

CONSTITUTION OF THE NEW ZEALAND TRUFFLE ASSOCIATION INCORPORATED

September 2021



1 NAME

The name of the Association is THE NEW ZEALAND TRUFFLE ASSOCIATION INCORPORATED (referred to in these Rules as the 'Association').

2 DEFINITIONS

In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the Members of the Association held once per year which, among other things, will receive and consider reports on the Association's activities and finances.

'Associated Person' means a person who:

- may obtain a financial benefit from any matter being dealt with by any Member (as an Executive Member, or in any General Meeting, or otherwise for the Association) where that person is the spouse, civil union partner, de facto partner, child, parent, or sibling of that Member,
- may have a financial interest in an entity or with a person to whom any matter being dealt with by any Member (as an Executive Member, or in any General Meeting, or otherwise for the Association) relates,
- is a partner, director, officer, board member, or trustee of a person or entity who may have a financial interest in a person to whom any matter being dealt with by any Member (as an Executive Member, or in any General Meeting, or otherwise for the Association) relates,
- may be interested in the matter because the Association's constitution so provides.

but no such Member shall be deemed to have any such interest:

- merely because that Member receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or

- if that Member's interest is the same or substantially the same as the benefit or interest of all or most other members of the Association due to the membership of those members; or
- if that Member's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that Member in carrying out that Member's responsibilities under the Act or the Association's constitution.

'Chair / President' means the Executive Member responsible for, among other things, overseeing the governance and operations of the Association and chairing Executive and General Meetings.

'Clear Days' means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

'Deputy Chair / Vice President' means the Executive Member elected or appointed to deputise in the absence of the Chair / President.

'EEMM' means edible ectomycorrhizal mushrooms

'Executive' means the Association's governing body.

'Executive Member' means a member of the Executive, including the Chair / President, Secretary and Treasurer.

'Full Member' means a person properly admitted to full membership of the Association who has not ceased to be a full member of the Association.

'General Meeting' means either an Annual General Meeting or a Special General Meeting of the Association.

'HEA' means the Horticultural Export Authority created under the Horticultural Export Authority Act 1987

'Matter' means (a) the Association's performance of its activities or exercise of its powers; or (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Association.

'Notice' to Members includes any notice given by post, courier or email.

'Register of Interests' means the register of interests of Executive Members kept under these Rules.

'Register of Members' means the register of Members kept under these Rules.

'Rules' means the rules in this document.

'Secretary' means the Executive Member responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Executive meetings.

'STNZL' means Southern Truffles New Zealand Ltd, a wholly owned company of the

Association

'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

'Treasurer' means the Executive Member responsible for, among other things, overseeing the finances of the Association.

'Voting Member' means a Full Member or Life Member who is not disqualified for non-payment of any sum owing to the Association and is entitled to be present in person at a General Meeting or attend by electronic means, or be represented by a valid proxy or other authorised representative.

3 EXCLUSIONS

The Association will not operate for the purpose of, or with the effect of:

- any Member of the Association deriving any personal financial gain from membership of the Association, other than as may be permitted by law, or
- returning all or part of the surplus generated by the Association's operations to Members, in money or in kind, or
- conferring on Members any kind of ownership in the Association's assets

but the Association will not be considered to operate for the financial gain of Members if it merely :

- engages in trade,
- for matters that are incidental to the purposes of the Association, pays a Member of the Association that is a body corporate that is not, or are the trustees of a trust that is not, carried on for the private pecuniary profit of any individual,
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Association or while pursuing the Association's purposes,
- provides benefits to members of the public or of a class of the public and those persons include Members or their families,
- pays a Member a salary or wages or other payments for services to the Association on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or on terms less favourable to the Member than arm's length terms),
- pays any Member interest at no more than current commercial rates on loans made by that Member to the Association, or

- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Association.

4 ACTS AND REGULATIONS

Nothing in this Constitution authorises the Association to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

5 REGISTERED OFFICE

The Registered Office of the Association shall be at such place in New Zealand as the Executive from time to time determines. Changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in the form and as required by the Act.

6 POWERS

In addition to its statutory powers, the Association :

- may borrow money,
- may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- may invest in any investment in which a trustee may lawfully invest.

