

**CONSTITUTION OF
“LandWISE INCORPORATED”**

**CONSTITUTION OF
“LandWISE INCORPORATED”
(BEING AN INCORPORATED SOCIETY IN TERMS OF
THE INCORPORATED SOCIETIES ACT 1908)**

- 1 NAME
- 1.1 The name of the society is "**LandWISE Incorporated**" (the "Society").
- 2 OBJECTS
- 2.1 The objects of the Society shall be undertaken for the benefit of New Zealand and are as follows:
 - 2.1.1 To provide leadership and support to the society's members and other stakeholders in the cropping sector and associated industries for the development and promotion of sustainable crop production.
 - 2.1.2 To provide opportunities for education and the transfer and sharing of information by compiling and publishing relevant information resources, initiating, organising and publicising field days, seminars, conferences, meetings and discussion groups and by such other means as are deemed appropriate.
 - 2.1.3 To identify, assess, develop and introduce crops and crop management systems, practices and other technologies that offer economic benefits to members and the wider community while maintaining or enhancing the quality of natural resources.
 - 2.1.4 To undertake and have undertaken trials and research work on the improvement and development of crops and cropping practices and associated activities that support a sustainable cropping industry.

- 2.1.5 To promote the results of research work to interested individuals, groups, companies and organisations with a view to the sharing and dissemination of research information to those already involved in the cropping industry and those wanting to become involved.
- 2.1.6 To encourage the development of local expertise and adoption of best practices among land users, ancillary industries, service organisations, regulatory authorities and researchers, including those already involved in the cropping industry and those wanting to become involved.
- 2.1.7 To obtain funding to fulfil the objects of the society.
- 2.1.8 To confer, liaise and communicate with all other persons, organisations and public bodies in New Zealand and elsewhere to promote and advance the objects of the society.
- 2.1.9 To do all such things as are incidental or conducive to the attainment of the above objects or any of them and to promote any other activity not repugnant to these objects.
- 2.2 Notwithstanding any of the objects set out in clause 2.1 the Society is prohibited from providing any financial assistance, directly or indirectly by way of pecuniary gain to any individual or organisation, except where such financial assistance is provided pursuant to a contract for the provision of goods or services at commercial rates where those goods or services are provided specifically in pursuit of the objects of the Society.

"This is the document marked "A" referred to in the annexed declaration of () made at () this day of 2003 before me".

3 MEMBERSHIP OF THE SOCIETY

- 3.1 Membership of the Society is open to such persons or incorporated bodies that declare an interest in sustainable cropping and the objects of the Society and pay the annual subscription or other subscription as the Society shall from time to time fix in Annual General Meeting in respect of each class of membership.
- 3.2 Membership may include but is not restricted to farmers, land owners, researchers, process, export and service industry representatives, consultants, students and government officers.
- 3.3 Applicants shall be accepted either as a Full Member or as an Associated Member on the vote of 75% of those present at a meeting of the Board in its absolute discretion.
- 3.4 A Full Member shall have full voting rights at all Annual General Meetings and Special General Meetings. Associate Members shall not have voting rights at Annual General Meetings and Special General Meetings but may have speaking rights at the absolute discretion of the Chairperson of the meeting, and the Chairperson shall be entitled to remove the speaking rights at any time.
- 3.5 Each person's membership shall commence on the date of the qualifying subscription under Clause 3.1 above and shall expire three months after the end of the Society's financial year unless renewed by a further qualifying subscription.
- 3.6 Any member may resign from membership of the Society by giving the Secretary of the Board notice in writing to that effect and every such notice shall unless otherwise expressed take effect from the end of the subscription year then current provided that the member is not in arrears of contributions at the date of tendering their resignation.

