



\*10055061218\*

# Incorporated Society Alteration of Rules - Certificate

Name of Society

OLIVES NEW ZEALAND INC.

Society Number

803630

I certify that the alteration has been approved in accordance with the society's rules.

Please tick if the rule alteration includes a name change for the society

Name

Alastair Bridge

Position

Executive Officer

Signature

*[Handwritten Signature]*

Date

7.1.08

Note: This certificate must be completed by an officer of or solicitor for the society.

Checklist before filing:

- Has this certificate been completed by an officer of or solicitor for the society?
- Has the copy of the alteration to rules been signed by 3 members of the society?
- Is a copy of the rule alteration(s) attached? This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- If the name of the society is being changed, have you checked the name is available by conducting a Register Search at www.societies.govt.nz and www.companies.govt.nz?

Note: Section 6 of the Incorporated Societies Act 1908 requires a society's rules to include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- The control and use of the common seal.
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered.

Your Contact Details:

Name and Postal Address:

Alastair Bridge  
 Executive Officer  
 Olives New Zealand  
 P.O. Box 38  
 TE AROHA

Other Details

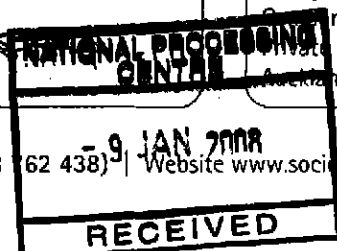
Telephone:

Email:

Post To

Incorporated Societies Register  
 Companies Office  
 Private Bag 92061  
 Auckland Mail Centre 1020

- 8 JAN 2008



7 December 2007

**TO WHOM IT MAY CONCERN**

I, Alastair Hugh Buchanan Bridge, of 125 Old Hautere Rd Te Horo, being Executive Officer and a paid member of Olives New Zealand Inc do solemnly and sincerely declare :

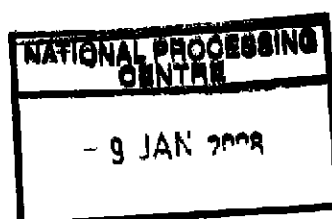
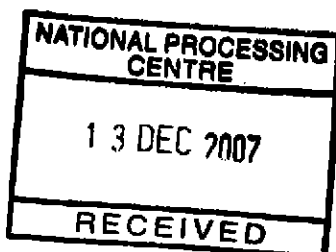
that the amendments to the Constitution of Olives New Zealand Inc dated 7 October 2006 were made in accordance with the rules of that Constitution.

Declared at Te Horo  
by Alastair Hugh Buchanan Bridge  
this 9<sup>th</sup> day of December 2007-12-07

Before me  
Justice of the Peace



Chris Turver, JP  
Te Horo  
Kapiti  
New Zealand





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

*[Handwritten Signature]*

A.H.B. BRIDGE Member Olives N.Z.

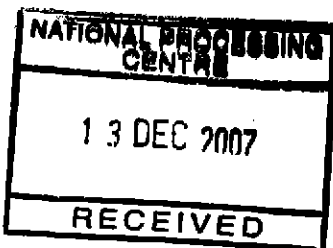
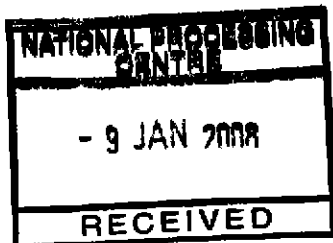
*[Handwritten Signature]*