MEMBERS

7 MINIMUM NUMBER AND CLASSES OF MEMBERS

The Association shall maintain the minimum number of Members required by the Act.

There shall be five classes of membership as follows:

- i. **Full Membership** – New Zealand resident truffle and EEMM growers, distributors, exporters, nursery operators or scientists actively engaged in the business of truffle growing, sale or distribution, export, production of truffle and EEMM infected plants or in research on truffles and EEMM. The determination of whether an applicant is so engaged in such business or is a resident of New Zealand is absolutely within the discretion of the Executive. For the avoidance of doubt there shall only be 1 voting member for each Full membership
- ii. **Associate Membership** – being all other persons interested in New Zealand truffles and EEMM. The determination of the sufficiency of interest in NZ truffles is absolutely within the discretion of the Executive. Associate Members may attend, but shall not have the right to vote, at any General Meeting and will not be entitled to have access to confidential research material conducted on behalf of the Association except at the discretion of the Executive.

- iii. **Life Membership** - persons who in the opinion of the Executive have made a unique and outstanding contribution to the advancement of the truffle or EEMM growing industry in New Zealand. Life Members shall have the same powers and privileges of membership as Full Members, including the right to hold office and vote.
- iv. **Corporate Membership** – entities interested in New Zealand truffles and EEMM who in the opinion of the Executive are suitable to be members on such terms as the Executive shall decide. Corporate members shall nominate a single individual as their representative.
- v. **Overseas Membership**- being overseas persons interested in New Zealand truffles and EEMM.

8 BECOMING A MEMBER

An applicant for membership must complete and sign a written application form in which they consent to becoming a Member of the Association and make a declaration they will abide by the Rules and supply any information, or attend an interview, as required by the Executive. If the applicant is a company or other body corporate, the declaration shall be made by an officer or representative of that entity, having duly declared that officer or representative's authority to make such declaration. If the Applicant is a Trust or Partnership recognised by the Association, each Partner or Trustee shall join in the Declaration.

The Executive may accept or decline an application for membership in its absolute discretion. The Executive must advise the applicant of its decision (but is not required to provide reasons for that decision). If the application is declined, the membership fee will be refunded.

Membership of the Association will only take effect after any initial subscription has been paid.

9 DISCLOSURE AND LIMITATIONS

Every Member shall provide the Association with that Member's name and contact details (including postal address, telephone number(s), and email address) and promptly advise the Association of any changes to those details.

Any Member that is a company or other body corporate or partnership or trust shall provide the Secretary with the name and contact details of a single person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Association, nor the right to make any statement, claim or commitment on behalf of the Association.

10 OBLIGATIONS AND RIGHTS

All Members (including Executive Members) shall promote the interests and purposes of the

Association and no Member shall do anything to bring the Association into disrepute.

No Member is liable for an obligation of the Association by reason only of being a Member.

The Executive may decide what access or use Members may have of, or to, any services, premises, facilities, equipment or other property provided, owned, occupied or otherwise used by the Association, including any conditions of, and fees for, such access or use.

No Member, or Associated Person, is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the Member or Associated Person of any income, benefit, or advantage.

Any payments made to a Member or Associated Person must be for goods and services that advance the purpose of the Association and must be reasonable and relative to payments that would be made between unrelated parties.

11 SUBSCRIPTIONS AND FEES

The annual subscription and any other levies or fees for membership for the ensuing financial year shall be set by resolution of a General Meeting (which can also decide that payment may be made by periodic instalments or pro-rated).

Subscription payments become payable each year on the 1st day of the month following the Association's balance date.

Any Member failing to pay the annual subscription (including any periodic or pro-rated payment) or any levy, fee or other payment, within 2 calendar months of the date the same was due for payment shall be considered as unfinancial and shall have their membership terminated. (without being released from the obligation of payment)

Should the funds in any one year be insufficient for the purposes of the Association, the Executive shall have power to make such levies 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 at any general meeting.

12 CEASING TO BE A MEMBER

Membership of the Association may be terminated by resignation or cancellation.

Resignation - Any Member may give notice in writing to the Secretary of their desire to resign and they shall cease to be a member upon receipt of such notice by the Secretary, but at the absolute discretion of the Executive, membership may be reinstated if so agreed with the member.