- 3.7 The Board may at any time by letter invite any member within a specified time to retire for breach of these rules or for conduct not in keeping with the objects and spirit of the Society.
- 3.8 In default of withdrawal Clause 3.5 the question of expulsion of such member shall be submitted to an Annual General Meeting or Special General Meeting to be held within three (3) months from the date of such letter.
- 3.9 At such meeting under Clause 3.6 the member whose expulsion is under consideration shall be allowed to offer an explanation verbally and/or in writing and if two thirds of the members present entitled to vote shall vote for expulsion such member shall forthwith cease to hold membership of the Society but without being released from any antecedent liability to the Society, providing that voting at any such meeting shall be by ballot if demanded by a majority of those present.
- 3.10 All members of the Society shall be held to consent to and be bound by this Constitution and Clauses and shall not be entitled to appeal to any Court of Law because of anything done or omitted to be done under these provisions.
- ### 4 ENTRANCE FEES, ANNUAL SUBSCRIPTIONS
- 4.1 The Society in Annual General Meeting shall have power to determine the amount of subscription payable by any new member in respect of each class of membership of the Society and the amount of annual subscription payable by each class of membership (including life membership) of the Society.
- 4.2 A member shall not be entitled to vote subject to Clause 3.2 or take advantage of membership in anyway until their subscription and/or arrears in subscription shall have been paid.

5 THE BOARD

5.1 The Society shall be controlled and its affairs shall be managed and administered by a Board of members which shall constitute the governing authority of the Society (the Board). The members below shall constitute the Board and shall hold office subject to the terms of this Constitution.

6 NUMBER OF BOARD MEMBERS

6.1 The number of Board members shall be not more than eight (8) and not less than seven (7) and the following members shall constitute the Board:

- At least four (4) Full Members who are active cropping farmers
- At least one (1) Full Member representing the food processing or crop marketing sectors
- At least one (1) Full Member representing science or research interests
- At least one (1) Full Member representing local government resource management
- Other Full Members up to the maximum number of eight (8)

6.2 One member may represent up to two (2) of the provisions listed in 7.1 above.

6.3 Where a suitable nomination for any of the Board members listed in 7.1 above cannot be found from among the membership the position may be left unfilled or a substitute position may be created at the discretion of those members present.

6.4 In addition to the foregoing, the Board has the right at any time to co-opt up to two (2) "non-elected members" who need not be Full Members to assist in achieving the objects of the Society with any such "non-elected members" having voting rights at meetings of the Board.

7 ELECTION OF BOARD MEMBERS

7.1 Members of the Board shall be Full Members who shall be elected at the Annual General Meeting.

7.2 In selecting Board members the Society shall endeavour to ensure representation reflects the regions of New Zealand where LandWISE is most active.

7.3 Where possible the Society shall seek Board members who may also represent other national organisations whose objects are in line with the objects of the Society.

7.4 The term of Board membership shall generally be for three years.

7.5 At the Annual General Meeting one third of the members for the time being holding office shall retire by rotation and those positions shall be open for nomination.

7.6 Retiring Board members shall be eligible for reappointment if offering themselves for reappointment unless at the meeting it is expressly resolved to not fill the vacated office or unless a resolution for the reappointment of that Board member is put to the meeting and lost.

7.7 Any Full Member shall be eligible for appointment to the office of Board member at an Annual General Meeting provided that notice in writing of nomination signed by the nominee and one nominator who is also a Full Member is left with the Secretary of the Board fourteen (14) days before the date appointed for the meeting.

7.8 The Annual General Meeting may at its discretion accept additional nominations by Full Members from the floor or by way of letter to the meeting signed by the nominee and the nominator who is also a Full Member.

8 REPLACEMENT OF BOARD MEMBERS

8.1 The Board members elected under clause 7.1 shall hold office for a term of three years until the next Annual General Meeting or until such member

- Resigns
- Dies
- Is declared bankrupt
- Is imprisoned
- Is a person to whom an order made under Section 382 of the Companies Act 1993 applies
- Is a person who is or is deemed to be subject to a compulsory treatment order made under Part II of the Mental Health (Compulsory Assessment and Treatment) Act 1992 or a person in respect of whom an order has been made under Sections 30 or 31 of the Protection of Personal and Property Rights Act 1988.
- Is absent from three (3) consecutive meetings of the Board without leave of the Board.

8.2 Any Board member may be released or dismissed from time to time by resolution of the Board by reason of ill health, and may resign from office by giving not less than one calendar month's written notice to the Board at any time.

