



# **Constitution**

**2020**

Including all amendments to November 2020

**Under the Incorporated Societies Act 1908**

**THE RULES OF THE  
HERB FEDERATION OF NEW ZEALAND INCORPORATED**

**1. NAME:**

The name of the Society is Herb Federation of New Zealand Incorporated (hereinafter referred to as “The Federation”).

**2. OBJECTS:**

The objects for which the Federation is established are:

- a) To promote education in the cultivation and use of herbs amongst the general public through the production of written educational materials, coordination of national programmes, presentation of public workshops and any other relevant activities.
- b) To promote co-operation and encourage unity among herb groups throughout the country and to assemble and disseminate information of interest to members from sources within and beyond New Zealand using appropriate means of communication.
- c) To speak to Government through a national body and to promote or oppose bills legislative or other measures or programmes relating to herbs and allied fields.
- d) To raise funds through the levy of annual subscriptions, sponsorship agreements, borrowing money and other means as may be expedient to further the purposes of the Federation, and to use these funds, as the Federation may consider necessary and proper in payment of costs and expenses including purchase, lease, or hire of any real or personal property.
- e) To engage in or provide any activity for the benefit of members of the Federation or for the education of the general public regarding knowledge and use of herbs.

3. **MEMBERSHIP:**

- a) The Federation shall consist of Herb Societies and defined herb groups, and other groups, businesses and individuals who are engaged or interested in herbs or other related fields whether in New Zealand or elsewhere.
- b) Two persons from the same household shall be entitled to join the Federation as family members. Family members have the same privileges as an individual member, for example one vote per family group, but both are entitled to any discounts offered to members.

4. **NEW MEMBERS**

New members shall be admitted as members of the Federation upon application in writing to the Federation.

5. **RESIGNATION OF MEMBERS:**

- a) Any member may resign from membership at the end of the Federation's financial year by giving the Secretary at least three months notice in writing to that effect and by so doing that member shall cease to be a member from and after the end of the Federation's financial year and shall be disentitled to the privileges of membership of the Federation.
- b) Upon resignation being effective all sums of money lent to the Federation by the resigning member shall be refunded without added interest.
- c) Any member whose subscriptions or levy is in arrears and unpaid for the space of 3 calendar months from the due date thereof may be deemed to have resigned and their membership shall be terminated accordingly.

6. **EXPULSION OF MEMBERS:**

If the Federation at a special general meeting shall determine that a member has wilfully disobeyed any of the Rules of the Federation, or if a member has been guilty of any conduct which is in the opinion of the meeting is prejudicial to the interests of the Federation, that member shall be advised of such decision by notice in writing and upon receipt of such notice shall thenceforth cease to be a member of the Federation and shall be disentitled to the privileges of membership of the Federation provided however that the member whose expulsion is under consideration shall be

allowed to offer an explanation to the meeting either verbally and/or in writing.

**7. ANNUAL SUBSCRIPTION:**

- a) Every member of the Federation shall on receipt of an invoice from the Federation in each and every year pay such subscription as the Federation may determine from time to time at the Biennial Conference or special general meeting.
- b) For society members or other group members the subscription is based on the number of members on the 1<sup>st</sup> day of September each year. Only members who pay a subscription to the group are counted; those members who are individual members of the Federation are exempted.
- c) The Federation may from time to time by resolution passed at a special general meeting or at the Biennial Conference levy members for such special purposes as may be deemed necessary.

**8. HONORARY LIFE MEMBERS:**

Nominations for Honorary Life members must be proposed and seconded by the membership and approved by unanimous vote of the Executive. Persons so approved shall become members for life of the Federation. Honorary life members shall not be required to pay any subscription to the Federation and will have full voting rights. The number of honorary life members at any time shall not exceed 10.

