

RULES OF IRRIGATION NEW ZEALAND

1 NAME

The name of the Association shall be "Irrigation New Zealand Incorporated"
(referred to in these Rules as the Association or Irrigation New Zealand)

2 VISION STATEMENT

"A thriving, sustainable NZ irrigation industry"

3 MISSION STATEMENT

"To promote excellence in irrigation development"

4 OBJECTS/GOALS

- 4.1 Leadership – To be recognised nationally and internationally as the authoritative voice of ~~New Zealand's irrigation industry~~ irrigation in NZ.
- 4.2 Membership – To build a strong membership representative of all irrigation stakeholders.
- 4.3 Industry Development – To facilitate the adoption of ~~best practices~~ good practice in irrigation and water management.
- 4.4 Resource Base – To develop a world-class resource base of knowledge, information and statistics on irrigation ~~industry issues~~ in NZ.
- 4.5 Communication and Promotion – To provide effective communication with and co-ordination of the ~~various~~ organisations and interests involved in irrigation and water management.
- 4.6 Promotion – To promote the story of irrigation in NZ.
- 4.7 Stakeholder Relationships – To establish and develop relationships with a wide range of stakeholders.
- 4.8 Strategic Alliances – To establish and develop strategic partnerships.
- 4.9 Operational Management – To manage the business of Irrigation New Zealand Inc effectively.
- 4.10 Any activities or undertakings incidental to objects and goals detailed above.

4.11 Any activities or undertakings as determined by the Board from time to time and as permitted by the Incorporated Societies Act 1908 (including any amendments or successors to such Act).

5 MEMBERS

5.1 The members of the Association shall be the persons and entities that signed the application for incorporation and those admitted under Rule 7 and that have not ceased to be a member under any other Rule (the *Members*).

5.2 Any Member that is classified by the Board (as that term is defined in clause 9.1) as an Irrigation Scheme or Irrigation User Group may request at any time that each of the shareholders or members of that Member entitled to vote at meetings of shareholders or members of that Member (an *Irrigation Shareholder*) be sent a copy of any publication of the Association distributed free of charge by the Association to the Members and any notices of meetings or other notices given by the Association to the Members.

5.3 If any Member that is classified by the Board as an Irrigation Scheme or Irrigation User Group exercises its right under this Rule then:

- (a) the Member shall provide to the Association once each year, and on request by the Association from time to time, a list of all Irrigation Shareholders;
- (b) the Association shall send the publications and notices of meeting to the Irrigation Shareholders; and
- (c) the Irrigation Shareholders may attend and speak at any meeting of Members of the Association but otherwise have none of the rights and benefits of Members including any right to vote.

6 SUBSCRIPTIONS

6.1 The annual subscription is such sum as the Board shall decide from time to time and notify to all current Members at least 31 days before it becomes due.

6.2 On payment of the annual subscription, which is due in respect of each financial year of the Association (being the period from 1 April to 31 March) at the beginning of each financial year or when a person becomes a Member the Member shall be entitled to exercise during that year all rights of a Member and receive during that year all privileges of a Member including a copy of such publications as are distributed free of charge and to notice of all publications by the Association for the year and notice of seminars, conferences, courses

and other functions of the Association. A Member that has not paid the annual subscription in respect of any year shall not be entitled to exercise during that year any rights as a Member and receive during that year any privileges of a Member.

7 ADMISSION OF MEMBERS

7.1 Applicants for membership shall be subject to admission by the Executive Board as follows:

- (a) An application, in the form required by the Executive Board at the time and stating the applicant's name and ~~postal address~~ contact details, shall be completed and signed by the applicant. The applicant must supply any other information the Executive Board requires.
- (b) The annual subscription shall accompany all applications. If the Executive Board decides not to admit the applicant as a Member the annual subscription shall be refunded.
- (c) Any application for membership ~~must be delivered or sent to~~ received by the Association ~~for the attention of the chief executive of the Association (the Chief Executive).~~ Any application for membership shall be considered at the first full meeting of the Board occurring after the seventh day after the application for membership is received by the Association.
- (d) An applicant shall be deemed to be admitted as a Member by a simple majority of the Executive Board members present at the meeting and voting.
- (e) The Executive Board shall have complete discretion as to whether it admits an applicant for membership as a Member. The Executive Board shall advise the applicant of its decision, and that decision shall be final.

