

RULES
OF
THE NEW ZEALAND
LAVENDER GROWERS’
ASSOCIATION (INCORPORATED)
Amended 10 September 2016

NAME

1. The name of the Association is The New Zealand Lavender Growers’ Association (Incorporated) (“the Association”).
2. The principal office of the Association shall be at such place in New Zealand as may from time to time be determined by the Executive Committee of the Association.

OBJECTS

3. The objects of the Association are:
 - (a) To promote the production of lavender oil and related products in New Zealand and their use in the New Zealand and other markets and to establish and foster a closer bond of unity and co-operation amongst all those engaged in the lavender oil and related products industry in New Zealand.
 - (b) To establish and maintain in New Zealand an association of growers of lavender (and persons interested in growing lavender) for the production of lavender oil and related products for the mutual benefit and assistance of the members.
 - (c) To develop and promote quality standards in relation to lavender oil and related products and their production including the establishment of rules and protocols governing the use of such standards or logo or other distinguishing mark for the production of lavender oil and related products.
 - (d) To acquire by correspondence, experiment or otherwise any knowledge that is likely to be of interest or practical service to the members of the Association and to disseminate the same to the members and other persons by all available means, in particular by the use of such agencies and meetings, demonstrations, lectures, seminars and publications.
 - (e) To acquire by lease, purchase or otherwise to hold or dispose of, for cash or on terms or deferred payment, real and personal property of every description for the purposes of the Association.

- (f) To provide and raise funds for the purpose of the Association by levies, borrowing, subscriptions, annual or otherwise, or by other means.
- (g) At the discretion of members to co-operate with any department of State, Crown Research Institute or other person or organisation which is or may be working for any of the foregoing or cognate objects.
- (h) To affiliate, take shares in, become members of or otherwise howsoever cooperate with any other person, body or organisation having similar objects and to contribute to the funds of any such body or organisation on approval of the members.
- (i) Generally to do all such things as the Association may from time to time consider beneficial to its members.
- (j) The Association shall at all times be a non-profit organisation and the foregoing objects shall be pursued in a manner consistent with this objective.

MEMBERSHIP

4. Membership of the Association shall comprise:

(a) VOTING MEMBERS

Any person who applies to the Association for membership and who grows or intends to grow lavender in New Zealand or any other country (international), for the production of lavender oil and related products.

(b) LIFE MEMBERS

Any person declared to be a life member of the Association pursuant to Rule 6.

(c) ASSOCIATE MEMBERS

Any person accepted as an Associate Member of the Association pursuant to Rule 6A

RECIPROCAL MEMBERSHIP

Any recognised Lavender association based outside of New Zealand whose interests are compatible with those of the NZLGA. No voting rights.

(d) PARTNER MEMBER

Any person accepted as a Partner Member of the Association pursuant to Rule 6B.

5. All members who are on the Register of Members of the Association as at the 30th day of the current year shall be Voting Members. Thereafter persons who wish to become Voting Members should apply to the Executive Committee which

will have the power to accept or decline such application. The decision of the Executive Committee on any such application shall be final.

6. On the recommendation of the Executive Committee the Association in general meeting may declare any person a life member of the Association to recognise some outstanding contribution by that person in furthering the objects of the Association. Life membership shall confer upon the recipient all the privileges and benefits of membership of the Association.
 - 6A Any person not involved in the growing of lavender in New Zealand for the production of lavender oil and related products may apply to the Executive Committee for acceptance as an Associate Member of the Association. The Executive Committee may, at its absolute discretion, accept or reject any such application without being required to assign any reason therefor. An Associate Member shall be entitled to such of the benefits and privileges and benefits of membership as may from time to time be specified in Bylaws made pursuant to Rule 47 of the Association's Rules.
 - 6B Any person involved in the growing of lavender in New Zealand for commercial purposes in partnership (whether formal or informal) with a Voting Member shall be entitled on application to the Executive Committee to be admitted as a Partner Member of the Association. A Partner Member shall be entitled to all the privileges and benefits of membership of the Association.
7. The annual subscription to be paid by all classes of members (other than Life Members and Reciprocal Members) shall be determined by the Association at the Annual General Meeting being such sum or sums as are recommended by the Executive Committee. All subscriptions shall become payable on the day following each Annual General Meeting.
8. Should the funds in any year be insufficient to meet the budgeted expenses of the Association, the Executive shall have power to make such levies on Voting Members as it thinks fit, but the total amount of levies made in any one year shall not exceed the amount of the annual subscriptions unless otherwise determined by General Meeting.
9. A Register of Members shall be kept by the Secretary.
10. No Member of the Association or any person associated with such 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. 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). The provisions and effect of this Rule shall not be removed from these Rules and shall be included and implied into any document replacing these Rules.