**9. OFFICERS:**

- a) The officers of the Federation shall consist of a President, up to two Vice Presidents, a Secretary, a Treasurer, and two committee members. The officers shall be known collectively as the National Executive. The National Executive shall have power to co-opt a member or members to serve on the National Executive for its current term of office.
- b) There shall be an election of the National Executive of the Federation at each Biennial Conference.
- c) Members of the Executive shall be individual members of the Federation during their term of office.
- d) No person shall hold the same office for more than eight years.

- e) One person may be elected as both Secretary and Treasurer.
- f) If two Vice Presidents are appointed, the appointments shall come from both the North and South islands.
- g) The National Executive may elect a Chairman for each or any of its meetings if thought necessary or desirable by the members of the Executive.
- h) A permanent Secretariat may be established, to transact the day-to-day business of the Federation. The Secretariat will have responsibility for maintaining records of membership, collecting annual subscriptions, paying bills, preparing the budget and financial reports, and answering emails. The Secretariat will be headed by a Manager, who will report to the Executive. The latter will have the authority to relieve the Manager of her/his duties for good cause and to make a new appointment.

10. **DUTIES OF NATIONAL EXECUTIVE**

- a) It shall be the duty of the Executive generally to conduct the affairs of the Federation to keep usual and proper books of account properly posted up and other records of the business of the Federation **and to** implement policies and directives adopted at the Biennial Conference or a Special General Meeting. and to prepare and submit to the annual general meeting a report, balance sheet and statement of accounts for the preceding year. Meetings of the Executive shall be convened by email, telephone or letter and the President or the secretary and three shall be a quorum. Notice of meetings may be posted on the website.
- b) The Treasurer shall be responsible for all the financial matters of the Federation and shall present an annual statement of accounts at the annual general meetings.
- c) The Treasurer shall prepare a budget annually to account for expected income and expenditures over a two-year period.
- d) The executive shall be entitled to make public statements through the news media on behalf of the Federation provided always that such public statements must first be approved by a majority of the executive.

**11. MEETINGS:**

a) Annual General Meeting

- i. The Federation shall meet annually in or about November.
- ii. Every second Annual General Meeting shall be known as the “Biennial Conference”; the Biennial Conference shall be held at a place to be decided by the membership at the previous conference, or by the Executive if a decision is deferred, and at a date to be fixed by the host member body in agreement with the Executive.
- iii. At each Annual General Meeting including the Biennial Conference the President shall present a report of the past year’s activities of the Federation.
- iv. At each Annual General Meeting including the Biennial Conference the Treasurer shall present an audited or reviewed Balance Sheet and Statement of Accounts.
- v. At each Biennial Conference an election shall be held to appoint the officers of the Federation.
- vi. At any Annual General Meetings no matter can be voted on if formal written notice has not been forwarded to the Secretary 14 days before the date of the meeting.
- vii. At each Biennial Conference members shall have the power to vote to members an honorarium in such amount or amounts s the meeting in its discretion shall think fit.

b) Special General Meeting

- i. Special General Meetings may be called by the Secretary to the Federation at the request of:
  - a. Any three member herb societies of the Federation.
  - b. A majority of the National Executive.
  - c. Individual members numbering not less than one third of the current financial members.
- ii. Each such request by the Secretary shall be accompanied by the notice of motion to be put before the meeting.
- iii. No matters other than those for which the Special General Meeting is called may be raised at such meeting.
- iv. All members shall be given at least 21 days notice in writing of a Special General Meeting.

c) Notice of Business of Meetings

- i. All remits proposed to be presented by members to the Annual General Meeting including the Biennial Conference shall be in the hands of the Secretary not later than six weeks prior to that meeting.
- ii. The Secretary shall within five days of receipt of a notice of motion giving rise to a Special General Meeting advise all members of the Federation of the motion proposed and the date of the Special General Meeting.
- iii. The Secretary shall circulate to all members the report of the past years activities of the Federation referred to in Rule 12(a)(iii) herein not less than two weeks prior to each Annual General Meeting.
- iv. The Treasurer shall circulate to all members the audited or reviewed Balance Sheet and Statement of Accounts referred to in Rule 11(a)(iv) herein not less than two weeks prior to each Annual General Meeting.

