

*Agcarm Incorporated*

**CONSTITUTION AND RULES**

# CONSTITUTION AND RULES

## 1 NAME

*The name shall be "Agcarm Incorporated".*

## 2 OFFICE

*The Office of Agcarm shall be at City Chambers, 142 Featherston Street, Wellington, or at such other places as the Board may from time to time decide.*

## 3 INTERPRETATION

*In these rules unless there is something in the context inconsistent therewith:*

- *Agcarm means Agcarm Incorporated*
- *Animal health products means those substances used in the management of animals and which generally meet the definition of agricultural compounds per section 2 of the Agricultural Compounds and Veterinary Medicines Act 1997*
- *Crop protection products means those substances that control diseases, insects, pest animals and weeds that harm or destroy food and fibre crops; they may or may not be agricultural compounds per section 2 of the Agricultural Compounds and Veterinary Medicines Act 1997*
- *Organism has the meanings ascribed in section 2 of the Hazardous Substances and New Organisms Act, 1996.*
- *Industry means the industry in New Zealand, manufacturing, formulating, importing, distributing animal health and crop protection products, and organisms, together with associated technology.*
- *Distributing animal health and crop protection products, and organisms, means one or more of the associated transporting, warehousing, retailing and reselling operations.*

## 4 OBJECTS

*The broad objective of Agcarm is to advance, foster and promote, the Industry in a responsible way consistent with the public interest, and to provide a single recognised organisation with whom Government and other groups may turn for discussion on matters of common interest.*

*Specifically it will:*

- (a) *Require and ensure that its members adhere to an established Code of Conduct.*
- (b) *Advise and co-operate with Government and other interested bodies on all matters pertaining to the Industry.*
- (c) *Keep members of Agcarm informed of developments relating to their general operations, on matters of a legislative, commercial or technical nature, and represent its members' views to appropriate bodies or individuals.*

- (d) *Actively promote through the media, the safety, efficiency and value of the Industry's products in order to advance the level of public understanding and to enhance agricultural productivity.*
- (e) *Do all such things as are in the interests of the Industry and New Zealand's primary industries generally including the encouragement of scientific research, the promotion of safe and efficient handling and usage of Industry products, the conducting of Industry conventions, the extension of consumer education in the use of Industry products and the publication and distribution of matters of interest to members of Agcarm or of primary industry, or of the public generally.*
- (f) *Establish and maintain liaison with related organisations in New Zealand and overseas.*
- (g) *Represent all members collectively to promote the interests of the Industry, to create a feeling of unity and to provide assistance to individual members as appropriate.*
- (h) *Do all such things as may appear necessary or desirable, or incidental, or conducive to the attainment of any or all of the above subjects.*
- (i) *Agcarm does not promote or defend individual products, as this is the responsibility of the product registrants.*

## 5 THE SECRETARIAT

- (a) *The management of Agcarm and incidental duties including development of income and attainment of Agcarm's objectives in accordance with the Rules shall be vested in an Chief Executive to be appointed by the Board. The Chief Executive shall report to the Board at each meeting of the Committee and may be removed from office by a three-quarter majority vote by the Board.*
- (b) *The duties and salary of the Chief Executive shall be determined by the Board. The duties and salaries of other employees of Agcarm shall be determined by the Chief Executive subject to the approval of the President and Vice-President.*

## 6 FINANCIAL PROVISIONS

- (a) Financial Year

*The financial year of Agcarm shall end on 31 March each year.*

- (b) Bank Account

*The funds of Agcarm shall be banked in such bank or other financial institution in New Zealand as the Board may from time to time decide and such accounts shall be operated by persons specifically nominated by the Board in conjunction with the Chief Executive, the Chief Executive to have the power to endorse all cheques and other negotiable instruments payable to Agcarm and to issue receipts.*

- (c) Source of Funds

*Agcarm shall have power to borrow funds. Such borrowing must be sanctioned*

*by a special general meeting. Notice of any such proposals shall be circulated with the notice of meeting forwarded to members in accordance with Rule 14(c). A resolution by the majority of members present at the General Meeting shall be authority to borrow funds.*

(d) Investment of Funds

*The control and investment of funds, whether borrowed or arising from other sources, shall be the responsibility of the Board which shall have full power to invest in such manner as it from time to time thinks fit.*

(e) Subscriptions

*Subscriptions or membership fees shall be fixed from time to time by a General Meeting of Agcarm on the recommendation of the Board.*

(f) Levies

*In the event of any special expenditure being incurred or decided upon in any year by the Board or a General Meeting in connection with carrying out the objectives of Agcarm or the winding up of Agcarm, a levy may be made by the Board or a General Meeting to meet such expenditure.*

(g) Auditor

*The accounts and financial statements of Agcarm shall be audited/reviewed annually and reported upon by an auditor/reviewer appointed by the Annual General Meeting and who shall hold no other office in Agcarm. If a vacancy should occur in the office of the auditor/reviewer during any year, the Board shall appoint an auditor/reviewer to hold office until the next Annual General Meeting.*