7.2 Any former Member may apply for re-admission as a Member in the manner prescribed for new applicants for membership provided that if a former Member's membership was terminated under Rule 25 the applicant shall not be re-admitted by the Executive Board without the unanimous approval of the Executive Board.

8 GENERAL CLASSIFICATION OF MEMBERS

The Board shall determine membership classifications to be used to classify Members or applicants for membership and shall determine, and may amend from time to time as the Board determines, the classification of all new and existing Members in respect of the membership classifications.

9 OFFICERS

Board

9.1 The Association shall have a board (the *Board*) comprised of a minimum of six (6) persons and a maximum of ~~twelve (12)~~ **eight (8)** persons elected by the Members in accordance with Rule 11.

9.2 The Board may co-opt any person (Co-Opted Person) to the Board for a specific purpose or for a limited period or generally at its discretion provided that such Co-Opted Person:

(a) shall cease to be co-opted immediately prior to the next Annual General Meeting following the date that Co-opted Person was co-opted;

(b) shall not be counted in determining the number of Board members pursuant to clause 9.1.

Executive

~~1.1 The Association shall have an executive (the *Executive*) comprised of five (5) Board members.~~

~~1.2 The Chairperson and the Vice Chairperson shall be members of the Executive. The Board shall decide by majority vote which other three Board members shall be members of the Executive. The three Board members so appointed by the Board shall hold office until the end of the first annual general meeting of the Association after the date on which those members were appointed to the Executive.~~

~~1.3 The Executive may from time to time appoint any person to be honorary members of the Executive for such period (subject to Rule 9.3), for such purposes, and on such terms, subject to these Rules, as it thinks fit.~~

~~2 An honorary member of the Executive shall not have any voting rights at any meeting, or in respect of any decision, of the Executive and shall not be counted when determining whether a quorum exists at any meeting of the Executive.~~

Eligibility to hold office as member of the Board or Executive

9.3 Only persons falling under one or more of the following classes may become, and be, a member of the Board or the Executive:

(a) a Member who is an individual;

(b) an officer or employee of a Member that is an incorporated body and that has

consented in writing to that officer or employee acting as a member of the Board and not withdrawn that consent in writing;

- (c) an Irrigation **Scheme** Shareholder who is an individual;
- (d) an officer or employee of an Irrigation ~~Shareholder~~ **Scheme** that is an incorporated body and that has consented in writing to that officer or employee acting as a member of the Board and not withdrawn that consent in writing.

~~2.1—A member of the Executive that ceases to be a member of the Board shall at the same time cease to be a member of the Executive.~~

Retirement of members of the Board and Executive

9.4 Persons cease to be a member of the Board and Executive when:

- (a) they resign by giving written notice to the Board;
- (b) they cease to fall under one or more of the classes described in Rule ~~9.3(a)–9.3(d);~~ **9.3(a) - 9.3(d);** or
- (c) their term as a member of the Board expires in accordance with Rule **9.6 or 9.8.**

9.5 At the annual general meeting of the Association in every year at least ~~one third (to the nearest whole number of~~ **two** members of the Board must retire from office as members of the Board.

9.6 The members to retire at an annual general meeting will be:

- (a) **subject to clause 9.12 below, first, any Board member that has served longer than three (3), consecutive three (3) year terms and such Board member shall not be eligible for re-election;**
- (b) **secondly, any** members who wish to retire and do not offer themselves for re-election; and;
- (c) **thirdly,** if those retiring pursuant to Rule ~~9.6(a)~~ **9.6(a) and 9.6(b)** do not constitute the number of members required to retire from office under Rule ~~9.5,~~ **9.5,** those of the other members who have been longest in office since their last appointment, provided that in the case of persons appointed on the incorporation of the Association or on the same day the persons to retire shall be determined by lot.

9.7 A retiring member of the Board continues to hold office until:

- (a) he or she is re-elected; or

- (b) if he or she is not re-elected, until the Members at the meeting at which he or she retires (or any adjournment of that meeting) elect someone in his or her place; or
- (c) if the meeting does not elect someone in his or her place and he or she is not reappointed in accordance with Rule 9.9, 9.9, until the end of the meeting or any adjournment of the meeting.

9.8 A retiring member of the Board who retires pursuant to 9.6(c) above is eligible for re-election subject to Rules 9.3. Rule 9.3.