**12. PROCEDURE AT MEETINGS**

- a) Every meeting of the Federation shall be chaired by the President, or in her/his absence by a Chairman appointed by the Executive.
- b) All member Societies and other member groups shall be entitled to send two delegates, each with speaking rights, to every meeting but only one of those delegates shall be entitled to vote for his or her particular society or group, the number of votes being held by the delegate being determined in accordance with clause (d) hereof.
- c) Individual members who are current financial members of the Federation shall be entitled to one vote each. Family members shall be entitled to one vote per household.
- d) Society members or other group members shall be entitled to one vote for every thirty of the members used to compute their subscription payment.
- e) The President or Chairman shall have a casting vote only.

- f) Voting shall be determined by a show of hands but the delegates of any member society or member group may require a ballot to be taken.
- g) Any member unable to be represented at any such meeting may record its his or her vote by written proxy delivered to the Secretary at least two days before any such meeting.
- h) An unlimited number of observers are permitted to attend any meeting, but will not be allowed to speak unless permission is received from the majority of those present at the meeting.
- i) Resolutions of Annual General Meetings and Special General Meetings shall be passed by a majority of votes.

**13. QUORUM FOR MEETINGS**

- a) A quorum for a committee meeting shall consist of not less than three members.
- b) A quorum for the Biennial Conference/Annual General Meeting shall consist of not less than ten members.
- c) A quorum for the interim Annual General Meeting or a Special General Meeting shall consist of not less than six members.
- d) If half an hour after the appointed time of the Annual General Meeting or Special General Meeting no quorum is present the meeting shall be adjourned but the President or Chairman shall be empowered to recall the meeting at intervals within the planned period of the meeting until a quorum is present.
- e) If no quorum is present the meeting will be adjourned until the Secretary can call another meeting at a new date which shall be notified to all members by the Secretary.

**14. ADJOURNMENT:**

The Chairman of any meeting, whether the Annual General Meeting or Special General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**15. SERVICE OF NOTICES:**

Every notice required to be given to the members or any of them shall be deemed to have been duly delivered if posted to her/him or



it in a letter addressed to her/him at her/his last known place of residence.

**16. MANAGEMENT AND POWER OF THE ASSOCIATION:**

The management and control of all the property real and personal of the Federation shall be vested in those members attending the Biennial Conference of the Federation with voting rights who may exercise all such powers and do all such acts and things as may be decided. Decisions taken under these provisions shall be implemented by the Executive. Without limiting the generality of the foregoing provisions of this Rule it is hereby declared that:

- a. They may from time to time take all steps and proceedings and do all acts and things they may consider advisable for carrying into effect the objects of the Federation.
- b. They may appoint or employ at their absolute discretion dismiss remove or suspend such servants or agents as they may from time to time think fit, and may determine their duties and powers and period of engagements.
- c. They may institute, conduct, defend, compound or abandon any actions, legal proceedings and demands by or against the Federation or otherwise concerning the affairs of the Federation.
- d. They may receive and sign and give effect to receipts and discharges for all debentures, dividends and securities for money debts, goods, chattels and effects which shall come to their hands or into their possession or to which the Federation may become entitled or which may become due, owing, payable or transferable to the Federation from any person or persons.
- e. They may direct the Executive to control, invest and deal with all or any of the funds or moneys of the Federation in such manner as they shall think fit and from time to time at their absolute discretion vary any such investments or realize the amount invested therein and they may deposit or bank all or any of the funds or moneys of the Federation in such bank or banks as the Federation may determine and may withdraw the same from time to time.
- f. They may direct the Executive to draw, sign, accept, endorse or otherwise deal with cheques, dividend warrants, interest notes, promissory notes or other instruments payable to the

Federation and affix the Seal of the Federation as herein provided and enter into and execute on its behalf all such documents, contracts, transfers, conveyances, leases, bonds, debentures, securities, assignments, deeds and instruments as they may deem necessary or in relation to all purposes, affairs or matters in which the Federation may be interested or concerned.