Cancellation - The Executive may in any of the following cases by ordinary resolution cancel the membership of a Member, whether an Executive Member or not:

Where such Member has failed for a period of three calendar months after the same became due to pay the whole or any part of any subscription, levy or fees payable by that member pursuant to these Rules: or

Where such Member has become bankrupt or insolvent or gone into liquidation (other than for the purpose of reconstruction) or entered into a composition with their creditors.

If after hearing in person or representations by Counsel or after receiving a written explanation from a Member, a 75% majority of the Executive members at a meeting called for such purpose determine that the Member is not a fit and proper person to be a Member of the Association or has been guilty of a breach of any of the rules of the Association, or of any conduct unworthy of a Member which is or might be injurious or prejudicial to the interests of the Association, the Executive may by resolution cancel their membership.

If any Member shall have ceased, in the opinion of the Executive, to carry on the business of a Truffle or EEMM grower, or a Truffle or EEMM Exporter (as the case may be) the Executive may by resolution cancel their membership or reduce their class of membership to Associate Member.

A notice of cancellation (by one of the means hereby provided) of membership shall be promptly given by the Secretary to the Member affected but notwithstanding any failure to give such notice, membership shall cease as from the date of the resolution cancelling the same and such Member shall thenceforth cease to have any interest in or claim upon the services, resources, funds or property of the Association. Cancellation of membership shall not relieve any Member from liability for subscriptions, levies or other moneys due from the Member prior to such cancellation unless such liability is reduced or extinguished by resolution of the Executive.

Any Member having their membership cancelled under this rule may appeal to the next Annual General Meeting for review provided such Member has given written notice of this intention to the Secretary within one month of their expulsion. The Annual General Meeting may reinstate such member by resolution passed by a 75% majority of the financial Full Members present or represented by proxy and entitled to vote.

13 OBLIGATIONS AND RIGHTS ON RESIGNATION OR CANCELLATION OF MEMBERSHIP

A Member who resigns or whose membership is terminated under these Rules:

- remains liable to pay all subscriptions and other fees up to the Association's next balance date,
- shall cease to hold themselves out as a Member of the Association, and
- shall return to the Association all material provided to Members by the Association (including any membership certificate, badges, handbooks and manuals).
- shall cease to be entitled to any of the rights of a Member.

GENERAL MEETINGS

14 ANNUAL GENERAL MEETINGS

An Annual General Meeting shall be held once a year within six months after the end of the Association's financial year on a date and at a location determined by the Executive and consistent with any requirements in the Act.

The Executive shall decide whether an Annual General Meeting of the Association be held

- i. in person at the time and place appointed for the meeting; or
- ii. by audio, audio and visual, or electronic communication; or
- iii. by a combination of both of the methods described in paragraphs c(i) and c(ii) above.

Notice of not less than 40 Clear Days (exclusive of the day of posting and of the day of the meeting) shall be given of any Annual General Meeting and the notice shall specify the nature of the business to be transacted.

All Voting Members may attend, be represented, speak and vote at Annual General Meetings in person, by permitted electronic means or through the authorised representative of a trust, partnership, company or other body corporate present in person and notified to the Secretary.

The business of an Annual General Meeting shall be to:

- confirm the minutes of previous General Meeting(s),
- adopt the Chair / President's report on Association business,
- adopt the Treasurer's report on the finances of the Association, and the annual financial statements,
- set any subscriptions for the ensuing financial year,
- consider any motions,
- consider any significant correspondence received by the Association,
- consider any general business.
- discuss any issues arising which are related to STNZL

The Executive must, at each Annual General Meeting, present the following information:

- an annual report on the affairs of the Association during the most recently completed accounting period,
- the annual financial statements for that period, and

- notice of any disclosures of conflicts of interest made by Executive Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

The Rules relating to the procedure to be followed at General Meetings shall apply to an Annual General Meeting.

15 SPECIAL GENERAL MEETINGS

The Executive may call Special General Meetings at any time by resolution. The Executive must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of Members but not less than 5 Full Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

The Executive shall decide whether a Special General Meeting of the Association be held

- i. in person at the time and place appointed for the meeting; or
- ii. by audio, audio and visual, or electronic communication; or
- iii. by a combination of both of the methods described in paragraphs c(i) and c(ii) above.