8.3 The Board shall have the power to appoint a Full Member to fill any casual vacancy of an elected member of the Board until the next Annual General Meeting. Subject to maintaining the representation in clause 7.1, any new or substituted Board member must be approved by simple majority of the Board.

9 POWERS OF THE BOARD

9.1 The Board shall manage the affairs of the Society and control and direct its operations so that the purpose and objects of the Society shall most effectively be achieved and the same shall have power in addition to the powers conferred on the Society by law pursuant to the provisions of the Incorporated Societies Act 1908 or otherwise to do and perform any of the acts and things set out in the Schedule.

10 OFFICERS OF THE BOARD

10.1 The Board shall elect one of their members as Chairperson.

10.2 The Board may delegate such powers of the Secretary and Treasurer to a duly appointed Manager as they shall see fit

10.3 Notwithstanding Schedule Powers Clause 2, the Board may pay a reasonable level of remuneration to the chairperson for their professional services to the Society.

11 MANAGER

11.1 The Chairperson shall appoint a Manager after consultation with the Board on such terms and conditions as determined by the Board.

11.2 The Manager shall be responsible to the Board through the duly elected Chairperson.

11.3 The Manager will perform such duties/functions as the Board determine from time to time as set out in the Manager's employment contract, and will report directly to the Board at each meeting of the Board.

12 COMMITTEES OF THE BOARD

- 12.1 The Board may from time to time appoint committees which may comprise members of the Board and any other suitable person or persons for the purpose of supervising any work or works authorised by the Board or making enquiries into any activity or proposed action of the Board.
- 12.2 Any committee appointed by a resolution passed at a meeting of the Board may without confirmation by the Board exercise or perform the delegated powers or duties in like manner and with the same effect as the Board itself could have exercised or performed then but subject to any limitations imposed by the Board resolution of appointment.
- 12.3 Any committee to whom the Board has delegated powers or duties shall be bound by the charitable terms of this Constitution.
- 12.4 Every such delegation shall be revocable at will and no such delegation shall prevent the exercise of any power or the performance of any duty by the Board.

13 MEETINGS OF THE BOARD

- 13.1 The Board may hold meetings from time to time at any convenient time and place as the Chairperson or Manager on instruction from the Chairperson respectively shall decide and such meetings of the Board may be held in person, by conference call, or by way of signed resolution by email or facsimile or letter.
- 13.2 Meetings of the Board will be held as and when convened by the Chairperson or Manager, or on the requisition of any two (2) members of the Board stating the purpose for which such meeting is required, and in any event there must be no less than four (4) meetings of the Board during each financial year of the Society.

- 13.3 Forty eight (48) hours notice of any such meeting of the Board shall be given to all Board members in such a manner as the Board shall from time to time determine provided that such notice may be waived by unanimous consent of Board members.

14 PROCEEDINGS OF THE BOARD

- 14.1 The Chairperson shall preside as chair of every meeting of the Board. If at any such meeting the Chairperson is not present within fifteen (15) minutes of the time appointed for holding the meeting or is unwilling or unable to act as Chairperson the Board members present shall choose someone of their number to act as Chairperson for that meeting.
- 14.2 No business shall be transacted at any meeting unless a quorum of the Board members is present at that time when the meeting proceeds to business.
- 14.3 The quorum for any meeting of the Board shall be four (4) of the members comprising the Board.
- 14.4 The Board members shall keep minutes of all their proceedings in relation to the Society and the production of any minute so recorded purporting to be signed by the Chairperson or Acting Chairperson for the time being of the Board shall be prima facie evidence of the matters referred to in such minute having been authorised done or passed by the Board.

15 EXPENDITURE

- 15.1 The Board shall have the government control and management of the Society's funds and all property at any time affected by this Constitution but the Board members shall not allow any assets income or profits of or in connection with the Society's property at any time to be distributed between or among or paid to the Board members or any of them provided however that the Board members may be paid at a fair and reasonable rate out of pocket expenses incurred by them in connection with the Society's property or its administration.