GRAEME HARRIS MEMBER OLIVES NZ

*[Handwritten Signature]*

DAVID PEARSON

MEMBER OLIVES NZ



Incorporating amendments adopted  
on the 7th day of October 2006

## INDEX

	Rule Number
Admission of Members	5
Alteration of Rules	7
Appeals	5.7
Applications Declined	5.5.1
Arrears of Subscriptions	5.10
Audit of Accounts	15.3
Chairperson of Meetings	11.5, 13.6.2, and 13.9.3
Common Seal	8
Definitions	3.1
Executive Committee	13
Fees - Entrance and Subscriptions	6
Funds	15
General Meetings	11
Grants to Branches	15.11
Honorary Members	5.4.1
Incorporation	2
Indemnity	10
Interpretation	3.2
Life Members	5.3.1
Liquidation	18
Management	13.1
Meetings of Executive Committee	13.6
Members -	
Categories	5
Resignation	5.10.1
Suspension	5.8.2
Termination	5.10
Nominations	13.4
Name	1
Notices	11.2, 11.2.1, 11.2.2, 11.7.2, 12, 13.4.1 and 13.4.5
Objects	4
Officers -	
Executive Committee	13
President, Vice-President and Treasurer	13.2
Executive Officer	14
Powers and Duties of Executive Committee	13
Powers and Responsibilities of Regional Council	13.9
Postal Voting	11.7
Proceedings at General Meetings	11 and 12
Regional Co-ordinator	3.1
Regional Council	13.9
Regional Representative	3.1

Quorum -	Olives New Zealand	11.4
	Executive Committee	13.6.5
	Regional Council	13.9.4
Register of Members		14.2
Registered Office		9
Reinstatement of Members		5.9
Resignation of Members		5.10.1
Resolutions -	Accounts	11.8.2
	Budget	11.8.3
	Confirmation of Liquidation	18.1
	Executive Report	11.8.1
	Rule Changes	11.8.4
	Simple majority	11.8.5 and 11.8.6
	Special	3.1
	Termination of Membership	11.8.7
Rule Interpretation		3.3
Subscriptions		6
Suspension		5.8
Termination of Membership		5.10
Voting of Members	5.1.4, 5.2.2, 5.3.3, and 5.4.2	
Vote - Casting	11.9 and 13.9.7	
Vote by Post		11.7
Winding Up - see Liquidation		18

## RULES OF OLIVES NEW ZEALAND (INCORPORATED)

### 1. NAME

The name of the Society is "Olives New Zealand (Incorporated)" and replaces the name New Zealand Olive Association (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:

"Executive Committee" means the Executive Committee of Olives New Zealand.

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

"Member" means a Member of Olives New Zealand.

"Olive grove" means an area of land on which olive trees have been established, including windbreaks.

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

"Olive Producers" means persons engaged in the industry of olive growing or olive production, processing or marketing of olive products.

"Olive Production" means the growing or production of olive plants by propagation, grafting or other means, the production of olives or the processing of olives for olive oil or any other natural olive product.

"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 in accordance with the Rules and includes where applicable, a Postal Ballot.

"Regional Co-ordinator" means the Member of the Executive Committee appointed as co-ordinator of the Regional Council.

"Regional Representative" means a person appointed by the Regional Council to be a member of the Executive Council.

"Regional Council" means the body representing the Regional Groups.

"Regional Group" means a body representing olive producers in a specific region and includes a Branch of Olives New Zealand.

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

"Special Resolution" means a resolution passed at a 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 Full Members in good financial standing, Life Members and Honorary Members.

"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 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

