



**CONSTITUTION & RULES OF
OLIVES NEW ZEALAND
(INCORPORATED)**

Signed by:

Andrew Taylor
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Kay McKelvie
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Gayle Sheridan
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Andrew Taylor	President
Kay McKelvie	Vice President
Gayle Sheridan	Executive Officer

ADOPTED AT THE ANNUAL GENERAL MEETING – 22 MARCH 2014

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RULES OF OLIVES NEW ZEALAND (INCORPORATED)

1. NAME

The name of the Society is “Olives New Zealand (Incorporated)”

2. INCORPORATION

Olives New Zealand (Incorporated) is a society incorporated under the Incorporated Societies Act 1908 and its amendments.

3. INTERPRETATION

3.1 Definitions

In these Rules where not inconsistent with the context:

“Director” means a member of the Olives New Zealand Executive Committee

“Executive Committee” means the Executive Committee of Olives New Zealand.

“Good financial standing” means a Member whose subscription or debt owing to the Olives New Zealand is not in arrears.

“Member” means a Member of Olives New Zealand, whether Ordinary, Associate or Honorary.

“Olive Grower” means a person who grows olives

“Olive growing” means the propagation, growing, cultivation, harvesting, care and management of olive trees.

“Olives New Zealand” means Olives New Zealand (Incorporated).

“Person” means an entity and includes an individual, a family, partnership or body corporate.

"Postal Vote" means a vote exercised by post and or by electronic means in accordance with the Rules and includes, where applicable, a Postal Ballot.

“Rules” means the Rules of Olives New Zealand for the time being in force.

"Special Resolution" means a resolution passed at a General Meeting or Extraordinary General Meeting of Olives New Zealand by a majority of not less than two thirds of the Voting Members attending and voting at such meeting, and/or exercising a postal vote in accordance with the Rules.

"Voting Members" means Members in good financial standing.

“Writing” includes printing or typewriting, facsimile or electronic mail.

3.2 Interpretation

Words importing the singular number include the plural and vice versa. Words importing the masculine gender include the feminine gender and any corporate entity.

3.3 Authority To Interpret Rules

The Executive Committee shall have authority to interpret these Rules and the decision of the Executive Committee upon any question of interpretation or upon any matter not provided for in these Rules shall be final and binding on all Members.

4. OBJECTS

The objects of Olives New Zealand are:

- 4.1 To promote all aspects of the New Zealand olive industry.
- 4.2 To set and maintain quality standards for New Zealand produced olive products.
- 4.3 To promote and support quality research and development to assist in the creation of a sustainable New Zealand olive industry.
- 4.4 To actively support an on-going consumer awareness programme to promote the benefits and create a preference for New Zealand olive products.
- 4.5 To encourage an interchange of ideas and information amongst olive industry participants
- 4.6 To be a focal organisation which facilitates progressive direction for growers in the New Zealand olive industry.

5. MISSION STATEMENT

The mission statement of Olives New Zealand shall be: "To foster a healthy and positive environment for the New Zealand olive industry to be the best producer of premium quality extra virgin olive oil and olive products".

6. MEMBERSHIP

6.1 The categories of Membership of Olives New Zealand shall consist of:

- a Ordinary Members
- b Honorary Life Members
- c Associate Members

6.1.2 Ordinary Members

Ordinary Members shall comprise olive growers who from time to time are accepted as Ordinary Members of Olives New Zealand in accordance with the rules

6.1.3 An Ordinary Member in good financial standing shall be entitled to vote as per the following:

- a Election to and representation on the Executive Committee - one (1) vote at any meeting of Olives New Zealand or in a postal vote; and
- b All other issues - one (1) vote at any meeting of Olives New Zealand or in a postal vote,

and such vote shall be accorded an appropriate weight in accordance with Rule 12.9.1.

6.2 Honorary Life Members

6.2.1 In exceptional circumstances the Executive Committee may recommend to an Annual General Meeting that a person be made an Honorary Life Member of Olives New Zealand in recognition of services to Olives New Zealand and its Members. For any such recommendation to be approved it shall require approval of not less than two-thirds of those Voting Members attending and voting thereon at such Annual General Meeting.

