



**THE RULES OF
SUMMERFRUIT NEW ZEALAND
INCORPORATED**

Incorporated July 1994

(Society number 618563)

These rules were amended on 5 August 2022

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1. DEFINITIONS

In these rules unless the context otherwise requires:-

"**Act**" means the Incorporated Societies Act 1908;

"**Associate Member**" has the meaning set out in the Conditions of Membership set out in Schedule One;

"**Balance Date**" means the balance date specified in rule 6.1;

"**Board**" means the committee elected in terms of rule 8.1;

"**Director**" means the individual members of the Board.

"**Export Marketing Strategy**" means the latest Summerfruit Export Marketing Strategy approved by the Horticulture Export Authority under section 28 of the HEA Act (1987).

"**Exporter Member**" means a person who is a licensed exporter of summerfruit under HEA and a member of the Summerfruit Exporters Committee.

"**HEA**" means the Horticulture Export Authority (established by the New Zealand Horticulture Export Authority Act 1987).

"**Life Member**" means a person designated as such under Rule 4.2;

"**Meeting**" means any meeting of the Society;

"**Member**" means a Member of the Society and includes both corporate and unincorporated bodies and Life Members;

"**Month**" means calendar month;

"**Person**" includes a company or partnership;

"**Producer Member**" has the meaning set out in the Conditions of Membership set out in Schedule One;

"**Product Group**" means the group representing summerfruit growers and exporters as recognised by an Order in Council under the HEA Act.

"**Qualification for Membership**" means the qualification set out in Schedule One;

"**Registrar**" means the Registrar of Incorporated Societies;

"**Society**" means Summerfruit New Zealand Incorporated (also trading as Summerfruit New Zealand) under these rules;

"**Summerfruit**" means cherries, apricots, nectarines, peaches, plums and derivations thereof.

2. NAME AND REGISTERED OFFICE

- 2.1 The name of the Society shall be Summerfruit New Zealand Incorporated trading as Summerfruit New Zealand.
- 2.2 The registered office of the Society shall be situated at 4th floor, Kiwi Wealth House, 20 Ballance St, Wellington or at such other place as from time to time shall be decided by the Board. Notice of any change of situation of the registered office shall be sent to the Registrar.

3. OBJECTS

- 3.1 The objects for which the Society is established are:-
- (1) To represent the interests of the New Zealand summerfruit industry across all aspects of the industry. This includes the interests of Producer Members, Exporters and Associate Members.
 - (2) To act as a recognised product group under the New Zealand Horticultural Export Authority Act 1987, and to formulate and implement an export marketing strategy under that Act.
 - (3) To comply with the Commodity Levies Act 1990 and any relevant Summerfruit Commodity Levy Order under that Act.
 - (4) To co-ordinate, develop, promote and improve the Summerfruit industry both domestic and export.
 - (5) To undertake research and development in the interests of the Summerfruit industry in New Zealand both domestic and export and to facilitate transfer of technology.
 - (6) To liaise and co-operate with all relevant organisations.
 - (7) To initiate, organise and publicise seminars, workshops, conferences and meetings for the education and development of participants in the Summerfruit industry.
 - (8) To provide financial support in pursuance of the objects set out above.
 - (9) To do all things and make such arrangements whatsoever which are incidental or conducive to the objects of the Society and which in the opinion of the committee can advantageously be carried out, performed, done or executed for the benefit of the society or the furtherance of its objects.

4. MEMBERSHIP AND CLASSES OF MEMBERS

- 4.1 There shall be Five classes of Members as set out in Schedule One.
- 4.2 The industry may appoint up to two Life Members in any one year.
- 4.3 Qualifications for Membership shall be as set out in Schedule One hereto or as subsequently determined by the Society from time to time in any general or special Meeting and any variation of such conditions shall be filed with the District Registrar of Incorporated Societies as an amendment to these rules.