9.9 The Members may by ordinary resolution fill the office vacated by a member of the Board who is retiring in accordance with this Rule by electing a person who is qualified to be appointed under these Rules to that office at the annual general meeting at which the outgoing member retires. If no new member of the Board is elected and if the retiring member (being qualified to be appointed) is offering himself or herself for re-election, the retiring member shall be regarded as having been re-elected unless it is expressly resolved by ordinary resolution not to fill the vacated office or a resolution for the re-election of that member is lost.

9.10 No person, other than a member retiring pursuant to Rule 9.6(b) 9.6(c) will be eligible for election to be a member of the Board at any annual general meeting unless:

- (a) he or she has been recommended by the Board for election; or
- (b) there has, at least 20 working days before the meeting, been served on the Association a notice in writing, signed by a Member qualified to attend and vote at the meeting for which the notice is given, proposing that person for election and a notice in writing signed by the person of his or her willingness to be elected together with any consent required under Rule 9.3(b) or 9.3(d). 9.3(b) or 9.3(d).

Chairperson and Vice Chairperson of Board and Executive

9.11 The Board shall elect a member of the Board to act as chairperson of both the Board and of the Executive (the *Chairperson*). The Chairperson shall hold office until the end of the first annual general meeting of the Association occurring after the date on which the Chairperson was elected to that position or the person ceases to be a member of the Board (whichever occurs first), and shall be eligible for re-appointment by the Board to the position of Chairperson.

9.12 Clause 9.6(a) above shall not apply to a current Chairperson who has served three (3) consecutive three (3) year terms and such Chairperson may serve one further three (3) year

term as a Board member and shall be eligible for re-election as Chairperson.

- 9.13 The Board shall elect a member of the Board to act as vice chairperson of both the Board and of the Executive (the *Vice Chairperson*). The Vice Chairperson shall hold office until the end of the first annual general meeting of the Association occurring after the date on which the Vice Chairperson was elected to that position or the person ceases to be a member of the Board (whichever occurs first), and shall be eligible for re-appointment by the Board to the position of Vice Chairperson.

Chief Executive

- 9.14 The Board shall appoint a Chief Executive on such terms as the Board determines. Subject to the terms on which the Chief Executive is appointed the Board may remove and replace any person appointed as the Chief Executive.

10 ~~ROLE OF THE EXECUTIVE AND THE BOARD~~

- 10.1 The role of the Board is to administer, manage, control, and carry out the constitutional activities of the Association and oversee the actions of the Executive **management**.
- ~~2.2 The role of the Executive is to administer, manage, control, and carry out the operating activities of the Association, subject to these Rules, under the oversight of the Board and subject to any limitations, restrictions or directions determined and notified by the Board.~~
- ~~2.3 In order to enable the Board to fulfil its oversight role, the Executive shall provide to the Board reports in such form, at such times, and as to such matters, as the Board determines from time to time.~~

11 METHOD OF VOTING FOR MEMBERS OF THE BOARD

- 11.1 The secretary shall display at the place of meeting at which an election of members of the Board is to occur the names of the nominees.
- 11.2 Board members may be elected by postal voting and/or electronic voting.
- 11.3 Each Member of the Association shall have one vote for each complete \$100.00 of subscription paid for the current financial year.
- 11.4 If the number of nominees exceeds the number of vacancies on the Board an election shall be held.
- 11.5 Election shall be by secret ballot and the names of persons for whom a Member wishes to

vote shall be recorded by the Member on paper or by electronic voting and passed to an independent scrutineer appointed by the Board.

- 11.6 Ballot papers recording more than the required number of names shall be invalid.
- 11.7 The votes shall be counted by the independent scrutineer appointed by the Board.
- 11.8 At the conclusion of the voting the scrutineer shall inform the chairperson of the meeting in writing of the number of votes cast for each nominee.
- 11.9 The chairperson of the meeting shall announce to the meeting the result of the poll.