6.2.2 An Honorary Life Member shall have the same rights and privileges as an Ordinary Member.

6.3 Associate Members

6.3.1 Any olive product group, regional association, person or entity, not being a grower, involved in olive research, processing, infrastructure support, industry processing, industry marketing or related bodies or organisations, may apply in writing to the Executive Committee to be admitted as an Associate Member, on such terms and conditions as may be determined by the Executive Committee, except that a person or entity admitted as an Associate Member shall not have the voting rights or powers of an Ordinary Member.

6.3.2 The Executive Committee's decision in respect to all matters relating to Associate Membership shall be final and advised in writing to the person or entity concerned.

6.4 Termination

6.4.1 The rights of each Member under these Rules are subject to, and contingent upon, the Member continuing to be involved in the olive industry described in their category of membership.

6.4.2 A Member shall cease to be a Member of Olives New Zealand:

- a if the Member resigns by notice in writing to the Executive Officer; or
- b if at any time a Member is, after due notice, in arrears with the payment of the Member's subscription or any other monies owing to Olives New Zealand for a period exceeding six (6) months, and the Executive Committee resolves that the Member's name be struck off the Register of Members and causes notice in writing of such resolution to be given to the Member and the Member then fails to pay such subscription or other monies within twenty-eight (28) days from the date of such notice; or

- c if Olives New Zealand at a General Meeting resolves by special resolution that it is not in the best interests of Olives New Zealand that a Member should remain a Member provided always that no such resolution shall take effect until the Member concerned has been given a fair and reasonable opportunity of knowing what are the grounds for such proposed resolution concerning the Member and of being heard either in person, or by a representative, or by submission in writing.

6.5 Suspension

6.5.1 A member may be suspended from Membership of Olives New Zealand by the Executive Committee for such period as it thinks fit:

- a if the member is found to be acting in contravention of any of the Objects or Rules of Olives New Zealand and in so doing is acting against the Interests of Olives New Zealand and/or any of its members; or
- b if the Member is in arrears with payment of the Members subscription or any other monies due to Olives New Zealand for a period exceeding three (3) months.

6.5.2 If the Executive Committee resolves to suspend a Member no such suspension shall take effect until the Member has been given a reasonable opportunity, to be not less than twenty-eight (28) days, after the notice of suspension in writing has been given to the member, setting out the grounds for suspension, and of being heard by the Executive Committee, either in person, or by a representative, or by submission in writing.

6.5.3 Any member who is suspended shall not, during the period of suspension, be entitled to any of the benefits of Membership of Olives New Zealand, nor attend any meeting of Olives New Zealand, general or otherwise, unless invited by the Executive Committee and/or is a subject of that meeting, nor to vote at any time during the period of suspension.

6.6 Reinstatement

6.6.1 A Member who is suspended may be reinstated by the Executive Committee at its discretion.

7. SUBSCRIPTIONS

7.1 Every Member shall pay by way of subscription to Olives New Zealand in each financial year such fee as shall be fixed from time to time by Olives New Zealand Executive Committee (which may vary as between different classes or categories of members as determined by the Executive Committee) and shall be due and payable on the 1st day of each financial year. Subscriptions not paid within 60 days of due date will be deemed to be in arrears.

7.2 All fees payable are subject to the addition of Goods and Services Tax at the rate ruling at the time of payment.

7.3 In any case where Membership is attained during the third or fourth quarter of the financial year the Executive Committee may, at its discretion, accept 50% of the year's subscription in lieu of the full amount thereof.

7.4 A person ceasing to be a Member under any of the provisions of the Rules shall not be entitled to a refund of any fee or subscription, and unless otherwise decided at the discretion of the Executive Committee shall remain liable to pay all subscriptions and/or other monies due to Olives New Zealand at the time of ceasing to be a Member and such monies shall be recoverable by legal proceedings.

8. ALTERATION TO THE RULES

8.1 The Rules may be altered, added to, or rescinded from time to time and either in whole or in part, by special resolution of Olives New Zealand at a General Meeting of Olives New Zealand and/or by postal vote in accordance with the Rules. Not less than twenty-eight (28) clear days notice specifying the intention to propose the resolution as a special resolution, shall be given to Members, and in the case of a Postal Vote the closing date shall be not less than twenty-eight (28) clear days from the date of posting the voting papers to Members. Every alteration, addition to, or rescission of the Rules must be registered with the Registrar of Incorporated Societies.