- 4.4
- (a) Subject to Rule 4.1, any person who wishes to join the Society must complete the official Society membership application form for the class or membership for which that person qualifies.
 - (b) Once an applicant has applied correctly for a class of membership then the application shall be considered at the next Board meeting. The Board may either decline or accept the application at that meeting and inform the applicant of the outcome of the application, or adjourn the consideration of the application until its next meeting and call for more information regarding the applicant. If the application is unsuccessful the applicant may seek a rehearing in person at the Board meeting following notification that the application has been unsuccessful. If the rehearing is still unsuccessful no further application from that applicant will be considered by the Board during that financial year.
 - (c) Once accepted by the Board, the applicant shall be informed and shall pay any joining fee where applicable and the subscription then current to that class membership. On payment of such amounts will the applicant become a Member of the relevant class of membership of the Society.
- 4.5 Any Member may by notice resign from membership or apply for membership in a different class by written notice to the Board and every such notice shall unless otherwise expressed take effect from the end of the then current financial year, subject (in the case of an application to change class of membership) to acceptance by the Board. The provisions of Clause 4.4(b) and (c) above shall apply to an application to change class of membership with all necessary modifications. Any Member leaving a class of membership shall not be entitled to any refund of subscriptions paid in advance. In the case of termination of membership of the Society, a Member shall forfeit any claim or interest in the property of the Society.
- 4.6 If any Member is convicted of an indictable offence or is adjudged a bankrupt or makes a composition with creditors or if any effective resolution or order of court is passed or made for the winding up or dissolution of any company or other body corporate which is a Member, then that Member shall without release from any prior liability to the Society forthwith cease to be a Member, but the Society may in its discretion reinstate the Member.
- 4.7
- (a) The Board may at any time by letter invite any Member within a specified time to retire for breach of these rules, or any regulations or by-laws made by the Society, or if the Member no longer meets any Qualification for Membership, and, in default of retirement, submit the question of expulsion to a Special General Meeting to be held within three calendar months from the date of the letter.
 - (b) At the meeting, the Member whose expulsion is under consideration shall be allowed to offer an explanation verbally or in writing.
 - (c) If two-thirds of the Members present in person or by proxy at the meeting vote for expulsion, the Member shall forthwith without release from any prior liability to the Society cease to be a Member.
 - (d) The Board may at any time by letter invite any Member with a specified time to vary its class of membership ("Initial Request") where the Member meets the Qualification for Membership of a class of membership in which the Member is not registered at the relevant time. On receipt of such notification from the

Board the Member shall forthwith apply to change its class of membership in accordance with the requirements of the Initial Request, or advise the Board in writing of the reasons the Member's class of membership should not be changed.

- (e) The Board shall consider any comments made by the Member and either withdrawn or confirm its Initial Request. If the Member, having received further notification from the Board that the initial request is confirmed, "Confirmation Notice" fails to make an application for a change of membership class and pay any increased subscription required as a result then the Board may submit the question of expulsion of that Member to a Special General Meeting to be held within three months from the later of Initial Request or Confirmation Request and in such case the provisions of Sub clauses 4.7(b) and (c) above shall apply.

5. SUBSCRIPTIONS/FEEES

5.1 Each year the Board may recommend:

- (a) A fee to be paid by new Members as a joining fee;
- (b) An annual subscription charge payable by Associate and Exporter Members of the Society in respect of each of the Society's financial years;
- (c) To adjust the annual fee as appropriate.

5.2 The recommendations of the Board for the fee and subscriptions noted above shall be considered by Members at each Annual General meeting and approved or varied by the Annual General Meeting, as Members think fit. The decision of the Annual General meeting as to the amounts of joining fees and subscriptions for the then current financial year shall be final and binding on all Members provided that no joining fee or subscription shall be less than the amount recommended by the Board.

5.3 Any Member failing to pay the appropriate subscription within one month of its due date may be liable to have that Member's name removed from the list of Members and membership terminated.

5.4 The Board shall have the power to reduce pro rata the appropriate subscriptions for Members joining or changing class in the second half of any financial year.

5.5 For the avoidance of doubt, it is recorded that the payment of a Produce Members subscription charge shall entitle the Producer Member paying such subscription to services and products of the Society which may from time to time be limited to Members who are Producer Members who have paid the subscription set from time to time.

