

**THE INCORPORATED SOCIETIES ACT 1908
RULES OF NEW ZEALAND SOCIETY FOR VITICULTURE AND
OENOLOGY
(INCORPORATED)**

NAME

1. The name of the association shall be “New Zealand Society For Viticulture And Oenology (Incorporated)”.

INTERPRETATION

2. Throughout these rules unless inconsistent with the context:

The Association shall mean the New Zealand Society for Viticulture and Oenology (Incorporated).

The Committee shall mean the New Zealand Society for Viticulture and Oenology (Incorporated).

REGISTERED OFFICE

3. The registered office of the Association shall be at such place or places as the Committee shall from time to time determine.

OBJECTS

4. The objects of the Association shall be:
 - A. To encourage, stimulate, support and promote the dissemination of research or technical information in viticulture or oenology or other sciences directly applied to viticulture or oenology.
 - B. To provide a forum for the presentation, discussion and publication of such research and technological developments for the advancement of science and promotion of common welfare.
 - C. To promote education in viticulture or oenology and help to ensure and maintain the highest standards of quality for such educational objectives.
 - D. To operate as a non-profit society Incorporated and to engage in no activities, except to an insubstantial degree, which are not in direct furtherance of its primary scientific, literary and educational objectives.
 - E. To provide the following functions which will support the objectives (A) to (D) inclusive and the furtherance of the Society:

- a) To establish Society premises and conveniences for the accommodation of members of the Society and their guests and/or visitors and to furnish and maintain the same and to afford to its members all usual privileges, advantages and conveniences of the Society and to permit the same to be used by members and their guests and/or visitors upon such terms as shall be agreed upon. The whole of the accommodation and facilities of the Society shall be provided and maintained from the funds of the Society.
- b) To provide information services and bureaux for the assistance of members.
- c) To promote social intercourse, preserve, foster and encourage good fellowship, friendship and comradeship between Society members and kindred Societies.
- d) To adopt all lawful means of increasing status and prestige of the Society in furthering its objects.
- e) To purchase, hire, lease or otherwise acquire for the purposes of the Society any real or personal property and in particular any lands, buildings, furniture, society and household effects, utensils, books, newspapers, periodicals, instruments, fittings, apparatus, appliances, conveniences and accommodation and so far as the law may from time to time allow to sell, demise, let, mortgage or dispose of the same and also but not by way of limitation of the foregoing for the purpose of enabling the Society to establish Society premises for the use of its members to acquire by subscription, purchase or otherwise and to hold the whole of the shares in or any other company owning real estate (or a sufficient number thereof to give it control of such other company) on which the Society proposes to erect or there are already erected buildings and/or premises suitable with or without alteration for the purposes of a Society.
- f) To provide funding, assistance, take part in or conduct joint meetings with similar based Societies both nationally and internationally in the furtherance of viticulture or oenology or other sciences directly applied to viticulture or oenology.
- g) In furtherance of the objects of the Society to promote, conduct and carry out any games, sports, tournaments, entertainment or amusements or to co-operate with any other body or persons corporate or incorporate in

promoting, conducting or carrying out the same and to provide trophies and prizes in connection therewith.

- h) To diffuse or disseminate knowledge and information, or otherwise further these objects by the printing, publication, issuing and circulation of papers, periodicals, books, circulars, brochures, and other literary matter, by advertising of all kinds, by the purchase or exhibition of works of interest and by granting prizes, rewards and donations.
- i) To give, sell, exchange, hire, lease or otherwise dispose of the property of the Society or any part or parts thereof. In the case the Society shall take hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as allowed by law having regard to such trusts.
- j) To hire and employ and to dismiss secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Society, salaries, wages, gratuities and pensions.
- k) To subscribe to funds for charitable philanthropic or patriotic purposes. To invest and deal with any of the moneys of the Society not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- l) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- m) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property, real or personal of the Society.
- n) To appoint Trustees who shall act on behalf of and in trust for the Society.
- o) To do all or any of the above things as principal agents or otherwise and either alone or in conjunction with others.
- p) To take over or adopt any contract or agreement not inconsistent with the terms of this Constitution whether expressed to be made on its behalf or not and to

indemnify any person or persons or any liabilities incurred by him or them thereunder.

- q) To accept subscriptions and donations (whether of real or personal estate) and bequest for all or any of the purposes aforesaid and to take any lawful steps by personal or written appeal, public meetings or otherwise as from time to time may be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions or otherwise.
- r) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above objects or any of them.

And it is further declared that the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall not, except when the context so requires, be in any wise limited or restricted by reference to or inference from the terms of any paragraph or by the name of the Society or by the juxtaposition of any two or more objects or by any object being or being deemed a main or dominant object and it is further declared that general words are not in any way restricted in their meaning by the use of particular words.

MEMBERSHIP AND SUBSCRIPTION

- 5. a) Any person may apply for membership on the form prescribed by the Committee and that person shall be accepted as a Member if approved by a resolution of the Committee.
- b) Every member shall pay such annual subscription as shall be fixed by the Association at its Annual General Meeting. The subscription will be due and payable in the first two months of the financial year following the AGM.
- c) No member whose subscription shall be unpaid at the expiration of three months from due date shall be entitled to the privileges of membership.

