
- (c) through the authorised representative of a body corporate as notified to the Board; and
- (d) no other proxy voting shall be permitted.

28.6 Annual General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

## **29 Extraordinary General Meeting (EGM)**

29.1 An EGM shall be convened, stating the purpose for which an EGM is being called, in the following ways:

29.1.1 Pursuant to a resolution passed by a minimum of three Board members; or

29.1.2 Pursuant to a resolution passed by the Members' Council at a meeting of the Members' Council at which there is a quorum of 11 Members' Council members in attendance; or

29.1.3 Pursuant to written notice signed by not less than 10 current Members.

29.2 An EGM shall only consider and deal with the business specified in the Board or Members' Council Notice or the written request by Members for the EGM.

### **29.3 Procedure for calling an EGM**

29.3.1 In addition to reaching the thresholds as set out in rule 29 when calling for an EGM, the Board, Members' Council or Members, whom ever is seeking the EGM, shall:

- (a) File the request with the Chairperson of the Members Council;
- (b) Prepare a written agenda for the meeting which shall be available prior to the commencement of the meeting;

29.3.2 Within 7 days of receipt of notice the Chairperson shall advise Members of the date and time of the EGM and the business to be transacted. Such EGM shall be convened within 21 days of the filing of such notice.

## **30 Board**

30.1 The Board shall comprise of seven to 10 Members, (of which up to three Board Members can be Appointed Directors) and a non-voting Associate Board Director. The Chairperson must be a levy payer, and the majority of Board Members shall be levy paying Members. While they hold office, members of the Board shall be known as Directors or Appointed Directors.

## **31 Purpose of the Board**

31.1 The purpose of the Board is to provide governance to the Society relating to:

31.1.1 All matters related to strategy and operations of the Society;

- 31.1.2 The research and development projects undertaken by the Society;
- 31.1.3 All matters put forward for consideration by either the Members' Council or a Member who has raised an issue with the support of not less than 9 other Members; and
- 31.1.4 Receive reports from the CEO and Management.

## **32 Board Members / Election and Terms**

- 32.1 The N&RC shall call for nominations to fill a vacancy of the Board. Board candidate nominations should be endorsed by at least two levy payers.
- 32.2 The current Board will provide information to the N&RC on the skills and expertise required from new Board members
- 32.3 The N&RC will put forward a list of preferred candidate/s, taking into account the Board's input to the skills required in rule 32.2 above, to the Members Council for final selection.
- 32.4 A Board Members selection is skills based and choices will depend on the current makeup of the Board and what skills or expertise are required from time to time as well as consideration of regional diversity/farm system diversity.
- 32.5 Board Members may hold their position for a maximum of 3 terms of 3 years. With exception of the Chair of the Board who may hold their position for a maximum of 4 terms of 3 years.
- 32.6 After 3 years a Board Member must either retire or offer themselves for re-election for a further 3 year term.
- 32.7 The Board shall devise a system whereby there is a rotating, appointment of Board Members so that not more than half the current Board Members are up for re-election at any one time.
- 32.8 A Board Member may vacate their position prior to their term ending, by providing written notice to the Board.
- 32.9 The Board shall have the power to co-opt individuals, who are not Members but have the necessary expertise to advise on relevant issues, for periods of time when the Board sees fit. This includes the position of Associate Board Director who will be appointed by the Members' Council.

## **33 Board Meetings**

- 33.1 The Board shall meet at such times and at such places as the Chairperson thinks fit.
- 33.2 The Board shall elect the Chairperson and any other officers.
- 33.3 The Board may be convened by notice signed by 3 Board Members and filed with the subject of the meeting to the direction of the Annual General Meeting or an Extraordinary General Meeting.
- 33.4 Within 7 days of receipt of such notice the Chairperson shall advise all Board Members of the date of meeting. Such meeting shall be held within 21 days of the date of filing the notice.
- 33.5 The Board shall fix the date and venue of the Annual General Meeting which shall be advised to all Members by Notice via post or email issued no less than 21 days prior to the date of the AGM.

- 33.6 Any casual vacancy occurring on the Board may be filled by an appointment made by the Chairperson after consultation with the Board and NR&C. Such appointee shall hold office until the close of the next AGM or until a successor has been appointed and accepted office.
- 33.7 Seven of the Board Members shall form a quorum, comprising of not less than four levy paying members. Any decision requiring approval or ratification by the Board shall be passed by majority, unless otherwise specified in this Constitution, and that majority shall also require the majority to be held by levy paying Board Members.