### 4.1 The objects for which Olives New Zealand is established are:

- 4.2 To promote and protect the interests of persons from time to time engaged or concerned with the business, trade or industry of olive production within New Zealand.
- 4.3 To collect and circulate among Members of Olives New Zealand information on matters of all kinds which may appear likely to promote, affect or otherwise concern their interests.
- 4.4 To foster and encourage a public interest in olive growing by public bodies, by individuals, or by any of them in combination, to encourage and foster the use of all or any olive products to the utmost extent, and to oppose any influence which may be considered prejudicial to the attainment of any of the aforesaid objects.
- 4.5 To collect, circulate and where appropriate publish all such information, statistical or otherwise, which may be thought beneficial, expedient or advantageous to Members of Olives New Zealand and which may assist in meeting of the objects of Olives New Zealand.
- 4.6 To promote and encourage any industry or activity which may appear likely to assist in the marketing or utilisation of all or any of the olive products and to promote and encourage education and research into olive production and the benefits of olive products.
- 4.7 To organise, establish, set up and maintain such bureau, departments, or other organisations as may be thought fit for undertaking any kind of scientific or research work in relation to olive growing or olive production or the utilisation of the products or by-products of the same.
- 4.8 To undertake and engage in, whether in New Zealand or elsewhere, any and all forms of promotion, publicity and advertising which may be thought in any way to aid or assist in promoting the interests of Olives New Zealand or in carrying out the objects of Olives New Zealand.
- 4.9 To support, join or co-operate with, as appropriate, any organisation, group of individuals or local authority undertaking works, projects, schemes or enterprises which may assist Olives New Zealand in achieving its objects, and to delegate responsibility for such, to any Member or Committee of Olives New Zealand as it deems fit.
- 4.10 To obtain, or to endeavour to obtain, relief from the operation of any statute, regulation, by-law or other ordinance which may appear to be detrimental to or to impose an unfair or undue burden on the industry of olive production or upon any Member in relation to his/her trade or business as an olive producer and in particular, (but without limitation to the generality of this clause), in relation to the matters of land tax, income tax, or any other forms of taxation, rates and levies



of all kinds, customs and excise duties, tariffs and other charges and/or levies on the products of olive production.

- 4.11 To obtain, or to endeavour to obtain, the enactment of any new statute, regulation or ordinance, or the repeal or amendment of any existing statute, regulation or ordinance, the enactment, repeal or amendment of which may appear to Olives New Zealand to be beneficial to the olive production industry and to Members of Olives New Zealand. To co-operate with any body, association or person in making representations to the proper authorities and to take part in any judicial or quasi-judicial proceedings.
- 4.12 To promote between Members by means of mutual collaboration or otherwise the exchange of ideas, methods, practices and information relating to the propagation, planting, growing, maintenance, harvesting and internal and external protection of olive groves, olive trees and/or olive windbreaks.
- 4.13 To promote mutual co-operation, goodwill and fair dealing among Members for their joint benefit, to act as a consultative and advisory body in the interest of Members, and if requested so to do, to attempt to settle disputes or differences between one Member and another, or between any third person and a Member in relation to the Member's business or trade.
- 4.14 To guard, promote and protect the rights and interests of Members and for this purpose to retain, employ and remunerate such solicitors, counsel, arbitrators or other persons as may from time to time be thought fit by the Executive Committee.
- 4.15 To purchase, hire, lease or otherwise lawfully acquire any real or personal property or any estate or interest therein that may be necessary, or be thought advantageous for any of the purposes of Olives New Zealand, and to sell, lease, hire or bail such property or any part thereof from time to time upon such terms and subject to such conditions as may be deemed fit by the Executive Committee.
- 4.16 Subject to the provisions of the Rules, to borrow or raise money for any of the purposes of Olives New Zealand and whether by overdraft with its bankers or otherwise howsoever, and whether with or without security and for such purpose to give, make, execute promissory notes, mortgages or charges upon all or any part of the assets or property of Olives New Zealand as is deemed fit by the Executive Committee of Olives New Zealand.
- 4.17 To do all such things that may be lawfully done and may or be deemed to be conducive to the attainment of the foregoing objects or any of them: PROVIDED ALWAYS that none of the aforesaid objects shall be carried out or put into effect for the purpose of personal pecuniary gain by Members.

4.18 The mission statement of Olives New Zealand shall be: "To create the environment for the New Zealand olive industry to be the best producer of premium quality extra virgin olive oil and olive products and to successfully market them to the world".