Notice of not less than 30 Clear Days(exclusive of the day of posting and of the day of the meeting) shall be given of any Special General Meeting and the notice shall specify the nature of the business to be transacted.

The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting

Unless agreed by a vote of more than 75% of the Full Members present or represented by proxy and entitled to vote, a Special General Meeting shall only consider and deal with the business specified in the Executive's resolution or the written request by Members for the Meeting.

Prospective members may attend meetings at the discretion of the Chair / President.

PROCEDURE AT GENERAL MEETINGS

16 VOTING

Voting Members shall have 1 vote per membership (Associate and Complimentary Members shall not have a vote).

Unless otherwise required by these Rules, all matters shall be determined in accordance with the simple majority of votes cast.

The Chairman shall have a casting as well as a deliberative vote.

Voting at all general meetings shall be by a show of hands in person or by audio, audio visual or electronic means, or by poll or a combination of these. Poll votes may also be cast in person, or by audio, audio visual, or electronic means, or by proxy using any of these means, or a combination of these. The means of voting shall be decided by the Executive.

Proxies shall be permitted, but the appointment of a proxy in writing must be in the hands of the Chairman of the meeting or the Secretary, 48 hours prior to the commencement of the meeting. Only a Voting Member or a nominated representative of a Voting Member shall be entitled to be a proxy.

No one individual, partnership, company or other entity shall exercise more than 20% of the voting rights or ten votes (whichever is the lesser). For the avoidance of doubt, the limitation on the exercise of voting rights and votes referred to in this clause does not apply to proxy votes.

17 QUORUM

No General Meeting may be held unless at least 5 Voting Members attend. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting - if convened by request of Members- shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair / President of the Association. If at any such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

18 CHAIRPERSON

All General Meetings shall be chaired by the Chair / President or the Vice Chair / Vice President. If both are absent, the meeting shall elect another Executive Member to chair that meeting.

Any person chairing a General Meeting may:

- With the consent of that General Meeting adjourn the General 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.
- Direct that any person not entitled to be present at the Meeting, or obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the Chairperson be removed from the Meeting, and

- In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

19 MOTIONS

The Executive may put forward motions for the Association to vote on ('Executive Motions'), which shall be notified to Members with the notice of the General Meeting.

Any Voting Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 30 Clear Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

Any business discussed at a General Meeting shall be treated as strictly confidential if so decided by a resolution of that meeting.

20 MINUTES

Minutes must be kept by the Secretary of all General Meetings and shall be made available to Members.

21 NOTICES

Notices served by post shall be deemed to be received on the day on which such notice if posted would be received in the normal course of posting. Notices transmitted electronically to the email address provided shall be deemed to be received on the same working day. If transmitted electronically on a day that is not a working day, or after 5 pm on a working day, notices shall be deemed to be received on the first subsequent working day.

The preference of the Association shall be to send notices by email.

The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice on time, or at all.

EXECUTIVE

22 FUNCTION AND COMPOSITION OF THE EXECUTIVE

From the end of each Annual General Meeting (or Special General Meeting at which an election is held) until the end of the next Annual General Meeting, the Association shall be governed by the Executive, which shall be accountable to the Members for the advancement of the Association's purposes and the implementation of resolutions approved by any General Meeting.

The Executive will consist of at least 5 Members (including, if agreeable, the immediate past Chair / President) who are:

- Full or Life Members; or co-opted Associate Members (who are not entitled to vote at meetings of the Executive)

- resident in New Zealand; and
- natural persons aged 18 years or over; and
- not disqualified by these Rules or the Act.

The Executive will include:

- a Chair / President (elected by the Executive from their members),
- a Secretary and a Treasurer, who may be the same person, and
- not fewer than 3 other Executive Members.

The Executive may co-opt or contract people with skills or expertise not represented by members of the Executive that are necessary to deliver the objects of the Association and / or projects agreed by the membership. Such co-opted or contracted persons may be permitted to attend meetings of the Executive, but are not entitled to vote.

23 ELECTION OR APPOINTMENT

The election of Executive Members shall be conducted as follows:

The Executive shall be elected by a majority of the Voting Members attending or represented at the Annual General Meeting of the Association.