## **34 Officers**

### **34.1 Qualifications of Officers**

- 34.1.1 Every Officer must be a natural person who has given prior consent in writing to be an officer of the Society and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
- 34.1.2 Officers must meet the criteria of section 36B of the Charities Act or any replacement statutory provision;
- 34.1.3 Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Society
- 34.1.4 Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.

### **34.2 Removal of Officers** - An Officer shall be removed as an Officer by resolution of the Board or the Society where in the opinion of the Board or the Society:

- 34.2.1 The Officer elected to the Board has been absent from three consecutive Board meetings without leave of absence from the Board;
- 34.2.2 The Officer has brought the Society into disrepute;
- 34.2.3 The Officer has failed to disclose a conflict of interest;
- 34.2.4 The Board passes a vote of no confidence in the Officer; or
- 34.2.5 The Officer becomes disqualified from being an Officer under the Charities Act 2005 or the Act;

with effect from (as applicable) the date specified in a resolution of the Board or Society.

### **34.3 Conflicts of interest**

- 34.3.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Board and, if applicable, sub-committee; and
- (b) in an Interests Register kept by the Board.

- 34.3.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.

- 34.3.3 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
- (a) must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
  - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
  - (c) may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee (unless the Board and/or sub-committee decides otherwise).
- 34.3.4 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 34.3.5 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

## **35 Records**

### **35.1 Register of Members**

- 35.1.1 The Society shall keep an up-to-date Register of Members.
- 35.1.2 The Register of Members shall comprise the list of levy payers recorded by FAR nationally together with such other growers who have made application and been granted membership by the Society based on the fulfilment of criteria that such person is an arable grower.
- 35.1.3 For each current Member, the information contained in the Register of Members shall include:
- (a) Their name;
  - (b) The date they became a Member (if there is no record of the date they joined, this date will be recorded as "Unknown"); and
  - (c) Their contact details, including (i) a physical address or an electronic address and (ii) a telephone number.
- 35.1.4 The Register of Members will also include each Member's:
- (a) postal address; and/or
  - (b) email address (if any); and/or
  - (c) phone number.
- 35.1.5 Every current Member shall promptly advise the Society of any change of the Member's contact details.



35.1.6 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:

- (a) The former Member's name; and
- (b) The date the former Member ceased to be a Member.

35.2 **Interests Register** - The Board shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

35.3 **Access to Information for Members**

35.3.1 A Member may at any time make a written request to the Society for information held by the Society.

35.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

35.3.3 The Society must, within a reasonable time after receiving a request:

- (a) provide the information;
- (b) agree to provide the information within a specified period;
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- (d) refuse to provide the information in accordance with the Act.

35.3.4 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so, unless within 10 Working Days after receiving notification of the charge, the Member informs the Society:

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

35.3.5 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

35.4 **Minutes** - The Society must keep minutes of all General Meetings. Minutes of General Meetings shall be made available to Members upon request.

## 36 **Control and Management of Funds**

36.1 The funds and property of the Society shall be:

- (a) controlled, invested and disposed of by the Board, subject to this Constitution; and
- (b) devoted solely to the promotion of the objects and purposes of the Society.

36.2 All monies received by the Society shall be banked in such institutions as the Board decides upon. Such accounts shall be operated upon the authority and signature of the Chairperson of the Board or such other officers as appointed by the Board.

- 36.3 The Board shall cause true and fair accounts to be kept of the assets and liabilities of the Society and the annual income and expenditure.
- 36.4 If required by the Act or the Charities Act or if otherwise the Board determines it desirable, the Board shall as soon as practicable after the end of the financial year of the Society cause the accounts of the Society to be audited by a chartered accountant appointed by the Board for that purpose (**Auditor**).
- 36.5 The Society will keep accounting records in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records will be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society ("Accounting Period" is defined in the Act).

### **37 Balance Date**

- 37.1 The financial year for the Society shall commence on 1<sup>st</sup> July of each year and end on 30<sup>th</sup> June (the latter date being the Society's Balance Date). The Society must file financial returns statements with the Registrar within six months of the Balance Date.
- 37.2 An audit to be completed within 90 days from the Balance date and the AGM to be held within 6 months of the Balance date.

### **38 Indemnity and Insurance**

- 38.1 The Society shall indemnify each Officer against all losses and expenses incurred by them in carrying out their duties in relation to the Society except insofar as they contravene the Officer's duties under the Act or this Constitution.
- 38.2 The Board shall maintain such insurance as it considers appropriate from time to time.