LIFE MEMBERSHIP

- 6. At the Annual General Meeting of the Association, the Association may if a two thirds majority present and voting is in favour on the recommendation of the Committee appoint any person who has rendered outstanding services to the Association to be a Life Member. A Life Member shall be entitled to all the privileges and rights of membership without liability for payment of any subscription.

CESSER OF MEMBERSHIP

7. a) Any member may resign from the Association by giving written notice of such intention to the Secretary and every such notice unless otherwise expressed and agreed shall take effect at the expiration of seven days after the receipt by the Secretary of the same.
- b) Any member who dies or becomes bankrupt shall cease to be a member of the Association.
- c) The Association may at any Annual General or Special General Meeting by a three-quarters majority of those present and voting expel from membership any member who has failed to comply with the Rules of the Association or who has been guilty of conduct which the Association considers to be detrimental to the interests of the Association or repugnant to any of its objectives.
- d) The termination of membership for any reason whatsoever shall not prejudice the right of the Association to recover any fees or dues in arrear and unpaid.

COMMITTEE

8. a) The management and control of the affairs of the Association and the full control of all income, expenditure, assets and property of the Association shall be vested in the Committee which may exercise all such powers of the Association as are not by the Incorporated Societies Act 1908 or by these Rules required to be exercised by the Association in General Meeting but such powers shall be exercised by the Committee subject to these Rules, subject to the provisions of the Act and subject to such by-laws not being inconsistent with these Rules or the provisions of the Act, as the Association may in General Meeting prescribe.
- b) The Committee shall comprise the following officers:
 - President
 - A Vice President
 - Secretary/Treasurer
 - Three Committee members or such greater or lesser number as the Annual General Meeting may from time to time prescribe.
- c) The Committee shall be elected at the Annual General Meeting of the Association.

- d) The Officers of the Association shall enter into office at the termination of the Annual General Meeting at which they are appointed and shall hold office until the termination of the next ensuing Annual General Meeting or until their appointment is otherwise terminated in accordance with these Rules.
- e) Nominations for the officers comprising the Committee shall be in writing and shall be delivered to the Secretary not less than three clear days prior to the Annual General Meeting at which the election is to take place. Each nomination shall be signed by a member of the Association and by the person accepting nomination. In the event of insufficient nominations being received the vacancy or vacancies shall be filled by the resolution of the Annual General Meeting or by any subsequent General Meeting of the Association.
- f) Four members of the Committee shall comprise a quorum for meetings of the Committee.
- g) The Committee shall meet at such times and places as it shall determine and shall regulate its own proceedings. It shall ensure that Minutes are entered in the books of the Association relating to all appointments to office, resolutions, proceedings and transactions of the Association and Committee and any such minutes when signed by the Chairman of the next meeting shall be prima facie evidence that the meeting was duly convened and held and shall be prima facie a true and correct record of all that transpired at that meeting.
- h) At all meetings of the Committee each member personally present shall be entitled to one vote and the Chairman for the time being of that meeting shall have a casting as well as a deliberative vote.
- i) The Committee shall have power to appoint sub-committees comprising members of the Committee and/or such other persons whether members or not as the Committee shall decide. The Committee shall have power to co-opt any member or associate member to serve on the Committee either for a specific purpose or for a limited period or to act generally as a member of the Committee until the next annual meeting.

SECRETARY

9. a) Secretary shall be nominated and elected by the Association in the manner provided in these Rules for the election of officers.
- b) The Secretary shall perform all duties incidental to his office and in particular shall:
- Attend all meetings of the Association and of the Committee and keep Minutes of the proceedings thereof.
 - Deal with and answer such correspondence as he shall be directed so to do by the Committee.
 - Maintain and preserve all the records *of* the Association and all documents, papers and books relating to the affairs *of* the Association and such other duties as the Committee may from time to time determine.

TREASURER

10. a) The Treasurer shall be nominated and elected by the Association in the manner provided in these Rules for the election *of* officers.
- b) The Treasurer shall be responsible for keeping such books *of* account as may be necessary to constitute a record *of* the financial position *of* the Association and he shall present his annual statement *of* accounts in the form *of* an Income and Expenditure Account and Balance Sheet.
- c) Notwithstanding the provision *of* Clause 9 and ID(a) and (b) hereof in lieu *of* electing a Treasurer the meeting at which the election *of* officers is held may resolve to appoint a Secretary-Treasurer to perform the duties *of* a Secretary and Treasurer.

AUDITORS

11. a) The Annual General Meeting in each year shall appoint **a Review Accountant** who shall be a member *of* the New Zealand Society *of* Accountants who shall audit the accounts *of* the Association and shall certify annually as to the correctness thereof. In the event *of* the Auditor being unable to act the Committee shall appoint an Auditor in his place.
- b) No person shall be appointed **a Review Accountant** who is a member of the Committee.