The Association may agree at an Annual General Meeting by a 75% majority of the Voting Members present or represented by proxy and entitled to vote, to refer that year's election of Executive members to a Special General Meeting to be held within 2 months of that AGM.

Nominations for the Executive shall be in writing and shall reach the Secretary not later than 14 working days prior to an Annual General Meeting (or Special General Meeting if the election is so referred).

At least 7 Clear Days before the date of the Annual General Meeting, the Secretary shall give Notice to all Members by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee, in support of the nomination. The failure for any reason of any Member to receive such Notice shall not invalidate the election.

Nominations for re-election of those members of the Executive whose term in office is to expire may be received at the Annual General Meeting at which their re-election is to take place.

The Executive shall ideally be representative of the whole New Zealand truffle and EEMM growing industry in all its branches including the Truffle and EEMM growers, Truffle and EEMM Exporters and other interested parties. The basis and scope of representation on the Executive may be fixed at the Annual General Meeting.

In the event of no nominations or insufficient nominations being received, the Voting Members may elect without prior nomination, at the Annual General Meeting (or Special

General Meeting if the election is so referred), some Member or Members to fill the position or positions in respect of which no nominations have been received.

24 SECRETARY AND TREASURER

A Secretary and Treasurer shall be elected by the Members at a General Meeting from amongst the Executive members and may be assigned duties and terms of office additional to those set out in these Rules.

The Secretary shall in addition to any other duties to be performed in that role under these Rules or the terms of their appointment:

- Conduct the correspondence of the Association and of the Executive.
- Ensure a register of the full names and addresses of Members of the Association and their classes of membership is kept.
- Make provision for the safe custody of the seal of the Association and of its books, records, documents and personal property.
- Keep proper minutes of all meetings of the Executive and of the Association.
- Prepare the Annual Report of the Executive in collaboration with the Chair / President

The Treasurer shall in addition to any other duties to be performed in that role under these Rules or the terms of their appointment:

- Receive all moneys, cheques, bills, electronic transfers and negotiable instruments payable to the Association and forthwith upon receipt ensure the deposit of these to the credit of the Association's account with such bank as the Association shall from time to time appoint or is selected from time to time by the Executive.
- Keep in such form as the Executive prescribes a correct account of all moneys received and payments made by the Association and of its financial affairs and shall ensure the statement of income and expenditure and the balance sheet required to be submitted by the Executive at the Annual General Meeting is prepared and the necessary review report obtained.
- Ensure that all payments by or on behalf of the Association are completed by two authorised signatories. Records of all payment approvals shall be kept.

25 QUALIFICATIONS

Prior to election or appointment, every Executive Member must consent in writing to be a Executive Member and certify in writing that they are not disqualified from being appointed or holding office as an Executive Member by these Rules or the Act.

The following persons are disqualified from being appointed or holding office as an Executive Member:

- a person who is under 18 years of age,
- a person who is an undischarged bankrupt,
- a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. an offence under subpart 6 of Part 4,
 - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - iii. an offence under section 143B of the Tax Administration Act 1994,
 - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
 - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- a person subject to:
 - i. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - ii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - iii. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 - iv. Any other person who may be disqualified under the Act

Two Members (who are not nominees) or non-members appointed by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers if used.

In the event of any vote being tied the tie shall be resolved by the incoming Executive (excluding those in respect of whom the votes are tied).

The members of the Executive shall elect one of their number as the Chair and one of their number as the Vice-Chair at its first meeting following the Annual General Meeting.

Where the Chair becomes incapable of acting by reason of illness, absence or other sufficient cause or during a vacancy of the office of Chair or if the Chair considers it not

proper or desirable to act in any specified matter the Vice-Chair shall have and may exercise all the powers, functions and duties of the Chair.

If either the Chair or Vice-Chair ceases to hold office for any reason the Executive shall elect one of their members to that vacant office.

Casual Vacancies: In case the Chair / President or any other members of the Executive shall die, resign, move their place of residence from New Zealand, absent themselves without explanation and reasonable cause or be removed prior to such annual meeting, the Executive may appoint an eligible Member to fill the vacancy. Any Member appointed under the provisions of this sub-clause shall retain office only until the next General Meeting.