12 POWERS OF BOARD

- 12.1 The management and control of the affairs of Irrigation New Zealand shall be vested in the ~~Executive and~~ Board, which shall have all the powers of Irrigation New Zealand which are not expressly required by these Rules or by the Incorporated Societies Act 1908, and its Amendments, to be done or exercised by Irrigation New Zealand in general meeting, in accordance with these Rules.
- 12.2 The Board may delegate any of its powers and duties to sub-committees consisting of such Members as it may resolve, such sub-committees having power to co-opt other persons.
- 12.3 ~~Six (6)~~ **Four (4)** members of the Board shall form a quorum at meetings of the Board. ~~Four (4) members of the Executive shall form a quorum at meetings of the Executive.~~
- 12.4 If the Chairperson of Irrigation New Zealand is not present at a meeting of the Board ~~or the Executive~~, the meeting shall be chaired by the Vice Chairperson, or if the Vice Chairperson is not present, by a member of the Board ~~or the Executive (as applicable)~~ elected by those members present at the meeting.
- 12.5 The Board shall have the power to pay fees to the Chairperson, the Vice Chairperson and to the members of the Board ~~and the Executive~~ as set by the Board and ratified at a General Meeting of the Association.
- 12.6 The Board shall have the power at its discretion to reimburse the Chairperson, the Vice Chairperson and members of the Board ~~and the Executive~~ for reasonable expenses incurred in their respective capacities on behalf of the Association.

13 ANNUAL GENERAL MEETING

- 13.1 The annual general meeting shall be held each year at a time and place decided by the Board.

- 13.2 At each annual general meeting a printed or typewritten report and balance sheet and income and expenditure account, reviewed under Rule 19, for the preceding year shall be presented. A copy of such report and balance sheet and income and expenditure account shall be made available to each Member at the annual general meeting.
- 13.3 At least fourteen (14) days notice by post and/or by electronic communication of the time and place of the annual general meeting shall be given to each Member.
- 13.4 At the annual general meeting fifteen (15) Members entitled to vote shall form a quorum.

14 SPECIAL GENERAL MEETINGS

- 14.1 A special general meeting shall be called at any time on the written request of fifteen (15) or more Members, provided that the request to call such a meeting shall state the motion or motions to be moved thereat.
- 14.2 A special general meeting will be held not earlier than fourteen (14) days, nor later than thirty (30) days following receipt of a request to hold such a meeting. If the meeting is not called within this time, the Members signing the request shall have power to convene a meeting.
- 14.3 Each Member shall be notified in writing **or electronically** at least ten days before the date of the meeting of the time and place of the meeting and of the motion or motions to be moved thereat.
- 14.4 At a special general meeting fifteen (15) Members entitled to vote shall form a quorum.
- 14.5 Postal voting may be used to determine issues at a Special General Meeting.

15 NOTICE OF MOTION REQUIRED

No motion shall be proposed, discussed or put to the vote at any annual general meeting or special general meeting unless notice thereof has been given in the notice calling the meeting, provided always that, with the sanction of a resolution at any annual general meeting or special general meeting passed by at least two-thirds majority, a motion of which notice has not been given aforesaid may be proposed, discussed and put to the vote.

16 CHAIRING OF ANNUAL GENERAL OR SPECIAL GENERAL MEETING

The Chairperson if present at an annual general or special general meeting shall take the chair at such meeting, and if the Chairperson is not present at such meeting then the Vice

Chairperson shall take the chair, and if the Vice-Chairperson is not present the Members present and entitled to vote shall elect a chair.

17 VOTING AT ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS

- 17.1 At every annual general and special general meeting, every Member who is present, in person or by proxy, shall have one vote for every completed \$100 of subscription paid for the current financial year and, in the event of an equality of votes, the Chairperson shall have a casting vote.
- 17.2 Subject to Rule ~~17.3~~, the voting shall be on the voices and a declaration by the chair that a resolution has been carried or lost on the voices, and an entry in the Irrigation New Zealand minute-book to that effect, shall be conclusive evidence that such a resolution has been carried or lost, as the case may be, provided always that before the meeting passes to the next business any person who has voted on the resolution may demand a count, and the chair shall thereupon call on those wishing to vote for the motion or resolution to stand while he or she counts them, after which he or she shall call on those who wish to vote against the motion or resolution to stand while he or she counts them and shall declare the motion or resolution to have been carried or lost in accordance with the votes cast in this last-named manner.
- 17.3 On the demand of the chair, or of any three (3) Members present, made before or on the declaration by the chair of the result of a vote in a manner set out in Rule 17.1 or 17.2, voting shall be by poll. If a poll is duly demanded it shall be taken in such manner as the Chair may direct and the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 17.4 A Member entitled to attend and vote at an annual general and special general meeting may appoint another person (whether a Member or not) as a proxy to attend and vote instead of that person and the instrument to appoint a proxy shall be in writing and signed by the appointer.
- 17.5 The instrument of appointing a proxy shall be deposited in the registered office of the Irrigation New Zealand not less than 24 hours before the time for holding the meeting.
- 17.6 An instrument appointing a proxy shall be in the following form **of Schedule 1** or as near thereto as circumstances admit.