- g. The Federation may in its absolute discretion delegate to the Executive or any person all or any part of their powers or duties and may from time to time appoint special committees and sub-committees as they think fit either permanent or for such period and for such purpose or purposes as they shall determine.

**17. CONTROL AND USE OF FUNDS**

All moneys received by or on behalf of the Federation shall forthwith be paid to the credit of the Federation in an account in a recognized Bank from time to time to be fixed by the Federation and all cheques or withdrawal slips drawn on the account shall be signed by any two of the following: the Treasurer and two other members of the Executive appointed by the Executive. The Manager of the Secretariat may be appointed as a signatory.

**18. THE COMMON SEAL**

The Common Seal of the Federation shall be that approved by the National Executive and shall be retained in safe custody by the Secretary. Whenever the Common Seal of the Federation is required to be affixed to any document deed writing or other instrument it shall be affixed pursuant to a resolution of the Executive or of the Federation and every instrument to which the Seal is affixed shall be signed by the Secretary and two other members of the Executive.

**20. AUDITOR or FINANCIAL REVIEWER**

An auditor who shall not be a member of the Federation shall be elected or appointed by the Biennial Conference on the recommendation of those present. A vacancy falling in the office of auditor during the time between meetings shall be filled by a person appointed by the Executive.

**21. FINANCIAL YEAR**

The financial year of the Federation shall begin on the 1<sup>st</sup> September and end on the last day of August next following.

**22. COPY OF RULES**

Every member of the Federation shall be entitled to one copy of these Rules free of charge and further copies at a sum decided by the Committee from time to time.

**23. PECUNIARY GAIN**

No member shall receive or obtain any pecuniary gain from the property or operations of the Federation PROVIDED HOWEVER that this clause does not apply to any honorarium paid to any member of the Federation nor shall it apply to any salary paid to an employee of the Federation

**24. WINDING UP**

- a) The Federation shall be dissolved if at any Special General Meeting called for that purpose a resolution to that effect is carried by a majority of those present and entitled to vote.
- b) Such dissolution shall date from the time of such resolution.
- c) Such dissolution shall not take effect unless at a subsequent Special General Meeting called for that purpose not earlier than 30 days after the date of the meeting resolving the dissolution such dissolution is confirmed by a resolution of that effect carried by a majority of those present and entitled to vote.
- d) Upon such dissolution the surplus assets of the Federation after payment of the Federation's liabilities and the expenses of the dissolution shall be applied toward such charity or charities in such shares and proportions as the general meeting shall resolve.

**25. ALTERATION OF RULES**

- a) These rules may be altered, added to rescinded or otherwise varied or amended by a resolution passed by a two-thirds majority of those present at a Biennial Conference or a special General Meeting called for that purpose of which 21 clear days notice has been given to every member either by email or letter.

- b) Any such notice to members shall set forth the purpose for the proposed alteration addition rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.

**26. REGISTERED OFFICE**

- a) The Registered office of the Federation shall be situated at such place for the time being as shall be decided by the Executive.
- b) Notice of every change of situation of the registered office shall be duly sent to the Registrar.

**27. INTERPRETATION**

In these Rules except where a different intention appears:

- a) “**The Federation**” means the Herb Federation of New Zealand incorporated under these Rules.
- b) “**Member**” means and includes all member societies and member groups of the Federation and includes corporate bodies and all persons who are individual members in their own right.
- c) “**Meeting**” means any meeting of the Federation provided for under these Rules.
- d) “**Biennial Conference**” means every second annual general meeting of the Federation.
- e) “**Secretary**”, “**Treasurer**” and “**Executive**” mean respectively the Secretary, Treasurer and the **National Executive** of the Federation.
- f) “**Chairman**” means the person appointed to chair the Biennial Meeting **if the President is not present** pursuant to Rule 13 a) herein.