8.2 However, no addition to or alteration of the objects, payments to members clause (Private Pecuniary Profit) or the Liquidation clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

9. COMMON SEAL

9.1 Olives New Zealand shall have a Common Seal, for the safe custody of which the Executive Officer shall be responsible. Such Seal shall not be affixed to any instrument save in pursuance of a resolution of the Executive Committee and in the presence of the President, or Vice President, and one other Member and in the presence of the Executive Officer or some other person appointed by the Executive Committee and the persons so witnessing the affixing of the Seal shall sign the instrument so sealed.

10. REGISTERED OFFICE

10.1 Olives New Zealand shall have a Registered Office, which shall be situated at such place as the Executive Committee may from time to time determine.

11. INDEMNITY

11.1 The Members of the Executive Committee, Executive Officer, Treasurer and any other officer for the time being of Olives New Zealand, shall be indemnified by Olives New Zealand against all losses and expenses properly incurred by them in or about the discharge of their respective duties except such as result from their own respective wilful default.

11.2 No Member of the Executive Committee, Executive Officer, Treasurer or other officer shall be liable for the acts or defaults of any other officer or for any loss or expenses happening to Olives New Zealand, unless the same happen by the wilful default of such person.

12. MEETINGS, PROCEEDINGS AND VOTING RIGHTS

12.1 Annual General Meeting

The Annual General Meeting of Olives New Zealand shall be held every year no later than three (3) months from the end of the financial year upon a date and at a time and place to be appointed by the Executive Committee.

12.2 Notice of every General Meeting, stating the nature of the business to be transacted thereat, shall be given in writing to every Member at the Member's last known address in New Zealand. Save as otherwise in the Rules provided, not less than fifty-six (56) clear days notice shall be given of every General Meeting.

12.2.1 Remits

The Executive Officer shall give Notice to all Members not less than fifty-six (56) clear days before the date of the Annual General Meeting calling for remits to be submitted to the Annual General Meeting.

12.2.2 Notice of remits for consideration at the Annual General Meeting shall be given to the Executive Officer not less than twenty-eight (28) clear days prior to the Annual General Meeting.

12.3 The Annual General Meeting shall be held for the purpose of:

- a receiving the Annual Report of the Executive Committee;
- b receiving the Balance Sheet and Financial Statements for the previous financial year;
- c upon the recommendation of the Executive Committee appointing an auditor to hold office until the conclusion of the Annual General Meeting for the ensuing year, or seeking an Independent Financial Reviewer of the Financial Statements, but the Auditor or Reviewer shall be a Member of the Institute of Chartered Accountants.
- d transacting such business as is usually transacted at an Annual General Meeting;
- e declaring the results of the postal ballot for election of officers to fill vacancies arising from those retiring or who have completed their terms of office;
- f considering remits submitted by Members which shall be given to Members not less than fourteen (14) clear days before the date of the Annual General Meeting.
- g considering any other business of which notice has been given.

12.4 No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Nine (9) Voting Members personally present or by representative in the case of a corporate entity, shall be a quorum for any General Meeting.