Any member of the Executive may be granted leave of absence during their absence or an extended illness, and with the agreement of the Executive such member may appoint a deputy (who must be a Full Member or Life Member, or an officer, employee or partner of a Full Member or Life Member of the Association) to attend meetings of the Executive. Such deputy shall assume all the rights and obligations of the absent member, other than the office of Chair / President.

26 TERM

The term of office for all Executive Members shall be 2 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Executive Member's term of office.

The Executive shall continue in office until the expiration of their term in office unless previously removed by a resolution of the majority of the Voting Members present at any meeting called for that purpose.

No Chair / President shall serve for more than six consecutive years as Chair / President.

27 REMOVAL

Where a complaint is made about the actions or inaction of an Executive Member (and not in the Executive Member's capacity as a Member of the Association) the following steps shall be taken:

- The Executive Member who is the subject of the complaint, must be advised of all details of the complaint and must be given adequate time to prepare a response.
- The complainant and the Executive Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Executive (excluding the Executive Member who is the subject of the complaint) if it considers that an oral hearing is required,
- Any oral hearing shall be held by the Executive (excluding the Executive Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Executive (excluding the Executive Member who is the subject of the complaint).

If the complaint is upheld the Executive Member may be removed from the Executive by a resolution of the Executive or of a General Meeting, which must in either case be passed by a 75% majority of those present or represented by proxy and entitled to vote.

28 CESSATION OF EXECUTIVE MEMBERSHIP

An Executive Member shall be deemed to have ceased to be an Executive Member if that person ceases to be a Member.

Each Executive Member shall within 14 Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Association held by such former Executive Member.

29 OFFICERS' DUTIES - MANDATORY

At all times each Executive Member:

- shall act in good faith and in what he or she believes to be the best interests of the Association and
- must exercise all powers for a proper purpose,
- must not act, or agree to the Association acting, in a manner that contravenes the Act or these Rules,
- when exercising powers or performing duties as an Executive Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Association, the nature of the decision, and the position of the Executive Member and the nature of the responsibilities undertaken by him or her,
- must not agree to the activities of the Association being carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, or cause or allow the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association or to the Association's creditors, and
- must not agree to the Association incurring an obligation unless he or she believes at that time on reasonable grounds that the Association will be able to perform the obligation when it is required to do so.

30 POWERS AND RIGHTS OF THE EXECUTIVE

Subject to these Rules and any resolution of any General Meeting the Executive may:

- exercise all the Association's powers, other than those required by the Act or by these Rules to be exercised by the Association in General Meeting, and

- enter into contracts on behalf of the Association or delegate such power to an Executive Member, sub-committee, employee, or other person.

Other than as prescribed by the Act or these Rules, the Executive or any sub-committee may regulate its proceedings as it thinks fit.

Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

No regulation made by the Association in General Meeting shall invalidate any prior act of the Executive which would have been valid if that regulation had not been passed.

The members of the Executive may be paid travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Executive and when in any other manner engaged on the business or affairs of Association.

The Executive may award special remuneration out of the funds of the Association by paying a fixed sum to any member of the Association rendering any special service for any of the purposes of or in the interest of the Association. Any such remuneration paid shall be reasonable and relative to that which would be paid in an arm's length transaction, being open market value.

31 SUB-COMMITTEES

The Executive may appoint sub-committees consisting of such persons (whether or not Members of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:

- the quorum of every sub-committee is half the members of the sub-committee,
- no sub-committee shall have power to co-opt additional members,
- a sub-committee must not commit the Association to any financial expenditure without express authority, and
- a sub-committee must not further delegate any of its powers.

32 CONFLICTS OF INTEREST

A member of the Executive and/or of a sub-committee is interested in a matter if the member of the Executive and/or sub-committee:

- a) may obtain a financial benefit from the matter; or
- b) is the spouse, civil union partner, de facto partner, child, parent, sibling, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or

- c) may have a financial interest in a person or entity to whom the matter relates; or
- d) is a partner, director, member of the Executive and/or sub-committee, board member, or trustee of a person or entity who may have a financial interest in a person or entity to whom the matter relates.