16 ACCOUNTS

- 16.1 The Board shall cause true accounts to be kept in such manner as it thinks fit for all receipts, credits, payments and liabilities and other matters necessary to show the true and accurate state and condition of the Society and its assets/liabilities.
- 16.2 Such accounts shall be open to the inspection of any member of the Board and any Full Member of the Society with the consent of the Board or any person appointed by it who may make copies of or extracts from the same.
- 16.3 All moneys collected or raised by the Board and belonging to the Society shall be paid into an account or accounts in the name of the Society at such bank or banks the Board shall from time to time determine.
- 16.4 Cheques drawn on the said account or accounts shall be operated upon the authority and signature of the Manager and Chairperson or other such officers appointed by the Board provided however than not less than two persons shall sign all cheques or other forms of drawing against the accounts as the Board may from time to time authorise.

- 16.5 The Board shall appoint a Chartered Accountant to Review the annual accounts of the Institute.

- 16.6 The financial year of the Society shall end at 31 March each year.

- 16.7 Within three (3) calendar months from the end of each financial year of the Society the Board will present an annual report, the financial statements of the Society, and the reviewer's report for consideration at an Annual General Meeting of the Society.

17 MEETINGS OF THE SOCIETY

Annual General Meeting

- 17.1 The Annual General Meeting of the Society shall be held not later than the end of July each year for the purpose of transacting the following business:
- 17.1.1 To receive and if thought fit to adopt from the Board Chairperson the Annual Report, Statement of Financial Performance and Statement of Financial Position for the past financial year pursuant to Clause 17.7.
- 17.1.2 To elect members of the Board for the ensuing year pursuant to Clause 8.
- 17.1.3 To consider and decide upon any notice of motion which shall have been given in writing to the Secretary of the Board at least fourteen (14) days before the date of the meeting.
- 17.1.4 To transact any other business which may legally be dealt with at such meeting.

Special General Meeting

- 17.2 Special General Meetings of members of the Society may be held at such time and at such place as the Board may appoint. The Manager shall prepare a written agenda for the meeting which shall be available prior to the commencement of the meeting.
- 17.3 A Special General Meeting shall be called upon requisition in writing signed by five (5) Full Members of the Society being given to the Manager. Such requisition must contain a copy of the resolution which it is proposed to put before the meeting.
- 17.4 The Chairperson shall advise Full Members of the time and place of the Special General Meeting and the business to be transacted but if they fail to do so within seven (7) days of receiving the requisition then the Manager shall do so.

Notice

- 17.5 At least seven (7) days notice of the time and place of the Annual General Meeting of the Society and at least five (5) days notice of the time and place of any Special General Meeting of the Society shall be advised in writing to all Full members.
- 17.6 The notice of the Annual General Meeting shall include the purpose of any motion received under Clause 18.1.4.
- 17.7 The notice calling any Special General Meeting shall clearly indicate the business intended to be discussed and no other business shall be dealt with at such meeting.
- 17.8 The accidental omission to give notice of any meeting to any person entitled to receive notice or the non-receipt of any such notice by any such person shall not invalidate the proceedings of such meeting.

18 MEETING PROCEDURE

- 18.1 At all Annual General Meetings and Special General Meetings of the Society twelve (12) Full Members shall constitute a quorum.
- 18.2 If a quorum is not present within half an hour of the time for which an Annual General Meeting or Special General Meeting has been called such meeting shall stand adjourned until such date, place and time as the Chairperson may direct and if twelve (12) Full Members shall not be present at the time appointed for such adjourned meeting then those present shall constitute a quorum and the meeting shall be held as herein provided.
- 18.3 At all Annual General Meetings and Special General Meetings the Chairperson of the Board, and in their absence or inability any other duly elected Chairperson at the meeting shall take the Chair.
- 18.4 At all Annual General Meetings and Special General Meetings each Full Member subject to Clause 3.2 shall have one (1) vote which must be given personally.
- 18.5 Voting shall be on the voices but the Chairperson or any member entitled to vote may require a division to be taken by either a show of hands or by a ballot. Where a ballot is required the meeting shall appoint two (2) of its number as scrutineers.
- 18.6 The Chairperson for the time being shall in all cases of equal voting (except in elections) have a casting vote as well as a deliberate vote. In the case of equal voting in an election the same shall be decided by lot.