- 12.5 The chair shall be taken by the President, or if the President is not present at the hour appointed for the meeting then by the Vice President, and in the absence of the Vice President by some other Member of the Executive Committee elected as Chairperson of that Meeting by a simple majority of those Voting Members present.
- 12.6 Subject to Rule 12.7.7, voting shall be on voices, show of hands or, if demanded by at least four (4) Voting Members, by secret ballot.
- 12.7 Postal Voting
- 12.7.1 At the discretion of the Executive Committee voting on any matter may be conducted by Postal Vote instead of or in addition to a show of hands or ballot at a General Meeting.
- 12.7.2 Notice of Matters to be voted on by postal vote shall be posted to Members with the voting papers to be returned to the Executive Officer by a date specified in the notice being not less than twenty eight (28) days from the date the notice and the voting papers are posted to Members. Any matters proposed must be worded in the form of a resolution and must be signed by any three (3) Voting Members.
- 12.7.3 The Executive Officer shall be the person authorised to receive and count Postal Votes in relation to the matter proposed.
- 12.7.4 A Member may cast a Postal Vote by sending a marked voting paper to reach the Executive Officer not later than the closing date stated on the voting paper.
- 12.7.5 The Executive Officer shall verify the validity of the Member's right to vote and record all votes for and against each of the resolutions to be voted on. , or where the Executive Committee has directed that any matter be determined by postal vote, and not less than twenty (20) Voting Members have exercised their postal vote, the Members so exercising their vote shall be deemed to be present for the purpose of transacting the business which is the subject of the postal vote
- 12.7.6 The Executive Officer shall certify the analysis of the voting and pass the duly certified schedule of results to the Executive Committee or the Chairperson of any meeting called to consider the matter proposed.
- 12.7.7 If a Meeting has been called to consider the matter proposed, the Chairperson of the Meeting must include the results of the Postal Voting in the total voting on each resolution which was the subject of postal voting. Otherwise the Executive Committee shall declare the result of the Postal Vote.
- 12.7.8 The certified schedule of postal voting shall be annexed to the Minutes of the meeting called to consider the matter, or otherwise to the Minutes of the next meeting of the Executive Committee.
- 12.8 The required voting majorities are as follows:
- 12.8.1 Approval of Executive Report - two-thirds.
- 12.8.2 Approval of the past year's accounts - two-thirds.
- 12.8.3 Current Year's Budget - two thirds.

- 12.8.4 Alteration of Rules - two-thirds.
- 12.8.5 Election of Officers - simple majority.
- 12.8.6 General transaction of business - simple majority.
- 12.8.7 Termination of Membership - two-thirds.
- 12.8.8 Liquidation of Olives New Zealand - three-fourths.
- 12.8.9 Change of Balance Date – two-thirds.
- 12.9 Weighted Voting
- 12.9.1 Each eligible Member being Ordinary or Honorary will be entitled to one vote for every \$1.00 of annual subscription paid. For this clause Honorary Members will be regarded as fully paid up Ordinary Members.
- 12.10 Proxy votes shall be allowed at any General Meeting but this shall apply only to signed, written (including emailed), directed proxies received by the Executive Officer not less than 24 hours before the Meeting commences.

13. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting may be convened at any time by the President, or three (3) Members of the Executive Committee, or by any ten (10) Voting Members. The provisions for General Meetings as applicable to notice to Members, quorums, voting, and entitlement to attend shall apply to Extraordinary General Meetings.

14. EXECUTIVE COMMITTEE

14.1 Subject to such directions as may from time to time be given by Olives New Zealand in General Meeting (which cannot be inconsistent with these Rules) the management and control of the affairs of Olives New Zealand shall be vested in the Executive Committee. The Executive Committee shall comprise up to eight (8) directors as follows:

- a President / Chairperson; and
- b Vice President, and
- c Treasurer; and
- d Four (4) other Committee members elected from within the Branch Chairpersons group; and
- e One (1) co-opted Executive Committee member

14.2 In order to broaden the range of governance skills and experience available, the Executive Committee may co-opt one director to it, who may not be a Member. A co-opted director shall have the right to vote on all Executive Committee matters but cannot be elected as an office-holder.