## 7 MEMBERSHIP

(a) Full membership

*Membership of Agcarm may be granted to any person or corporate body or organisation under one of the following categories:*

(i) *Manufacturer Member*

*Where the principal income of the applicant is derived from the sale of its own registered animal health and/or crop protection products and/or organisms.*

(ii) *Distributor Member*

*Where the income of the applicant is derived from the resale of other companies' (proprietors') registered animal health and/or crop protection products and/or organisms.*

(iii) *Associate Member*

*Where the applicant does not qualify for membership under categories (i) or (ii) alone but agrees to support the objectives of Agcarm; there to be two sub-categories of Associate Membership, 1) Individual Associate Membership, where the applicant is a consultant sole, individual*

*Growsafe trainer, etc, and 2) Corporate Associate Membership, where the applicant does not qualify for Individual Associate Membership.*

(b) Life Membership

*Life membership may be conferred upon any person in recognition of outstanding service to Agcarm and/or the Industry, on the recommendation by unanimous vote of the Board, at any Annual General Meeting of Agcarm.*

*The status of life members shall be honorary, non-voting and non-elective to any office of Agcarm. They shall be entitled to receive notices of and attend all General Meetings of Agcarm and may continue to be the representative of membership categories (i) (ii) or (iii), and in this capacity shall not only retain the rights of each class of member, but also be eligible for election to Agcarm office.*

(c) Application for Membership

*Application for all categories of membership shall be in writing to the Chief Executive of Agcarm on a form prescribed by the Board confirming that the applicant will abide by all rules, regulations and decisions of Agcarm. All applications shall be considered by the Board and may be approved or declined at the absolute discretion of the Board.*

(d) Resignation from Membership

*Any member may resign from Agcarm by giving to the Chief Executive one month's notice in writing to that effect. Such member shall be liable for the payment of all subscriptions and levies due as at that date. On cessation of membership otherwise than by dissolution of Agcarm, a member shall cease to have any right, title or interest in the funds, properties or affairs of Agcarm.*

(e) Termination of Membership

*The membership of any member may be cancelled by the Executive Committee:*

- (i) Upon cessation of any member's qualification of conditions set out in Rules 7(a) or (b);*
- (ii) If such member shall make default for a period of three calendar months in payment of any subscription or membership fee or part thereof due by that member, or the discharge of any other obligation due by that member to Agcarm however arising, such member to be liable for the payment of all subscriptions and levies due as at the date of the Board's decision to cancel the membership of that member.*
- (iii) If such member becomes bankrupt or of unsound mind assigns that member's estate for the benefit of his creditors or becomes a protected person in terms of the Aged and Infirm Persons Act 1912.*
- (iv) If the member breaches the provisions of Agcarm's Code of Conduct.*

(f) Suspension or Expulsion from Membership

*Any member suspended or expelled pursuant to the provisions of Rule 7(e) (iv) shall have a right of appeal to a meeting of Agcarm members and the Chief Executive shall upon receipt of notice from such member of intention to appeal, summon a General Meeting of members to be held within one month after*

*receipt of such notice, for the purpose of determining the case and the decision of such meeting shall be final.*

(g) Commencement

*This Rule shall apply with effect from 1 August 2004.*

## 8 OFFICERS

(a) *Agcarm shall be governed by an Board of up to eleven (11) members' representatives consisting of:*

- *President*
- *Vice-President*
- *Immediate Past President or, in the absence of such a person able to act as such, a person nominated and elected at an annual general meeting to hold that position*
- *Five (5) nominations from manufacturer members*
- *Two (2) nominations from Distributor Members*
- *One (1) nomination from Associate Members provided that category has at least five (5) Members.*

(b) *All officers shall be elected at the Annual General Meeting.*

(c) *Term of office will be a minimum of 2 years for the manufacturer, distributor and associate members*

*(d) Nominations for members of the Board, including the offices of President and Vice-President, shall be in the hands of the Chief Executive not later than fourteen (14) days prior to the Annual General Meeting. In the event that there are insufficient nominations for the prescribed positions on the Board, the Chief Executive may call for late nominations at the Annual General Meeting, for those positions where a shortfall existed when nominations closed.*

*Either the President or the Vice-President, or both, may continue in office in the event of nominations not being received for either or both of those positions.*

## 9 RESPONSIBILITIES OF PRESIDENT, VICE-PRESIDENT AND BOARD

(a) *The responsibilities of the President shall be to preside at all Board and General Meetings of Agcarm and to report upon all transactions and negotiations affecting the work of Agcarm.*

(b) *The responsibilities of the Vice-President shall be to assist the President and in the absence of the President, to act in his or her stead, in which case he or she shall exercise the powers and duties of the President.*