6. BALANCE DATE

6.1 The balance date for the Society shall be 31 May each year, commencing 31 May 2023.

7. MEETINGS

- 7.1 The Annual General meeting of the Society shall be held within six (6) months from the Balance Date in every year upon a date and at a time and place to be fixed by the Board.
- 7.2 The purpose of the Annual General meeting shall be:
- (a) To receive from the Board a report, audited balance-sheet and statement of accounts for the preceding financial year and an estimate of the receipts and expenditure for the current financial year, together with details of any mortgage, charge or security affecting any property of the Society;
 - (b) To appoint an auditor for the ensuing year;
 - (c) To decide on any resolution which may be duly submitted to the meeting.
 - (d) Further items of business for the Annual General Meeting of SNZI held under clause 7.2 (a) above shall be:
 - (i) consultation with Producer Members on how commodity levies are to be spent by SNZI; and
 - (ii) voting on commodity levy matters;
 - (iii) pursuant to the Commodity Levies Act 1990, and any Summerfruit Commodity Levy payable to the Society under the Act, provided that only Producer Members may participate in the deliberations of the Annual General Meeting, including any vote, relating to the items of business under this sub-clause.
- 7.3 The Chairperson, or in his or her absence or inability any other Member of the Board, may at any time for any special purpose call a Special General meeting and shall do so forthwith upon the requisition in writing of at least 35 Members stating the purpose for which the meeting is required.
- 7.4 Notice of every meeting and the business to be transacted at the meeting shall be sent to every Member at least seven clear days before a Special General meeting and fourteen clear days before the Annual General meeting and no business other than that of which notice has been so given shall be brought forward at such meeting.
- 7.5 Every notice required to be given to the Members or any of them shall be deemed to have been duly delivered if posted to the Member in a prepaid letter addressed to the Member at the last address supplied by the Member of the Society.
- 7.6 At all meetings the Chairperson, and in his or her absence any other duly elected Chairperson, shall take the chair.

7.7 Voting rights

- (a) Every Producer Member present at the meeting in person, as authorised representative of a corporate member, or by proxy, shall be entitled on every resolution (other than a resolution to change these rules, to elect Directors or to wind up the Society) to one vote for every hectare or part thereof of land on which Summerfruit is planted owned or operated by that Producer Member as shown by the records of the Society at the time of the relevant resolution. In voting on a change to these rules, on the election of Directors or on a resolution to wind up the Society every Producer Member shall have one vote.
- (b) Every Exporter Member shall have one vote on every resolution to change these rules, or to wind up the Society, and shall have no vote in respect of resolutions on any other subject matter.
- (c) Every Associate Member shall have one vote on every resolution to change these rules, to elect Directors or to wind up the Society, and shall have no vote in respect of resolutions on any other subject matter. Every Group Associate Member shall have one vote (per corporate) on every resolution to change these rules, to elect Directors or to wind up the Society, and shall have no vote in respect of resolutions on any other subject matter.
- (d) Persons designated as "Life Members" shall have no right to vote on any subject matter, unless the Life Member shall retain (including payment of the required subscription) any Producer or Associate membership held by that Life Member.
- (e) In the case of an equality of votes the chairperson of the meeting shall have a casting as well as a deliberative vote. A secret ballot shall be held if called for by four Members present in person or by proxy at the meeting.

7.8 The quorum for an Annual General or Special General Meeting of the Society shall be 25 Members present in person or by proxy.

7.9 An Annual General or Special General Meeting of the Society may be held by a number of Members who constitute a quorum:

- (a) being assembled together at the place, date and time appointed for the meeting;
- (b) participating in the meeting by means of audio, audio and visual, or electronic communication; or
- (c) by a combination of both the methods described in paragraphs (a) and (b).

7.10 Any instrument appointing a proxy shall be submitted to the Society by electronic means at least 48 hours prior to the meeting to which the proxy relates. The form of Proxy shall be in the form decided by the Board.