### **39 Dispute Resolution**

- 39.1 All Members (including the Board) are obliged to cooperate to resolve Disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 39.2 **How Complaint is made**
- 39.2.1 A Member or an Officer may make a Complaint by giving to the Society (through the Board or a complaints sub-committee) a notice in writing that:
- (a) states that the Member or Officer is starting a procedure for resolving a Dispute in accordance with the Society's Constitution;
  - (b) sets out the allegation to which the Dispute relates and who the allegation is against; and
  - (c) sets out any other information reasonably required by the Society.
- 39.2.2 The Society may make a Complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:
- (a) states that the Society is starting a procedure for resolving a Dispute in accordance with the Society's Constitution; and
  - (b) sets out the allegation to which the Dispute relates.
- 39.2.3 The information given under rule 39.2.1 or 39.2.2 must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable that person to prepare a response.

39.2.4 A Complaint may be made in any other reasonable manner permitted by the Constitution.

**39.3 Person who makes Complaint has right to be heard**

39.3.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.

39.3.2 If the Society makes a Complaint:

- (a) the Society has a right to be heard before the Complaint is resolved or any outcome is determined; and
- (b) an Officer may exercise that right on behalf of the Society.

39.3.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

**39.4 Person who is subject of Complaint has right to be heard**

39.4.1 This rule applies if a Complaint involves an allegation that a Member, an Officer, or the Society (the **Respondent**):

- (a) has engaged in misconduct;
- (b) has breached, or is likely to breach, a duty under the Constitution or bylaws or this Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

39.4.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

39.4.3 If the Respondent is the Society, an Officer may exercise the right on behalf of the Society.

39.4.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the Respondent's written statement or submissions (if any) are considered by the decision maker.

### 39.5 **Investigating and determining Dispute**

39.5.1 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint made in accordance with its Constitution, ensure that the Dispute is investigated and determined.

39.5.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

### 39.6 **Society may decide not to proceed further with Complaint** - Despite rule 39.4, the Society may decide not to proceed further with a Complaint if:

39.6.1 the Complaint is considered to be trivial;

39.6.2 the Complaint does not appear to disclose or involve any allegation of the following kind:

- (a) that a Member or an Officer has engaged in material misconduct
- (b) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
- (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;

39.6.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;

39.6.4 the person who makes the Complaint has an insignificant interest in the matter;

39.6.5 the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or

39.6.6 there has been an undue delay in making the Complaint.

### 39.7 **Society may refer Complaint**

39.7.1 The Society may refer a Complaint to:

- (a) a sub-committee or an external person to investigate and report; or
- (b) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

39.7.2 The Society may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

- 39.8 **Decision makers** - A person may not act as a decision maker in relation to a Complaint if two or more members of the Board or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

39.8.1 impartial; or

39.8.2 able to consider the matter without a predetermined view.

#### **40 Alteration of Constitution**

- 40.1 Subject to rule 40.2 this Constitution may be altered, added to, or rescinded by the Annual General Meeting and/or Extraordinary General meeting. Notice of any proposed alteration, addition or rescission shall be given to the Chairperson of the Board not less than 30 days before the date of the Annual General Meeting or Extraordinary General Meeting. The Chairperson of the Board shall forward a copy of the proposed alteration, addition or rescission to each member no less than 21 days before the Annual General Meeting or Extraordinary General Meeting.
- 40.2 No alteration, addition or rescission may be made to this Constitution which would have the effect of amending, firstly, the charitable status of the Society under the Charities Act 2005 or the primary nature of the Society which enabled it to qualify for its tax exemption status, secondly, rule 7.1 and thirdly, rule 41.2.
- 40.3 No addition or alteration of the rules, payments to members' restriction or the dissolution rule shall be approved without the approval of Inland Revenue.
- 40.4 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 40.5 If the Society is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that Act.

#### **41 Winding Up/ Surplus assets**

- 41.1 The Society may be wound up following a two-step process. The society will be wound up if:
- 41.1.1 At a general meeting of its Members a resolution is passed requiring the Society to be wound up; and
- 41.1.2 The resolution is ratified by seventy-five percent (75%) of Members' Council Members at a subsequent meeting called for the purpose of winding up and held no earlier than 30 days after the date of the first meeting.
- 41.2 In the event of the winding up of the organisation, any surplus funds after payment of all debts, costs and liabilities are to be transferred to another charitable organisation which has similar aims and objects or for some other charitable purpose.

Schedule 1 – Map of ARGs