However, a member of the Executive and/or sub-committee is not interested in a matter—

- a) merely because the member of the Executive and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
- b) if the member of the Executive's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
- c) if the member of the Executive's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Executive in carrying out the member of the Executive's and/or sub-committee's responsibilities under the Act or the Rules.

A member of the Executive and/or sub-committee who is interested in a matter relating to the Association must immediately disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Executive and/or sub-committee for recordal in an interests register kept by the Secretary.

Disclosure must be made as soon as practicable after the member of the Executive and/or sub-committee becomes aware that they are interested in the matter.

A member of the Executive and/or sub-committee who is interested in a matter—

- a) must not vote or take part in the decision of the Executive and/or sub-committee relating to the matter; and
- b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- c) may take part in any discussion of the Executive and/or sub-committee relating to the matter and be present at the time of the decision of the Executive and/or sub-committee (unless the Executive and/or sub-committee decides otherwise).

However, a member of the Executive and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50% or more of Executive Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Voting Executive Members agree otherwise, and where 50% or more of the members of a sub-committee are prevented from voting on a

matter because they are interested in that matter, the Executive shall consider and determine the matter.

33 EXECUTIVE MEETINGS

Meetings of the Executive shall be called by the Secretary as may be necessary for the proper conduct of the affairs of the Association. A meeting shall be called by the Secretary when so required by the Chair / President or any two members of the Executive.

The Executive and any sub-committee may meet and act by resolution approved in the course of a video or telephone conference call or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Executive or sub-committee meeting.

Where practicable, at least 14 Clear Days notice shall be given of all meetings of the Executive.

The Chair / President shall be the Chairman of all meetings of the Executive but in their absence the Deputy Chair / Vice President shall be the Chairman and in the absence of both those persons, a Chairman shall be appointed by the members of the Executive present at such meeting.

Each member of the Executive at a meeting of the Executive shall have one vote.

The Chairman shall have a casting as well as a deliberative vote.

Minutes of all Executive meetings shall be distributed to all members of the Executive. The Executive shall make “best endeavours” to communicate all Executive decisions to Members of the Association, in such manner as from time to time might be appropriate; provided always that the Executive may withhold or delay communication on any matter considered by the Executive as being too sensitive for publication (whether from a commercial aspect or because of personal circumstances). Any matter considered too sensitive for publication shall be noted in the Minutes to that effect.

The quorum for Executive meetings is at least half the then current number of Executive Members.

Any business discussed at an Executive Meeting shall be treated as strictly confidential if so decided by a resolution of that meeting.

RECORDS

34 REGISTER OF MEMBERS

The Secretary shall ensure an up-to-date Register of Members is kept, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.

The information contained in the Register of Members shall include:

- Names of persons included in the membership
- Who the Voting member is
- The contact details of the Voting Member, including their address, email address and phone number.

Every Member shall promptly advise the Secretary of any change of their contact details.

The last address of a Member entered in the register in pursuance of this rule shall be known as their registered address. Notices issued under these Rules are to be sent to the registered address of Members.

The Executive may make the Register of Members available for inspection by Members and Executive Members. However, no access will be given to information on the Register of Members to any other person, other than as required by law.

35 REGISTER OF INTERESTS

The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Executive Members.

36 ACCESS TO OTHER INFORMATION

A Member may at any time make a written request to the Secretary of Association for information held by the Association about them.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The Association must, within a reasonable time after receiving a request:

- a) provide the information, or
- b) agree to provide the information within a specified period, or
- c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information, or
- d) refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if:

- a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members, or

- c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Association, or
- d) withholding the information is necessary to maintain legal professional privilege, or
- e) the disclosure of the information would, or would be likely to, breach an enactment, or
- f) the burden to the Association in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or
- g) the request for the information is frivolous or vexatious.

If the Association requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Association —

- a) that the Member will pay the charge; or
- b) that the Member considers the charge to be unreasonable.

Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

FINANCES

37 CONTROL AND MANAGEMENT

The funds and property of the Association shall be:

- controlled, invested and disposed of by the Executive, subject to these Rules, and
- devoted solely to the promotion of the purposes of the Association.

At least once every year, the accounts of the Association shall be examined and the correctness of the accounts including the Statement of Financial Position ascertained. The Association shall a reviewer to review the annual financial statements of the Association (“the Reviewer”). The Reviewer may be appointed at each Annual General meeting but otherwise may be appointed by the Executive.