## 5. MEMBERSHIP

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

- i. Members
- ii. Life Members
- iii. Honorary Members

### 5.1.2 Members

Members shall comprise persons or entities who are olive producers, who from time to time are accepted as Members of Olives New Zealand in accordance with the rules and shall comprise those persons or entities who are significantly involved in the olive industry and who:

- a. have a commercial olive nursery; or
- b. are commercially involved in processing olives such as having a mill or other process; or
- c. are otherwise commercially involved in the olive industry at a significant level, such as consultants, researchers and other categories.

5.1.3 The Executive Committee shall decide what is "significant" in each case.

5.1.4 A Member, being an individual of good financial standing, or an entity of good financial standing, shall be entitled to one (1) vote at any meeting of Olives New Zealand or in a postal vote.

5.1.5 The Executive Committee shall be empowered to decide whether or not any applicant for membership engaged in research, retailing of olive products, suppliers to the olive industry, and other related bodies or organisations, should be a Member. The Executive Committee's decision shall be final and advised in writing to the applicant.

### 5.2 Life Members

5.2.1 Any Full Member may apply to become a Life Member subject to the payment of an amount equal to ten (10) years subscription for a Full Member at the rate applying when the Member submits an application for Life Membership to the Executive Committee.

5.2.2 The Executive Committee shall consider all such applications and its decision to grant any such application or otherwise shall be final.

5.2.3 A Life Member shall have all the rights, including voting rights of a Full Member.

### 5.3 Honorary Members

5.3.1 In exceptional circumstances the Executive Committee may recommend to an Annual General Meeting that a person be made an Honorary 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.

5.3.2 An Honorary Member may attend and speak at meetings of Olives New Zealand and shall be entitled to vote at any meeting or to exercise a postal vote.

#### 5.4 Declining Application for Membership

5.4.1 The Executive Committee may at its absolute discretion decline an application for membership without giving grounds for so doing.

#### 5.5 Acceptance of Application

5.5.1 Upon notification, in writing, by the Executive Officer (on behalf of the Executive Committee) of acceptance of an application for membership, the applicant shall, subject only to payment of any entrance fee and subscription charge payable, thereupon become a Member of Olives New Zealand.

#### 5.6 Appeal Against any Decision

5.6.1 Any applicant who disagrees with any decision concerning an application for membership, may appeal in writing to a General Meeting of Olives New Zealand for further consideration. The decision of the General Meeting considering such an appeal shall be final.

#### 5.7 Suspension

5.7.1 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;
- b. if the Member is in arrears with the payment of the Member's subscription or any other monies due to Olives New Zealand for a period exceeding three (3) months.

5.7.2 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.

- 5.7.3 Any Member who is suspended shall not, during the period of suspension, be entitled to any benefits of membership of Olives New Zealand, nor to 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.

## 5.8 Reinstatement

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

## 5.9 Termination

- 5.9.1 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 resolution concerning the Member and of being heard either in person, or by a representative, or by submission in writing.

## 6. ENTRANCE FEE AND SUBSCRIPTIONS

### 6.1 Entrance Fee

- 6.1.1 Every Member shall pay such entrance fee, as shall be fixed by Olives New Zealand from time to time in General Meeting. Such fee shall be due and payable on joining and must accompany the application to join Olives New Zealand.

- 6.1.2 No application to join Olives New Zealand will be considered by the Executive Committee unless it is accompanied by the appropriate entrance fee.
- 6.1.3 Until altered by Olives New Zealand in General Meeting entrance fees shall be payable as follows:
  - a. for Membership - \$40.00 + GST;

## 6.2 Subscriptions

- 6.2.1 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 in general meeting, or by the Executive Committee, which shall have the power to vary the subscription at any time, provided that no increase in the subscription fixed by the Executive Committee, shall cause the subscription to be greater by more than ten per cent (10%) of the subscription payable in the previous financial year. Such subscription 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.
- 6.2.2 All fees payable are subject to the addition of Goods and Services Tax at the rate ruling at the time of payment.
- 6.2.3 In any case where Membership is attained during the third 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.
- 6.2.4 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 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 payments shall be recoverable by legal proceedings.