CESSATION OF MEMBERSHIP

11. Any renewing Member who is in arrears with his or her annual subscription at the cut off date of 31 October of any financial year shall be liable to be struck off the register of members (membership list).

12. Every Member on joining the Association impliedly undertakes to comply with the Rules of the Association and any rules or protocols which the Association has established governing the use of any standards, or logo or other distinguishing mark for the production of lavender oil or related products and any requirement for confidentially imposed by the Executive Committee in respect of any information, whether in writing or otherwise, produced by or for the Association and disseminated to Members. If any Member shall be in breach of such undertaking or shall be guilty of such conduct as may be detrimental to the character and interests of the Association the attention of the Member may be called to such breach or conduct and a satisfactory explanation requested by the Association. The Executive Committee may recommend to a general meeting of the Association either that the membership of such Member be suspended for a period not exceeding three (3) years or that the Member be expelled from the membership. The Association may, by a majority of seventy-five per cent (75%) of those present and voting at a Special General Meeting called for the purpose or at the next Annual General Meeting following the breach or conduct complained of, either suspend or cancel the membership of such Member. In the event of a Member being expelled that Member shall immediately cease to be a Member and the name of that Member shall thereupon be removed from the Register of Members.
13. Membership of the Association shall be determined by resignation or by being struck off the Register of Members in accordance with the last two preceding Rules.

OFFICERS

14. The officers of the Association shall be a Chairperson, Deputy Chairperson, Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. The officers shall be elected by ballot at the Annual General Meeting and shall hold office for a two year term and shall retire at the second Annual General Meeting following their election provided always that the Chairperson and Deputy-Chairperson shall retire in alternate years and the first such person to retire after the adoption of this rule shall (in the absence of agreement) be determined by lot. Any retiring officer shall be eligible for re-election. An officer must be a Voting Member.
15. The Chairperson (or in the absence of the Chairperson, the Deputy Chairperson) shall be entitled to chair all general meetings of the Association and all meetings of the Executive Committee. Should neither the Chairperson or Deputy Chairperson attend any such meeting the Members present shall elect one of their number to act as chairperson for the meeting.
16. The Secretary shall:
 - (a) conduct the correspondence of the Association;
 - (b) keep or ensure the keeping of full and correct minutes of all meetings and proceedings of the Association (including Regional Meetings) and the Executive Committee; and
 - (c) have custody of all documents of the Association.

The Treasurer shall:

keep the accounts of the Association and make up the annual statement of accounts and balance sheet of the Association.

18. Should any casual vacancy occur amongst the officers of the Association the Executive Committee shall have power to fill that vacancy. Any officer appointed to fill such vacancy shall retire at the next Annual General Meeting of the Association and shall be eligible for re-election.

EXECUTIVE COMMITTEE

19. The administration, management and control of the Association shall be vested in the Executive Committee constituted as hereinafter mentioned which shall have power to exercise all the powers and authorities of the Association for the purpose of carrying out its objects.
20. The Executive Committee shall comprise the officers of the Association and five (5) other members, one of whom shall be ordinarily resident in the North Island, one of whom shall be ordinarily resident in the South Island, and the remainder may be ordinarily resident in either Island. A member of the Executive Committee must be a Voting Member.
21. The members of the Executive Committee (other than the officers) shall be elected by Members at each Annual General Meeting of the Association and their term of office shall be two years.
22. To provide continuity of informed membership the Committee shall function on the principle of its members being elected for a two year term with one half retiring each year. Members retiring shall be eligible for re-election.
23. At the first Annual General Meeting of the Association to be held following the adoption of this Rule two (2) members of the Executive Committee (other than the officers) shall retire. The members to retire shall (unless they otherwise agree among themselves) be determined by lot. Thereafter the members to retire at each Annual General Meeting shall be those longest in office but as between members who took office on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
24. Any casual vacancy on the Executive Committee shall be filled up by the Committee and any member so chosen shall retire at the next Annual General Meeting of the Association and shall be eligible for re-election but shall not be taken into account in determining the members who are to retire by rotation.
25. If for any reason in any year there are no Committee Members elected as provided by Rule 21 hereof then the existing member shall act as a member of the Executive Committee until the close of the subsequent Annual General Meeting.
26. Any member of the Executive Committee shall forfeit that Member's position on the expiry of the Association's financial year if such member ceases to be a grower of lavender for oil production or to represent a company, partnership or other organisation growing lavender for oil production as aforesaid or if such member is absent for three (3) consecutive meetings without consent of the Executive Committee.