(c) *In the event of the death or resignation of the President, the Vice-President shall automatically assume the office of President, and shall hold this office until a new President is elected at the next Annual General Meeting. The Board shall have power to fill any vacancy for Vice President from the membership of the Board then in office.*

- (d) *In the event of the resignation of a member of the Board, the replacement shall be by postal vote, or at a forthcoming Annual or Special General Meeting if either of these fall within two months of the resignation. If a postal vote is necessary, then a fourteen day deadline will be placed on nominations and a further fourteen day deadline on voting.*
- (e) *The Board may appoint Sub-Committees to advise it (the Board) in matters pertaining to any particular sector of the Industry. The Chairperson of any Committee established shall be appointed by the Board.*
- (f) *The Board shall pursue the general objectives of Agcarm, and be guided by the wishes of members as expressed at General Meetings.*

## 10 REMOVAL OF OFFICERS

- (a) *Any officer may be removed from office or position by vote of a special meeting of Agcarm called for that purpose.*
- (b) *Any person appointed by the Board may be removed from office by the vote of the Board at any time.*

## 11 BOARD MEETINGS

- a) *Fourteen (14) clear day's notice of Board meetings shall be given to members of the Board, provided that it shall be within the power of the President, through the Chief Executive, to call meetings of special urgency without compliance with this provision.*
- b) *The Chief Executive shall call meetings of the Board upon the request of the President, or of any two (2) other Members of the Board.*
- c) *At all Meetings of the Board, four (4) shall form a quorum.*
- d) *Decisions at Board meetings shall be by show of hands.*
- e) *Board members are permitted to send a non-voting Alternate to Board meetings. An Alternate may be named when the member is unable to participate in the meeting due to other commitments. The Alternate must be a member of the same member company. Appointment of an alternate must not result in greater costs to Agcarm in terms of reimbursement of travel fares. Each Board member is permitted to name an Alternate to attend up to a maximum of two meetings in a June year.*

## 12 SUB-COMMITTEE MEETINGS

*Sub-Committee meetings shall be called by the Chief Executive on the request of the Board or appointed Chairperson.*

## 13 EXPENSES TO BOARD

*Every member of the Board attending Board meetings may be entitled to receive, if not resident in the town where the meeting is held, actual travel fares.*

## 14 GENERAL MEETINGS

- (a) *An Annual General Meeting shall be held at such time and place as the Board may determine, but no later than 30 September each year.*
- (b) *A Summer General Meeting shall be held at such time and place as the Board may determine, but no later than 31 March each year.*
- (c) *Special General Meetings may be held by order of the Board, or on the request of four (4) members. Meetings so ordered shall be held within one month of receipt of the properly constituted report.*
- (d) *All individual members qualifying for membership under Rule 7 may attend Annual, Summer or Special General Meetings and shall have voting power in accordance with Rule 15. General Meetings shall be called by notification from the Chief Executive to members and shall be posted fourteen (14) clear days before the date of the meeting, provided that this rule may be waived by the Board in cases of urgency.*
- (e) *At all General Meetings eight (8) members qualifying for membership under Rule 7(a) shall form a quorum.*
- (f) *At all General Meetings the presiding Chairperson shall have the right to declare, at any stage of the meeting, that the meeting shall continue "in committee", and upon such declaration, Associate and Introductory members shall retire from the meeting and shall have no right to attend any General Meeting while it is "in committee".*

## 15 VOTING AT GENERAL MEETINGS

- (a) *Only financial Manufacturer and Distributor Members shall be entitled to vote. Where any member is represented by more than one person, that member shall be entitled to record one vote only.*
- (b) *Motions put to any General Meeting shall be decided in the first instance on the voices or by show of hands or should the Chairperson of the meeting so decide, a vote may be taken by ballot.*
- (c) *The decisions of the General Meeting shall be final and binding on all members of Agcarm.*

## 16 COMMON SEAL

*The Common Seal of Agcarm shall be under the control and custody of the Chief Executive and the said Seal shall not be affixed to any documents except by resolution of the Board. The Seal shall be affixed in the presence of any two (2) members of Agcarm.*

## 17 ALTERATIONS OF RULES

*Any alteration, amendment or addition to these rules, may be made at any General Meeting. Suggested alterations, amendments or additions shall be notified to the Chief Executive at least thirty (30) days before the date of the Meeting, at which they will be given consideration and the Chief Executive shall immediately notify members of the details of any such suggestion.*



## 18 WINDING UP

- (a) *Any resolution to wind up Agcarm must be carried by a majority vote of members at a General Meeting specially called to consider the matter.*
- (b) *The resolution adopted in 18(a) shall be confirmed at a subsequent meeting of members called together for the purpose, held not earlier than thirty (30) days after the date on which the resolution so as to be confirmed was passed.*
- (c) *If upon the winding up or dissolution of Agcarm and settlement of all liabilities there remain any assets, these shall be dealt with as directed by the General Meeting provided no member of Agcarm shall receive any pecuniary gain on such winding up.*

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