7.11 In each year each Producer Member shall provide to the Board in writing such information relating to the area of land used in the production of Summerfruit by the Member as the Board shall require for the purposes of establishing the Member's voting entitlement.

8. THE BOARD OF DIRECTORS

- 8.1 The Board shall comprise eight Directors, being five Producer/Associate Directors and three Exporter Directors. The Board shall not comprise of more than one Associate Director at any one time.
- (a) Producer and Associate Directors shall be elected by electronic ballot, conducted amongst all members across those classes.
 - (b) Exporter Directors shall be appointed by the Summerfruit Exporters Committee.
- 8.2 The Board shall have the power to second any person or persons, whether a Member or not, to serve on the Board, to a maximum of three seconded Directors. That Member shall have full Director's Rights, including voting rights, and shall be counted in any quorum required for any meeting of the Board.
- 8.3 The Board shall have the power to second any person or persons, whether a Member or not, to serve on the Board, as an observer or specialist. Such secondees shall act in an advisory capacity only, shall have no voting rights, nor be counted in any quorum required for any meeting of the Board.
- 8.4 All Directors shall serve for a period of three years. Directors may offer themselves for re-election or re-appointment.
- (a) The Board shall ensure that nominations for election of Producer and Associate Directors are called at least two months prior to the Annual General meeting in each year by notice in writing to all members eligible to vote at Annual General Meetings and all nominations shall be returned to the registered office of the Society within 21 days of the date of such notice.
 - (b) If the nominations received do not exceed the number required those nominated shall be declared elected and shall take office at the conclusion or adjournment of the Annual General Meeting;
 - (c) If the nominations exceed the number required:-
 - (i) The Board shall cause electronic ballot papers to be prepared showing in alphabetical order those persons who have been nominated for the Board;
 - (ii) The electronic ballot paper shall be in such form as the Board shall approve and every Member shall be entitled to one vote, notwithstanding the class of membership nor the area owned or operated by any such Member and planted in Summerfruit;
 - (iii) Ballot papers shall be sent by email to all members entitled to vote at Annual General Meetings of the society. All electronic ballot papers must be received by the Registered Office of the Society not later than 14 clear days prior to the Annual General Meeting;

- (iv) The two Scrutineers of the Society shall count the votes and report the result of the ballot to the Chairperson. The candidates receiving the highest numbers of votes respectively, shall be declared elected to the Board. As soon as possible after the conclusion of counting of votes the Board shall notify all Members of the results and the successful candidates shall take office at the conclusion or adjournment of the Annual General Meeting of the Society then following.
 - (v) The two Scrutineers shall be appointed by a majority of the Board.
- 8.5 Exporter Directors of the Board: The Exporter Directors shall serve for a period of three years. The two longest serving members shall stand down but may offer themselves for re-nomination to the committee. Prior to the Annual General Meeting of the Society the Summerfruit Exporters Committee shall appoint the exporter members as required.
- 8.6
- (a) The Board shall elect a Chairperson who shall be the Chairperson of the Board and the Society at a special meeting immediately following the conclusion of the Annual General Meeting.
 - (b) At the first full meeting of the new Board, areas of responsibility and appointments shall be confirmed at the discretion of the Chairperson.
- 8.7 At all meetings of the Board each member shall have one vote except that the Chairperson shall have a casting vote as well as a deliberative vote in the case of equality of votes.
- 8.8 The office of Director shall be vacated:
- (a) If the Director is absent from two consecutive meetings without special leave; or
 - (b) In the event of a Director being convicted of an indictable offence, adjudged a bankrupt or makes a composition with creditors or if any effective resolution or order of court is passed or made for the winding up or dissolution of any company or other body corporate of which that Member has a financial or directorial interest, the provisions of Clause 4.7 shall apply.
 - (c) If the Director dies or becomes mentally incapable as defined in the Protection of Personal and Property Rights Act 1988; or
 - (d) If the Director ceases to be a member of the Society.
- 8.9 The Board shall have power to appoint a Member to fill any casual vacancy on the Committee until the next Annual General Meeting and any Member so appointed shall retire at the conclusion or adjournment of the next Annual General Meeting together with the remainder of the Board but all or any of the retiring Board shall be eligible for re-election.