MEETINGS OF EXECUTIVE COMMITTEE

27. Any four (4) members of the Executive Committee shall form a quorum provided at least two (2) of the members present are officers.
28. The Executive Committee may meet together for the dispatch of business, adjourn or otherwise regulate their meetings and proceedings as they may think fit. A meeting of the Executive Committee may be held either:
 - (a) by a number of members of the Executive Committee who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
 - (b) by means of audio, or audio and visual communication by which all members participating and constituting a quorum can simultaneously hear each other throughout the meeting.
29. A resolution in writing, signed by all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents, each signed by one or more members of the Executive Committee. A facsimile of any such signed resolution shall be as valid and effectual as the original signed document with effect from completion of the transmission.

POWERS AND DUTIES OF EXECUTIVE COMMITTEE

30. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. All members of the Executive Committee shall have one vote but the Chairperson on the occasion shall have a casting vote as well as a deliberative vote.
31. Proper minutes shall be kept of all meetings of the Association and the Executive Committee and the minutes of all meetings of the Executive Committee shall be open to inspection by all members.
32. The Executive Committee shall determine who shall be entitled to sign on behalf of the Association all cheques, promissory notes, bills of exchange, receipts, contracts and other documents.
33. The Executive Committee may from time to time entrust and confer upon the officers of the Association such of the powers of the Committee under these Rules as they think fit and shall determine the duties the officers of the Association are required to perform and may as they deem expedient withdraw, revoke or vary such powers and duties.
34. The Association in general meeting or the Executive Committee may set up sub-committees of the Executive Committee for such purposes and for such periods with such delegated authority and upon such terms and conditions as shall be thought fit, such sub-committees to be comprised of Members of the Association and at least one member of the Executive Committee but with power to the Association or its Executive Committee to add non-members of the Association as advisory members without vote.

35. The borrowing powers of the Association may be exercised by the Executive Committee subject to approval of Annual General Meeting or Special General Meeting and to such limits or restrictions as shall be imposed by such Meeting.

REMOVAL OF MEMBERS OF THE EXECUTIVE COMMITTEE

36. The Association may remove any member of the Executive Committee by a resolution carried by a majority of those present and entitled to vote at a general meeting of which notice specifying the intention to propose the resolution has been fully given and the Executive Committee may suspend any member who persists in any conduct injurious to the Association. The Executive Committee shall have power to suspend any of its members then it shall submit the question of the members' conduct to the next meeting of the Association which shall have power to expel such member as the meeting thinks fit.

SUB-GROUPS

37. The Executive Committee may from time to time establish special interest sub-groups for Members of the Association who have interests not shared by the general body of membership. Where the Executive Committee establishes a special interest sub-group it will appoint a member of the Executive Committee to that sub-group to represent the interests of the sub-group in the Executive Committee.

BORROWING POWERS

38. The Association shall have power to borrow or raise money and secure payment of the same or the satisfaction or performance of any obligation or liability to be undertaken or incurred by the Association and in particular by mortgage, charge, debenture or lien upon the whole or any part of the Association's property or assets whether present or future and to pay interest on any borrowed moneys.

GENERAL MEETING OF MEMBERS OF THE ASSOCIATION

- 39 (a) The Executive Committee may at any time convene a general meeting of members of the Association and shall convene such a meeting if required so to do by a requisition in writing signed by not less than five (5) Voting Members. Any requisition as aforesaid shall specify the object or purpose of the meeting.
- (b) The Executive Committee shall within one (1) month after receipt of such requisition convene a meeting for a date not later than two (2) months after the date on which the requisition shall be received. The notice convening such meeting must be given in writing and shall give adequate information regarding the object or purpose of the meeting. At least fifteen (15) days' notice of a general meeting (whether Annual or Special) of Members of the Association whether convened after a requisition or at the instance of the Executive Committee shall be given.
- (c) The Chairperson, or in the absence of the Chairperson, the Deputy Chairperson, or in the absence of both, any member of the Executive Committee appointed for the purpose shall preside at any such general meeting or if no such member be appointed or shall be willing to preside, a Member of the Association elected at such meeting shall preside.