14.3 Nominations

- 14.3.1 The Executive Officer shall give notice to all Members not less than fifty-six (56) clear days before the Annual General Meeting calling for nominations for election of Members to the Executive Committee to be given to the Executive Officer by a date specified in the notice being not less than thirty-five (35) clear days prior to the date of the Annual General Meeting.
- 14.3.2 Only Voting Members are eligible to be elected, and must sign their acceptance of nomination and have their nomination endorsed by two (2) Voting Members, as proposer and seconder respectively. Candidates shall be entitled to supply the Executive Officer with no more than one A4 sheet of paper setting out their qualifications, experience and aspirations as a candidate.
- 14.3.3 The election of officers shall be conducted exclusively by postal ballot in accordance with the rules as to postal voting.
- 14.3.4 The Executive Officer shall send out postal voting papers to all Members with details (including any information supplied under rule 14.3.2 of the qualifications, experience and aspirations of candidates) of all nominations received together with the names of the proposer and seconder not less than twenty-eight (28) clear days before the Annual General Meeting, and set a date not less than fourteen (14) clear days before the Annual General Meeting as the closing date for postal votes.
- 14.4 Election to Office
- 14.4.1 Any person holding the office of director (including any co-opted director) shall be entitled to hold the office for a period not exceeding three (3) years. At the end of the term that person shall stand down, but will be eligible for re-election (or co-option) for a further three (3) year term. In the event of any vacancy being filled under Rule 14.5.3, the replacement shall hold office for the balance of the term of the person whose vacant office is being filled.
- 14.4.2 At each election two (2) directors shall retire from office in rotation according to when they were first elected or re-elected.
- 14.4.3 A director retiring by rotation shall, if standing for re-election, be deemed to have been re-elected unless some other person is elected to fill the vacated office.
- 14.5 Meetings of the Executive Committee
- 14.5.1 The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit, provided they must meet not less than twice yearly. The President or any three (3) other Members of the Executive Committee may call an Executive Committee meeting at any time with twenty-one (21) days clear notice. In cases of urgency a meeting may be called by telephone or email giving as much notice as possible under the circumstances of the time and place of the meeting and the nature of the business to be transacted thereat. Meetings may be conducted by telephone or video link or other electronic device, and for the purposes of a quorum all Members taking part shall be deemed to be present.
- 14.5.2 All meetings of the Executive Committee shall be chaired by the President, or if absent by the Vice-President, or in the absence of both, one of the Members present shall be elected Chairperson for that meeting. Questions arising at any meeting shall be decided by a

majority of votes of those present and in case of equality of votes, the Chairperson of the meeting shall have a second or casting vote.

- 14.5.3 The Vice President shall take over from the President in the event of a vacancy arising in the case of the President being unable to complete his or her term of office for any reason whatsoever, and in the event of any other vacancy arising on the Executive Committee, the Executive Committee may at its sole discretion:
- a hold a ballot under Rules 14.3-14.4 to fill the vacancy, or
 - b Co-opt any other Voting Member to fill any such vacancy until the next Annual General Meeting.
- 14.5.4 A resolution in writing, signed or a copy of which is signed by all Members of the Executive Committee, shall be as valid and effectual as a decision passed and minuted at a meeting of the Executive Committee duly held and constituted.
- 14.5.5 At all meetings of the Executive Committee a quorum shall be not less than half the Executive Committee.
- 14.5.6 Each Director shall within one (1) calendar month of retiring or ceasing to hold office deliver to that Director's successor all books, papers, programmes and records and other property of Olives New Zealand possessed by such former Director.

15. EXECUTIVE OFFICER

- 15.1 The Executive Officer shall be appointed by the Executive Committee upon such terms for such period and such remuneration as the Executive Committee shall determine, subject to any laws relating to employment relationships or contracts for service. The Executive Officer shall attend all meetings of Olives New Zealand and the Executive Committee and see that the Minutes of all the proceedings are properly entered in the books provided for the purpose and shall issue all notices calling meetings of Olives New Zealand or the Executive Committee. At meetings, the Executive Officer shall if required by the Chairperson read the Minutes of the previous meeting, and read such letters and papers as the Executive Committee shall direct. The Executive Officer shall have the responsibility, under the direction of the Executive Committee, of managing the correspondence and of printing and publishing the transactions and proceedings of Olives New Zealand.
- 15.2 It shall be the duty of the Executive Officer to keep a Register of Members and particulars of all fees and subscriptions paid by Members.
- 15.3 The Executive Officer shall cause all books and records to be kept and all such returns to be made and all such notices to be given as are necessary to be kept, made and given by Olives New Zealand in order to comply with the Incorporated Societies Act 1908 and its amendments.

16. FINANCIAL PROVISIONS, CONTROL AND INVESTMENT OF OLIVES NEW ZEALAND FUNDS

- 16.1 Subject to these Rules and to any direction given or limitation imposed by Olives New Zealand in general meeting, the responsibility for the financial provisions, control and investment of Olives New Zealand funds shall be vested in the Executive Committee. The Executive Committee may delegate the control of and the investment of Olives New

Zealand's funds to the Treasurer, but the responsibility remains with the Executive Committee.