## 7. ALTERATION TO THE RULES

- 7.1 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. COMMON SEAL

- 8.1 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 Secretary 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.

9. REGISTERED OFFICE

- 9.1 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.

10. INDEMNITY

- 10.1 The Members of the Executive Committee, Auditor, Secretary, 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.
- 10.2 No Member of the Executive Committee, Auditor, Secretary, 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.

11. MEETINGS, PROCEEDINGS AND VOTING THEREAT

11.1 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.

- 11.2 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.

11.2.1 Remits

The Executive Director shall give Notice to all Regional Groups 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.

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

11.3 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. appointing an auditor or auditors, to hold office until the conclusion of the Annual General Meeting for the ensuing year, and such auditor or auditors shall be eligible for re-appointment at any subsequent Annual General Meeting;
- d. transacting such business as is usually transacted at an Annual General Meeting;
- e. approving the budget for the next financial year;
- f. 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;
- g. considering remits submitted by Regional Groups notice of which shall be given to Members not less than fourteen (14) clear days before the date of the Annual General Meeting.
- h. any other business of which notice has been given.

11.4 No business shall be transacted at a General Meeting unless a quorum be 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, 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.

11.5 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.

11.6 Voting shall be on voices, show of hands or, if demanded by at least four (4) Voting Members, by secret ballot. If at the discretion of the Executive Committee a Postal Vote has been conducted in accordance with the Rules in respect of any resolution before a General Meeting such votes must be taken into account by the Chairperson of the meeting as provided in the Rules.

#### 11.7 Postal Voting

11.7.1 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.

11.7.2 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. In the case of a postal ballot the nomination form must be signed by the candidate and two other Voting Members as proposer and seconder.

11.7.3 The Executive Officer shall be the person authorised to receive and count Postal Votes in relation to the matter proposed.

11.7.4 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.

11.7.5 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.

11.7.6 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.

11.7.7 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.

11.7.8 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.

11.8 The required voting majorities are as follows:

11.8.1 Approval of Executive Report - two-thirds.

11.8.2 Approval of the past year's accounts - two-thirds.

11.8.3 Budget and fee changes - two thirds.

11.8.4 Alteration of Rules - two-thirds.

11.8.5 Election of Officers or Chairperson - simple majority.

11.8.6 General transaction of business - simple majority.

11.8.7 Termination of Membership - two-thirds.

11.8.8 Liquidation of Olives New Zealand - three fourths.

11.9 In the event of an equality of votes, the Chairperson of any meeting, other than a meeting of the Regional Council, shall have a second or casting vote.

11.10 **Proxy votes shall be allowed at any meeting but this shall apply only to directed proxies.**

## 12. 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.

13. EXECUTIVE COMMITTEE

13.1 Subject to such directions as may from time to time be given by Olives New Zealand in General Meeting the management and control of the affairs of Olives New Zealand shall be vested in the Executive Committee.

13.2 The Executive Committee shall consist of the following elected Members:

The President,

The Vice- President,

The Treasurer, and

Three elected Members

together with three Regional Representatives appointed annually by the Regional Council, and the Executive Officer appointed by the Executive Committee from time to time.

13.3 The Executive Committee may from time to time appoint a Secretary, and for this purpose the Treasurer, Executive Officer, or other person will be eligible for such appointment.

13.4 Nominations

13.4.1 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 Director 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.

13.4.2 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 for election as President, Vice President or Treasurer must indicate whether they are also candidates for the Executive Committee in the event of their failing to receive sufficient votes as President, Vice President or Treasurer.

13.4.3 The election of officers shall be conducted by postal ballot in accordance with the rules as to postal voting.

13.4.4 The Executive Officer shall send out postal voting papers to all Members with details 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.