- (d) Only Voting Members who are not in arrears with their subscriptions or levy and who are present in person or by proxy and Life Members who are present in person shall be entitled to vote at a general meeting of the Association and each such Member shall have one (1) vote.
 - (e) Where a body corporate is a Voting Member it shall be entitled by notice in writing to the Association to appoint a representative to attend meetings of the Association and to exercise the voting rights of such body corporate Member at such meetings.
 - (f) All voting shall be by show of hands unless any Voting Member shall require a ballot. On a show of hands each Voting Member present in person shall have one (1) vote. On a ballot each Voting Member present in person or by proxy shall have one (1) vote. In the case of equality, the chairperson of the meeting shall have a casting vote as well as a deliberative vote. At any general meeting five (5) Voting Members present in person or by proxy shall form a quorum. At all general meetings a resolution shall be declared carried if passed by a majority of the Members present at such meeting (in person or by proxy) and voting on the resolution.
40. Any Voting Member shall be entitled to appoint another Voting Member to attend and vote at a general meeting of the Association on behalf of such appointing member as if the proxy were a Voting Member. A proxy must be appointed in writing signed by the appointing Member and the form of proxy must be produced to the chairperson of the meeting before the start of the meeting. The right to appoint a proxy shall be limited to matters which are referred to in the notice of meeting and which are accompanied by explanatory material sufficient to enable the member appointing the proxy to exercise an informed vote. The decision of the chairperson of the meeting as to the sufficiency or otherwise of the explanatory material shall be final and binding on all Members. No general proxies shall be allowed.

REGIONAL MEETINGS

41. Regional meetings shall be held in the North Island and the South Island at least once in each financial year of the Association and at dates to be determined by the Executive Committee. Notice of a regional meeting shall be given to each member of the Association. A regional meeting shall be chaired by a member of the Executive Committee.

FINANCIAL YEAR

42. The financial year of the Association shall end on the last day of June in each year.

ANNUAL GENERAL MEETINGS

43. The Annual General Meeting shall be held each year within four (4) months following the end of the preceding financial year of the Association on a day to be fixed by the Executive Committee. Such meeting shall be convened by notice in writing to Members. The business to be conducted at an Annual General Meeting shall be the adoption of the annual report and audited financial statements of the Association for the past year, the election of officers, the election of members of the Executive Committee, the appointment of an auditor, such other special business as the Executive Committee determines and due

notice of which is given in the notice of meeting and general business. No item of general business shall be raised or discussed at an Annual General Meeting unless fourteen (14) days prior written notice of such business has been given to Members provided always that the chairperson may at their absolute discretion allow items of general business to be discussed although prior notice of such business has not been given to Members.

FUNDS AND PROPERTY

44. The Treasurer shall have power to receive and give receipts for all legacies, subscriptions, donations, or other moneys bequeathed, made or given to the Association.

AUDITOR

45. At every Annual General Meeting an auditor shall be appointed to audit the accounts of the Association and to certify the same before they are circulated to Members. The auditor may not be a Trustee, officer of the Association or a member of the Executive Committee.

COMMON SEAL

46. (a) The Executive Committee shall provide and be responsible for the custody of the common seal of the Association.
- (b) Whenever the common seal of the Association is required to be affixed to any deed, document, instrument or writing the same shall be affixed pursuant only to a resolution of the Executive Committee in the presence of the chairperson (or any other member of the Executive Committee) together with the Secretary.

BYLAWS

47. By a majority of those present and voting at a General Meeting of the Association, after due notice of motion, may make Bylaws the better to achieve its objects and regulate its affairs, such Bylaws to be consistent with the objects and other Rules of the Association.
48. Bylaws may be amended or rescinded at general meetings after due notice of motion by a majority of those present and voting upon the resolution.
49. The Secretary shall keep a Register of Bylaws in which shall be recorded all Bylaws and amendments and rescissions thereof.

ALTERATION OF RULES

50. No existing Rule of the Association shall be altered or replaced nor shall any new Rule be added without the consent of two-thirds of the members of the Association present and voting at a general meeting specially called for the purpose and unless due notice of such proposed alteration, repeal or addition shall have been given in the manner prescribed by Rule 39 hereof for the convening of a general meeting.

51. (a) No addition or alteration of the non-profit aims, personal benefit Rule or the winding up Rule shall be approved without the prior approval of the Inland Revenue Department.
- (b) The provisions and effect of this Rule shall not be removed from these Rules and shall be included and implied into any document replacing these Rules.

DISSOLUTION

- 52, If at any general meeting a resolution for the dissolution of the Association shall be passed by a majority of Members present and due notice of the intention to propose such resolution shall have been given in manner prescribed in Rule 39 the Executive Committee shall thereupon or at such future date as shall be specified in such resolution proceed to realise the assets of the Association. After the satisfaction of all debts and liabilities of the Association any remaining property shall not be paid or distributed amongst the Members of the Association, but shall be given or transferred to some other organisation or body having objects similar to the objects of the Association, within New Zealand.