FINANCE

- 12. a) All moneys received on account of the Association shall be paid to its credit at the offices of its Banker within seven days of receipt.
- b) All accounts shall be submitted to the Committee for examination and for approval or confirmation of payment.
- c) All payments by the Association shall be made by cheque. Each cheque shall be signed by one of the members of the Committee appointed by the Committee for that purpose and by the Treasurer or Secretary-Treasurer as the case may be.
- d) The financial year of the Association shall commence on the 1st day of April in each year and shall end on the 31th day of March in the year following.

ANNUAL GENERAL, SPECIAL GENERAL AND GENERAL MEETINGS

- 13. a) The Annual General Meeting shall be held not later than the 30th November in each financial year.
- b) Special General Meetings shall be convened by the Secretary:
 - When directed by the President or in his absence by the Vice-President.
 - Upon a written requisition signed by not less than six financial members of the Association setting forth in detail the business which is to be brought before such meeting.
 - When directed by a resolution of the Committee.
- c) If any such meeting is not convened and held within twenty one days of such direction or requisition the President or Vice-President or the requisitioning members as the case may be may convene the same.
- d) Ordinary General Meetings shall be held at such times and places as the Committee shall determine.

NOTICE OF MEETINGS

- 14 a) At least seven clear days notice in writing of all Annual, Special or Ordinary General Meetings of the Association shall be given to each member by email addressed to his or her last known email address.
- b) In the case of Annual and Special General Meetings the notice

shall set forth in detail the business which is to be brought before such meeting and all motions of which notice has been given in accordance with these Rules.

- c) The failure for any reason of any member to receive such notice shall not invalidate any meeting or the proceedings thereof.

PROCEDURE AT MEETINGS, QUORUM AND VOTING

- 15.a) The President, or in his absence the Vice-President or in the absence of both, a member elected by the meeting from among the members present shall be Chairman of all meetings of the Association.
- b) At all Annual, Special and Ordinary General Meetings of the Association eight financial members shall be a quorum.
- c) Any member whose subscription is in arrear or who has not paid any sum duly levied by the Association in accordance with these Rules shall not be entitled to vote at or take part in any meeting of the Association.
- d) Every member personally present shall be entitled to one vote. The Chairman shall have a deliberative and a casting vote. No member shall be entitled to vote by proxy except when voting is in accordance with a poll as hereinafter determined.
- e) Voting at all meetings of the Association shall be on the voices or by show of hands or by ballot as the Chairman shall decide except where a poll is called for in accordance with the provisions hereinafter appearing.
- f) Except where otherwise provided in these Rules and in the Incorporated Societies Act, 1908 all questions shall be decided by a clear majority of those present and voting.
- g) At any Annual General, General or Special Meeting of the Association and before any question is put to the vote any member may call for that question to be decided by the taking of a poll and in that event the following provisions shall apply:
 - The right of members to vote hereinbefore in these rules conferred shall be suspended as regards the determination of that question.
 - Voting shall be on a secret ballot and any proxy forms shall be completed upon such form and in such manner as the Committee shall from time to time prescribe.
 - Each member shall be entitled to one vote.

BORROWING AND INVESTMENT

- 16.a) The power of the Association to borrow money as provided in these Rules shall be exercised only on the resolution of a Special General Meeting convened by the Committee for that purpose.
- b) Any surplus funds of the Association may be deposited in the Post Office Savings Bank or in a National Savings Investment Account or in any Trading Bank Account or in any Trading Bank Investment Account or Trustee Bank Account or may be invested in any form of security for the time being authorised by law for the investment of trust funds.

COMMON SEAL

- 17.a) The Common Seal of the Association shall be that appointed by the Committee and shall be kept at the Registered Office of the Association.
- b) The Common Seal shall be affixed to any deed, document or other writing only pursuant to a resolution of the Committee and in the presence of one member of the Committee and the President or the Secretary who shall sign the writing so sealed.

AMENDMENT TO RULES

- 18.a) These Rules may be amended, added to or rescinded at any Annual General Meeting or Special General Meeting called for that purpose and all provisions relating to such meeting shall apply.
- b) An authenticated copy of the Rules and by-laws of the Association incorporating all amendments shall be kept by the Secretary and shall at all times be available to members for perusal.

DISPOSITION OF PROPERTY ON WINDING-UP

- 19. In the event of the winding-up or dissolution of the Association the surplus assets after payment of all costs, debts and liabilities shall be realised and the proceeds distributed in accordance with the resolution of a meeting held for such purpose.

GENERAL

- 20. a) The Association shall have full power to manage and control its own affairs and to make by-laws and regulations controlling its activities and meetings and all other matters or things applicable to the Association.
- b) In the event as to any question arising as to the construction or application of any of these Rules or of any by-laws made pursuant thereto the Committee is hereby empowered to determine the same.
- c) The Association may in General Meeting discuss and take action in respect of any matter save and except any alteration to or temporary suspension of the provisions hereof of which due notice has not been given but which is accepted for discussion and/or action by a three-quarters majority of those present and voting.