9. PROCEEDINGS OF THE BOARD

- (a) Meetings of the Board may be convened by mutual agreement at such intervals as may be considered necessary.
- (b) If mutual agreement cannot be achieved to set the date or venue of a meeting, the Chairperson shall make the final decision.
- (c) At all Meetings of the Board five Directors shall constitute a quorum provided that at least two Producer Directors and one Exporter Director are included.
- (d) Two Directors may at any time request a meeting of the Board which the Chairperson shall convene.
- (e) In the absence of the Chairperson, the Vice-Chairperson shall act as Chairperson of the Board. If both the Chairperson and the Vice-Chairperson are absent, the Directors present shall choose one of their number to chair that meeting.
- (f) It shall be the duty of the Board to,
 - (i) conduct the affairs of the Society in the best interests of the Society,
 - (ii) to keep robust, accountable financial records,
 - (iii) to notify Members of intended meetings and the business to be transacted at those meetings,
 - (iv) to ensure that nominations for the Board are called,
 - (v) to ensure that the Annual General Meeting is held each year and that all requirements of the meeting are met,
 - (vi) to prepare and submit a report to the Annual General Meeting, which include financial statements for the preceding year and budget for the ensuing year,
 - (vii) to annually review the Export Marketing Strategy (under the HEA Act 1987).

10. REMUNERATION OF DIRECTORS AND SUB-COMMITTEES

- (a) No part of the income or property of the Society will be paid directly or indirectly to any member other than making reasonable payments to members for professional or other services rendered.
- (b) Directors and sub-committees may be paid remuneration by way of,
 - (i) honorarium
 - (ii) meeting fees
 - (iii) reasonable costs incurred in fulfilling their responsibilities or duties, including travelling, accommodation and other expenses properly incurred in attending and returning from meetings of the Board or any sub-committee or any general meetings of the Society or in connection with the business of the Society

11. EXPORT MARKETING STRATEGY

- 11.1 The Board will formulate an Export Marketing Strategy for summerfruit in accordance with section 26 of the HEA Act.
- 11.2 The Board will maintain the Export Marketing Strategy under review as per section 27 of the HEA Act

12. RECORDS

- 12.1 The Board shall ensure that:-
 - (a) A record is kept of all proceedings of the Society and the Board;
 - (b) A record is kept of all Members, their addresses, class of membership, Qualification for Membership detail and occupations and the date on which they became members of the Society;
 - (c) All correspondence, records and reports connected with the Society are kept for a reasonable period; and
 - (d) A record of monies due to the Society, or payments made by the Society is kept in a correct record of such receipts and payments.

13. AUDITOR

- 13.1 An auditor, being a person who is not a Member but who is a current member of The New Zealand Society of Chartered Accountants, shall be approved at the AGM.
- 13.2 It shall be the duty of the auditor to examine and check the books of the Society and see they are properly kept and balanced and also to audit the annual balance-sheet of the Society.

14. INDEMNITY AND INSURANCE

- 14.1 The Society may in accordance with the Act
 - (a) Enter into indemnities for Directors and staff and of the Society
 - (b) Effect insurance for Directors or staff of the Society

15. COMMON SEAL

- 15.1 The common seal of the Society shall be affixed by the Board who shall be responsible for the safe custody and control of the seal.
- 15.2 Whenever the common seal of the Society is required to be affixed to any document the seal shall be affixed pursuant to a resolution of the Board or of the Society by two Directors and the persons affixing the seal shall at the same time sign the document to which the seal is affixed.

16. SOCIETY FUNDS

- 16.1 All moneys received by or on behalf of the Society shall forthwith be paid to the credit of the Society in a bank account nominated by the Board and all electronic financial transactions on the account shall be approved by any two people appointed for that purpose by the Board.
- 16.2 The Society may from time to time without restriction invest and reinvest with or without security and upon such terms as the Board thinks fit the whole or any part of its funds not required for the immediate business of the Society.
- 16.3 The Society does not have the purpose of making a profit for a Member. The distribution of property in any form to a Member is prohibited.
- 16.4 No Member of the Society or any person associated with a Member, shall participate in or materially influence any decision made by the Society, in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

17. BORROWING

- 17.1 The Society may in addition to the other powers vested in it borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Society or without any security and upon such terms as to priority and otherwise as the Society thinks fit.