- 16.2 It shall be the duty of the Treasurer to keep such books as are usually kept by an Incorporated Society in relation to its accounts and funds, to prepare the annual Balance Sheet and Financial Statements, to prepare regular financial reports and budgets as required by the Executive Committee, and to furnish to the auditor all such explanations, information and assistance as may be required by the Auditor or Reviewer appointed under Rule 12.3c in order to faithfully audit or review Olives New Zealand's accounts.
- 16.3 It shall be the duty of the Auditor or Reviewer appointed under Rule 12.3c to examine the books of account, vouchers and other financial records of Olives New Zealand and to certify to or report on the correctness of the annual Balance Sheet and Financial Statements, and to report to the Members whether all audit or review requirements have been satisfied.
- 16.4 The financial year of Olives New Zealand shall be a period of twelve (12) consecutive calendar months ending on 31 December in each calendar year.
- 16.5 The Executive Committee may determine from time to time the amount of the annual levy, providing that Olives New Zealand has a legal right to impose such a levy.
- 16.6 All monies received by Olives New Zealand shall be paid to its credit at such bank as the Executive Committee may from time to time appoint.
- 16.7 All cheques or other negotiable instruments drawn by Olives New Zealand shall be signed by the Treasurer and the President or such other Member or Members of the Executive Committee as the Executive Committee may from time to time determine. All cheques or negotiable instruments drawn in favour of Olives New Zealand may be endorsed by any Member of the Executive Committee, and the same shall be paid into Olives New Zealand's bank account.
- 16.8 Any surplus funds of Olives New Zealand shall be invested by depositing the same in an interest bearing account with any trading bank or in such securities as by the laws of New Zealand for the time being in force are authorised securities for the investment of trust monies.

17. BORROWING POWERS

- 17.1 Subject to a resolution of the Executive Committee in that behalf, Olives New Zealand may from time to time borrow or raise money for any of its purposes and secure payment of the same, with or without interest, for the satisfaction and performance of any obligation or liability lawfully incurred by Olives New Zealand, in such manner as the Executive Committee may think fit.
- 17.2 In particular a mortgage charge or lien upon the whole or any part of the property, assets and undertaking of Olives New Zealand present or future may be given to secure any loan or banking accommodation.
- 17.3 No person advancing money to Olives New Zealand with or without security shall be concerned as to the application of the money so advanced.

18. BY-LAWS

The Executive Committee may from time to time by ordinary resolution make, amend, or rescind by-laws not inconsistent with these Rules governing procedure at meetings and the publication of reports and regulations for the internal management of Olives New Zealand.

19. LIQUIDATION

19.1 Olives New Zealand may go into liquidation if, at a general meeting, Members pass by a majority of not less than three-fourths of the Voting Members present a resolution to do so, provided that this resolution is confirmed at a subsequent general meeting called for the purpose and as required by Section 24 of the Incorporated Societies Act 1908.

19.1.2 In the event of Olives New Zealand going into liquidation under Section 24 of the Incorporated Societies Act 1908, the surplus assets after payment of all liabilities and the expenses of the liquidation shall not be paid or distributed among the members of the organisation. The surplus assets shall be distributed as approved at a general meeting, of which notice has been given specifying the nature of the business to be transacted, by a majority of not less than three-fourths of the Voting Members present at the meeting may resolve, subject to any trust affecting the same, in such one or more of the following ways:

- a equally for the benefit of all Voting Members except that each Member shall receive an amount proportionate to the subscription rates at the time prevailing;
- a for the benefit of some other society or institution having objects similar to those of Olives New Zealand within New Zealand; or
- b for some charitable organisation or purposes within New Zealand determined by the Voting Members at the said meeting.

Failing such determination by the said meeting the said surplus funds and assets shall be disposed of for the benefit of such institution or institutions as directed by the High Court of New Zealand.

20. BRANCHES OF OLIVES NEW ZEALAND

20.1 The activities of Olives New Zealand shall be conducted nationally and in such Branches as may be determined by the Executive Committee.

20.2 Members shall be assigned to the appropriate Branch based on their geographical location by the Executive Committee.

20.3 The Executive Committee shall, from time to time, determine the disbursement of funds to assist Branches to carry out their functions.