- 13.4.5 The Executive Officer shall give notice to the Regional Council not less than twenty-eight (28) clear days before the Annual General Meeting calling for three nominations for appointment to the Executive Committee.
- 13.4.6 Nominations for appointment of Regional Representatives to the Executive Committee must be in writing and shall take effect from the date of the Annual General Meeting.
- 13.4.7 Any vacancy arising in the number of Members appointed by the Regional Council may be filled from time to time by the Regional Council.
- 13.4.8 Only a voting member who is the Chairperson or President of a Regional Group which is not otherwise represented on the Executive Committee shall be eligible for appointment as a Member of the Executive Committee under this Rule.
- 13.4.9 Regional Representatives shall be entitled to attend all meetings of the Executive Committee, and shall be entitled to speak and to vote at Executive Committee Meetings.

### 13.5 TERMS OF OFFICE

- 13.5.1 The President shall serve for a term of two (2) years from the date of his or her election and shall be eligible for re-election for a further term of two (2) years PROVIDED THAT the President shall not serve as President for more than four (4) consecutive years.
- 13.5.2 All elected Executive Committee Members shall serve for a term of two (2) years and shall be eligible for re-election for a further term of two (2) years PROVIDED THAT no Executive Member shall serve for more than six (6) consecutive years, irrespective of the position or positions held on the Executive Committee. Any elected Member who has stood down for at least two (2) years after six (6) years continuous service on the Executive Committee shall be eligible for re-election to the Executive Committee.
- 13.5.3 Members of the Executive Committee appointed as Regional Representative by the Regional Council shall retire annually but shall be eligible for re-appointment for not more than a total of six (6) years.

### 13.6 Meetings of the Executive Committee

- 13.6.1 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.

- 13.6.2 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.
- 13.6.3 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 vacancy arising on the Executive Committee, the Executive Committee may at its sole discretion, instead of holding a ballot, co-opt any other Voting Member to fill any such vacancy until the next Annual General Meeting.
- 13.6.4 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.
- 13.6.5 At all meetings of the Executive Committee a quorum shall be not less than half the Executive Committee.
- 13.6.6 Each Officer shall within one (1) calendar month of retiring or ceasing to hold office deliver to that Officer's successor all books, papers, programmes and records and other property of Olives New Zealand possessed by such former Officer.

### 13.7 Co-Opted Members

- 13.7.1 The Executive Committee may co-opt to its Membership the Chairperson of any sub-Committee and/or any Member of Olives New Zealand who the Committee considers by reasons of particular knowledge or skills can contribute to the affairs of Olives New Zealand. Co-opted Members shall attend meetings of the Executive Committee as required.
- 13.7.2 The Executive Committee shall determine the terms and conditions of appointment on the appointment of a co-opted Member who shall hold office as a Member of the Executive Committee, provided that the term of appointment of any co-opted Member shall expire at the next succeeding Annual General

Meeting following appointment, provided always such co-opted Member may be subsequently co-opted again by the Executive Committee for a further term or terms. **The Executive Committee, at its discretion, shall be able to allocate voting rights to a co-opted member.**

### 13.8 Sub-Committees

13.8.1 The Executive Committee may appoint sub-committees consisting of two (2) or more persons and may delegate to any such sub-committee any of its functions. Any such delegation does not prevent the Executive Committee from exercising the function itself. Any person appointed to a sub-committee must be a Voting Member, provided that the sub-committee may co-opt any person with special knowledge or skills, whether a Member or not, for a specific project. The Executive Committee may disband any sub-committee or discharge any member of a sub-committee.

### 13.9 Regional Council

13.9.1 The Regional Council shall comprise the Chairpersons of the Regional Groups for the time being.

13.9.2 The Regional Council shall have the following powers and responsibilities:

- a. to appoint three (3) Regional Representatives as Members of the Executive to represent Regions who are not otherwise represented on the Executive Committee;
- b. to consider and advise on such matters as shall be referred to it by the Executive Committee or by a Regional Group;
- c. to bring to the attention of the Executive Committee any matters which it considers appropriate.