19 ALTERATION TO CONSTITUTION

- 19.1 No amendments or additions to this constitution can be made except by a majority of at least two thirds of the total number of Full Members at a Special General Meeting of the Society of which no less than five (5) days' written notice has been given to each Full Member in the manner provided for under Clause 18.5.
- 19.2 No amendments, additions or other alterations to this constitution shall be approved if it affects the charitable objects, Expenditure Clause (16.1) and the Dissolution Clause (23.2) or are inconsistent with the objects of the Society.

20 COMMON SEAL

- 20.1 The Society shall have a common seal in the name of the Society which will be kept in the custody and control of the Manager and will be affixed by him/her only upon the authority of the Board to such documents as are signed by the Chairperson and Manager or in such other manner as the Board may decide.

- 20.2 Any deed or other instrument so sealed and attested are deemed to be properly executed and binding on the Society. A schedule of all documents to which the seal has been affixed shall be tabled at each Board meeting.

21 REGISTERED OFFICE

- 21.1 The registered office of the Society shall be
c/- Page Bloomer Associates Ltd,
20 Selwyn Rd,
Napier
or such other place as the Board may from time to time determine.

22 DISSOLUTION

- 22.1 If in the opinion of the Board it shall become no longer possible or feasible to carry out the objects of the Society then the Society may be wound up by resolution at an Annual General Meeting or Special General Meeting of members called for that purpose and then only after a notice of motion of which at least three (3) months written notice has been given to each member in the manner provided in Clause 18.5.
- 22.2 Any motion to wind up, and the means by which disposal of the funds and property of the Society will be carried out, must be passed by a simple majority of Full Members at that meeting provided that the assets of the Society shall not, on winding up, be paid to or distributed amongst the members, but shall be given or transferred to such other institutions or institutions with charitable objects similar to those of the Society within New Zealand.
- 22.3 A second meeting must be held 30 days after any such motion to wind up the Society has been passed at which the resolution to wind up the Society must be confirmed.

SCHEDULE

Powers

- 1 The Board shall have powers as established under 6.1 and set out below:
 - 1.1.1 to control, administer and manage the property, funds and affairs of the Society;
 - 1.1.2 to accept the custody, control and management of any real or personal property which may be bequeathed, donated or otherwise acquired by the Society for its benefit, provided that any such property must be used exclusively for the purposes and objects of the Society;
 - 1.1.3 to borrow or raise money from time to time (with or without security) for the purposes of the Society.
 - 1.1.4 to exercise the statutory powers of investment set out in the Trustee Act 1956:
 - 1.1.5 to raise money and obtain property or assets for the furtherance of the objects of the Society in such manner as the Board may from time to time determine, and to accept contributions, collections, donations, bequests, gifts, grants and subsidies from third parties for such purposes;
 - 1.1.6 to appoint a "manager", and such other staff as the Board may determine to be required for the purposes of the objects of the Society, on such terms as to employment and remuneration as the Board consider to be fair, reasonable and proper;
 - 1.1.7 to seek and obtain such advice and services as the Board may determine, provided that all payments for such advice or services are fair, reasonable and proper;
- 1.1.8 to do all such further things as may be necessary in the opinion of the Board to give effect to the objects of the Society;
- 1.1.9 to adopt and enforce such by-laws or practices (being consistent with the objects of the Society) as the Board may determine for the proper administration and management of the affairs of the Society provided that this power does not entitle the Board to effect any alteration to the terms of this constitution;
- 1.1.10 to co-opt representatives of appropriate organisations in an advisory (non-voting) capacity.
- 2 No member or representative of a member may derive any private, personal or pecuniary profit from the business and investments of the Society provided that this does not prevent any member (or any representative of a member) from being engaged to provide professional or other goods/services to the Society at then current commercial rates having regard to the nature of the goods/services provided.
- 3 No member or representative of a member shall be subject to any personal action except as the result of some fraudulent act, wilful breach or omission which causes some form of financial loss to the Society or inhibits its objects and purposes, and each member or representative of a member shall be indemnified by the Society from and against all losses and expenses properly incurred by him/her in or about the proper discharge of his/her respective duties.