18. WINDING UP

- 18.1 The Society may be wound up voluntarily if the Society, at a meeting of its Members, passes a simple majority resolution requiring the Society to be wound up, and that resolution is confirmed by a simple majority resolution at a subsequent Special General Meeting called for that purpose and held not earlier than thirty days after the date on which the original resolution to be confirmed was passed.
- 18.2 If the Society is wound up, any surplus assets after payment of the Society's liabilities and the expenses of the winding-up shall be transferred to the Fruitgrowers Charitable Trust and that capital be retained in a separate fund for the NZ summerfruit industry in the event of the re-emergence of a group that clearly represents the interests of the industry.
- 18.3 If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the Members of the Society but shall be transferred to the New Zealand Fruitgrowers Charitable Trust and that capital retained in a separate fund for benefit of the New Zealand summerfruit industry and, in the event of the re-emergence of some other society, organisation, or body with a charitable purpose and similar objects to the Society, within New Zealand, to be given or transferred to that society, organisation or body.

19. RULES AND REGULATIONS

- 19.1 With the exception of this rule, these rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a three-fourths majority of those present in person or by proxy at a general meeting of which fourteen days' notice has been given. No alteration shall be made to the rules which would enable the income or other funds of the Society to be used for or be available for the private pecuniary profit of any Member.
- 19.2 No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department. And 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.
- 19.3 Every notice given in terms of rule 19.1 shall set out the wording and purpose of the proposed alteration, addition, rescission or other amendment to these rules.
- 19.4 Duplicate copies of every alteration, addition, rescission or amendment to these rules shall forthwith be delivered to the Registrar in accordance with the requirements of the Act;
- 19.5 The Society may from time to time make, amend or rescind regulations or by-laws not inconsistent with these rules governing the affairs of the Society and the procedures at its meetings.
- 19.6 The decision of the Board on the interpretation of these rules or any matter or thing not contained in these rules and which pertains to the Society shall be conclusive and binding on all Members unless revoked at an Annual General or Special General Meeting.

20. INCORPORATION OF BRANCHES

- 20.1 The Society may, in addition to its other powers, apply to the Registrar in accordance with the Act for the incorporation of any local branch, or for the incorporation of a group or of groups of such branches of the Society.

21. HORTICULTURE NEW ZEALAND INCORPORATED

- 20.1 The Society will enter into a Memorandum of Understanding (Product Groups) with Horticulture New Zealand Incorporated upon the successful launch of the new organisation.

SCHEDULE ONE

QUALIFICATIONS FOR MEMBERSHIP

(1) **Producer Members**

Persons eligible for membership of the Society as "Producer Members" shall be all those persons actively engaged in producing Summerfruit on a commercial basis and who is required to pay levy to Summerfruit NZ Inc under Commodity Levies Act 1990.

(2) **Exporter Members**

Persons eligible for membership of the Society as "Exporter Members" shall include persons or companies who are licensed under HEA, are a member of the Summerfruit Exporters Committee and have complied with the Export Marketing Strategy.

(3) **Associate Members**

Persons eligible for membership of the Society as "Associate Members" shall include persons producing Summerfruit other than on a commercial basis and persons associated with the Summerfruit industry including, without limitation, nurserymen, processors and marketers.

(4) **Group Associate Members**

Persons eligible for membership of the Society as "Group Associate Members" shall include entities that are producing Summerfruit on a commercial basis and persons associated with the Summerfruit industry which shall include up to three people per entity.

(5) **Life Members**

After calling for nominations the Executive Committee may in consideration of special services rendered to the Summerfruit industry in New Zealand, designate a Life Member at any Annual General Meeting of the Society.