13.9.3 The Regional Council shall hold at least two (2) Meetings each financial year. Meetings of the Regional Council shall be convened by the Executive Officer at the request of the Regional Co-ordinator.. All meetings of the Regional Council shall be chaired by a Chairperson elected from the Members of the Regional Council present at the meeting.

13.9.4 A quorum for meetings of the Regional Council shall be not less than one half of the members of the Regional Council, and any meeting of the Regional Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in it by these Rules or the Executive Committee.

13.9.5 The meetings and proceedings of the Regional Council shall be governed by the provisions herein contained for regulating meetings and proceedings of the Executive Committee as far as the same are applicable.

13.9.6 No resolution of the Regional Council shall bind Olives New Zealand unless confirmed by the Executive Committee.

13.9.7 Members of the Executive Committee shall be entitled to attend meetings of the Regional Council, and shall have the right to speak at such meetings, but shall not have a vote on any matters before the Meeting unless they are otherwise Members of the Regional Council. A chairperson elected from Members of the Regional Council shall have a vote but shall not have a second or casting vote.

13.9.8 The Executive Director shall be responsible for the recording of minutes of all meetings of the Regional Council which shall be confirmed at the next meeting of the Regional Council.

#### 14. EXECUTIVE OFFICER

14.1 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. The Executive Officer may be appointed from the Members as an honorary or paid officer under the control of and hold office at the will of the Executive Committee. The Executive Officer shall, if possible, 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.

14.2 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.

14.3 The Executive Director 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.

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

15.1 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.

- 15.2 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 in order to faithfully audit Olives New Zealand's accounts.
- 15.3 It shall be the duty of the Auditor to examine the books of account vouchers and other financial records of Olives New Zealand and to certify to the correctness of the annual Balance Sheet and Financial Statements, and to report to the Members whether all audit requirements have been satisfied.
- 15.4 The financial year of Olives New Zealand shall be a period of twelve (12) consecutive calendar months ending on 31 July in each calendar year.
- 15.5 The Executive Committee may determine from time to time the amount of the annual levy, payable such instalments of equal or unequal amount as it may determine, and the levy so determined or such greater or lesser amount as shall be decided by the Executive Committee from time to time shall be payable by all Members except Honorary or Regional Members provided that no increase in the levy determined by the Executive Committee shall cause the levy to be greater by more than ten percent (10%) of the levy payable in the previous financial year.
- 15.6 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.
- 15.7 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.
- 15.8 The Executive Committee may authorise an imprest account for the day to day running of Olives New Zealand's affairs. This account will be administered by the Executive Officer, and subject to the Executive Officer's sole signature. Any cheque or negotiable instrument drawn against this account shall not exceed the sum of \$500.00 (Five Hundred Dollars). No overdraft and/or borrowing of any kind may be made against this account.
- 15.9 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.

- 15.10 The Executive Committee may consider and approve any application to borrow funds from Olives New Zealand by any Full, Life or Honorary Member. The said borrowing must be shown to be for the purpose of furthering the objects of Olives New Zealand and its Members and shall attract an interest rate of not less than that achieved under the preceding Clause 15.9. No such borrowing shall be for a period exceeding twelve (12) months.
- 15.11 The Executive Committee may at its discretion make grants to Branches of Olives New Zealand.

## 16. BORROWING POWERS

- 16.1 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.
- 16.2 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.
- 16.3 No person advancing money to Olives New Zealand with or without security shall be concerned as to the application of the money so advanced.

## 17.1 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.

## 18. LIQUIDATION

- 18.1 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.

18.1.2 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 be distributed as 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 Full and Associate member shall receive an amount proportionate to the subscription rates at the time prevailing
- b. for the benefit of some other society or institution having objects similar to those of Olives New Zealand;
- b. for some charitable purposes 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.