20.4 Each Branch shall hold an Annual General Meeting not later than sixty (60) days after the end of the previous financial year, at which time the Branch Statement of Financial Performance and the Statement of Financial position for the previous financial year shall be presented for approval. The Branch financial year end date shall be identical to that of Olives New Zealand.

20.5 The Annual General Meeting of the Branch shall appoint Branch Officers (Chairperson, Secretary, Treasurer), and a Branch Committee to hold office until the conclusion of the next Annual General Meeting of the Branch.

- 20.6 A Special General Meeting of any Branch, which shall be a formal meeting other than the General Meeting, may be called for any stated purpose and shall be held, with at least twenty one (21) day's notice of the meeting and the purpose of such a meeting given to all members assigned to that Branch to their last recorded email or postal address, if:
- 20.6.1 The relevant Branch Committee calls such a meeting or
 - 20.6.2 The lower of either 20% of the branch members or 10 branch members so request in writing to the Olives New Zealand Executive Officer, in which case it must be held within 28 days of such a request being received, or
 - 20.6.3 Olives New Zealand Executive Committee calls such a meeting.
- 20.7 No business may be dealt with at a Special General Meeting of a Branch other than that outlined in the notice specifying the purpose of the meeting, and want of notice on the part of any member shall not invalidate the proceedings at any Branch General Meeting.
- 20.8 Any Branch may rescind the appointment of any or all Branch Officers, or Branch Committee Members by:
- 20.8.1 Calling a Special General Meeting of the Branch pursuant to 20.6 for the purpose of a motion of no confidence; and
 - 20.8.2 Passing the motion of no confidence by a two thirds majority of the votes cast at that Special General Meeting.
- 20.9 Where a Branch has rescinded their appointment of a Branch Officer or Branch Committee Member, a new election shall be called without delay and the Olives New Zealand Executive Committee may make whatever interim arrangements are necessary to ensure the continued operations of the Branch.
- 20.10 Any Branch may hold a postal or electronic election of its Offices and the result of such election shall be declared at the next Annual General Meeting.
- 20.11 At all Branch Meetings each member of that Branch shall be entitled to one vote for every \$1.00 of annual subscription paid. For this clause Honorary Members will be regarded as fully paid up Ordinary Members.
- 20.12 All monies received by a Branch shall be paid into a nominated account with a recognised Trading Bank.
- 20.13 Management of funds for all Branches will be in accordance with the policy determined by the Executive Committee and published in the Olives New Zealand's Bylaws from time to time, and all Branch funds shall belong to Olives New Zealand.
- 20.14 Subject to direction by the Executive Committee, each Branch Committee is responsible for the administration of all income received by the Branch and all property held by it.
- 20.15 Every Branch shall have the power to adopt such rules as it thinks fit for the conduct of its affairs, provided that such rules do not conflict in any way with the clauses of this Constitution and Olives New Zealand Bylaws and are approved by the Executive Committee before they become operative.

- 20.16 The Chairperson of each Branch shall be responsible to ensure that any rules adopted under Rule 20.15 of the Constitution and any subsequent amendments are forwarded to the Executive Officer for the approval of the Executive Committee.
- 20.17 Within seven (7) days of the Annual General Meeting of the Branch, the Branch Chairperson shall ensure a copy of the financial statements for the preceding year is sent to the Executive Officer of Olives New Zealand.
- 20.18 Within seven (7) days of any meeting of a branch, minutes from that meeting shall be forwarded to the Executive Officer.
- 20.19 Any Branch Officer or Branch Committee Member shall be deemed to have resigned from that position with immediate effect following a vote, passed a with two thirds pursuant to clause 20.8.2
- 20.20 All members of Olives New Zealand shall be members of a Branch.
21. PRIVATE PECUNIARY PROFIT
- 21.1 No private pecuniary profit shall be made by any member of Olives New Zealand.
- 21.2 Any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of Olives New Zealand.
- 21.3 Olives New Zealand may pay reasonable and proper remuneration to any member of the organisation in return for services actually rendered.
- 21.4 Any member or any person associated with a member, who is to receive remuneration in accordance with this clause, shall not by virtue of that member's capacity, in any way determine or materially influence the amount of the remuneration to be paid.