18 FUNDS OF IRRIGATION NEW ZEALAND

The Executive Board shall:

- (a) Collect and account for dues and funds of Irrigation New Zealand.
- (b) Disburse monies of Irrigation New Zealand ~~under the authority of the Board.~~
- (c) Keep proper records and accounts of the financial affairs of Irrigation New Zealand ~~in the form directed by the Board.~~
- (d) Have power to operate the trading bank accounts opened by the Board. Such accounts shall be operated by no fewer than two (2) persons authorised by the Board one of whom shall be the Chief Executive, provided that any payment in excess of the delegated authority limit(s) set by the Board shall be first approved by the Chair and countersigned by one other Board member.

19 REVIEW OF ACCOUNTS

The accounts of Irrigation New Zealand shall be reviewed at the end of each financial year by a Chartered Accountant, who shall be appointed to this role each year by the Board.

20 REGISTERED OFFICE

The Registered Office of Irrigation New Zealand shall be at such place as the Board may from time to time determine.

21 EXECUTION OF DOCUMENTS

The Association shall have a common seal. The common seal of the Association shall be kept at the Registered Office of the Association. Execution of any document or instrument for the Association shall be by the expressed authority of the Board and in the presence of two members of the Board who shall sign every document or instrument and attach the common seal thereto.

22 ALTERATION OF RULES

The Rules may be altered, added to or rescinded at any annual general meeting, subject to the following conditions:

- (a) Notice of any proposed alteration, addition, or rescission shall be posted **or provided electronically** to each Member entitled to receive notices under the Rules at least fourteen (14) days prior to the date of the meeting at which such alteration, addition or rescission is to be considered.
- (b) The meeting may amend such proposals.
- (c) No resolution of any such meeting shall effect any alteration, addition or rescission unless it is carried by a majority of at least three-quarters (3/4) of the votes of the Members voting.
- (d) Any changes shall not affect the non-profit aims, personal benefit or winding up Rules.

23 WINDING UP

If upon the winding up or dissolution of Irrigation New Zealand there remains after the satisfaction of all its liabilities any property whatsoever the same shall not be paid to or distributed among the Members of Irrigation New Zealand, but shall be given or transferred to some other Institute, Association or Society having objects similar to the objects of the Association, such Institution, Association or Society to be determined by a majority of the Members of Irrigation New Zealand present and voting at a meeting to be held according to the Rules of Irrigation New Zealand at or before the dissolution and in default thereof to such Institution, Association or Society having objects similar to the objects of the Association as a Judge of the High Court of New Zealand may direct.

24 RESIGNATIONS

- 24.1 Any Member of the Association may resign by giving notice in writing to the Association delivered or sent to the registered office of the Association.
- 24.2 Any Member whose subscription is more than one (1) years in arrears shall be removed from membership and may be re-admitted by resolution of the Board on payment of such arrears as may be required by the Board.

25 EXPULSION OF MEMBERS

If in the opinion of the Board any Member has willfully infringed any of the Rules of Irrigation New Zealand or has been deemed guilty of conduct unworthy or injurious to the interest or standing of Irrigation New Zealand, the Board may at its discretion resolve that membership shall be forfeited, in which event such person shall cease to be a Member.

26 POWER TO BORROW FUNDS

Irrigation New Zealand shall have power to borrow on such terms as the Board may think fit.

27 PUBLICATIONS

- 27.1 Publications of Irrigation New Zealand shall be under the direction of the Editor or Editors appointed by the Chief Executive.
- 27.2 Proceedings of Irrigation New Zealand shall be published, but other publications may be made as the Board from time to time determines.

28 PERSONAL BENEFIT

- 28.1 No Member or any person associated with a Member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 28.2 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 28.3 The provisions and effect of this Rule shall not be removed from this document, and shall be included and implied in any document replacing this document.

Schedule 1

Irrigation New Zealand

I,..... of.....

being a member of the Irrigation New Zealand Inc. hereby
appoint

..... of.....

or failing him or her

..... of.....

as my proxy to vote for me on my behalf at the meeting of
Irrigation New Zealand to be held on

the..... day of 20.....

and at any adjournment thereof.

Signed this day..... 20.....

..... (Signed)

(A proxy need not be a member of Irrigation New Zealand)