The Reviewer shall conduct an examination with the objective of providing a report confirming that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Association’s accounting policies.

The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Executive, or an employee of the Association. If the Association appoints a Reviewer who is unable to act for

some reason, the Executive shall appoint another Reviewer as a replacement.

The Executive is responsible for providing the Reviewer with:

- a) Access to all information of which the Executive is aware that is relevant to the preparation of the financial statements such as records, documentation and other matter
- b) Additional information that the reviewer may request from the Executive for the purpose of the review; and
- c) Reasonable access to persons within the Association from whom the reviewer determines it necessary to obtain evidence.

38 FINANCIAL YEAR AND BALANCE DATE

The Association's financial year shall commence on 1st April of each year and end on 31st March (the latter date being the Association's balance date).

DISPUTE RESOLUTION

39 RAISING DISPUTES

Any grievance by a Member is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Executive) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Association's activities.

The complainant raising a grievance or complaint, and the Executive, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

40 INVESTIGATING DISPUTES

This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the Executive may:

- appoint a sub-committee to deal with the same, or
- refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The Executive or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- shall consider whether to investigate and deal with the grievance or complaint, and
- may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Association).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the Member, or the Executive Member who is the subject of the grievance, must be advised of all details of the grievance and given an adequate time to prepare a response.
- The complainant and the Member, or the Executive Member who is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Executive Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Association and the particular case, and may include

- consideration of facts known by the other Executive Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

41 RESOLVING DISPUTES

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Association and Members shall comply),
- uphold a complaint and:

- reprimand or admonish the Member or Executive of the Association complained against, and/or
- suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
- order the complainant (if a Member) or the Member complained against, to meet any of the Association's reasonable costs in dealing with a complaint.

WINDING UP

42 PROCESS

The Association may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

The Secretary shall give Notice to all Members of the proposed motion to wind up the Association, or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Executive in respect to such notice of motion.

Any resolution to wind up the Association or remove it from the Register of Incorporated Societies must be passed by a 75% majority of all Voting Members present or represented by proxy and entitled to vote.

43 SURPLUS ASSETS

If the Association is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

In the event of the Association being wound up, its surplus funds shall be dealt with as the Association determines in General Meeting, by transfer to some other approved non-profit organisation having objects similar to the objects of the NZ Truffle Association Inc., or to some other approved charitable organisation or purpose within New Zealand.

No addition to or alteration of the personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue Department. The provisions and effect of this clause shall not be removed from the Rules and shall be included and implied into any amendment or document replacing the Rules.

CONSTITUTIONAL RULES

44 CONSTITUTIONAL INTERPRETATION

In the event of any dispute, doubt, ambiguity or difference arising as to the interpretation or application of these Rules or any of them, the decision of the Executive in respect of such dispute, doubt, ambiguity or difference shall be final and binding.

A substantial compliance with these Rules, whether as to form, time, number or as to any other matter, shall in all cases be good and sufficient, and no regulation, resolution, decision, election, appointment, notice or other matter or thing shall be invalidated by reason only of a failure to comply exactly with these Rules.

In the event of any matter or circumstance arising in or about the conduct of the Association's activities and affairs and/or the carrying out of its objects or any of them, and there being no provision or provisions in these Rules dealing effectively with such matter or circumstance, the Executive may in its discretion (not controllable in any Court of Law or equity) deal with and dispose of such matter or circumstances in such manner as it thinks fit.

45 AMENDING OR REPLACING THE RULES

The Association may amend or replace these Rules at a General Meeting by a resolution passed by a 75% majority of those Voting Members present or represented.

Any proposed Members' motion to amend or replace these Rules shall be signed by at least 10% of Voting Members and given in writing to the Secretary at least 30 Clear Days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

In the notice calling any General Meeting at which a proposal to amend or replace these Rules is to be tabled, the Secretary shall give to all Members specific notice of the proposed motion to amend the Rules, the reasons given for the proposal, and any recommendations the Executive may have.

When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

MISCELLANEOUS

46 COMMON SEAL

The common seal of the Association must be kept in the custody of the Secretary. The common seal may be affixed to any document:

- by resolution of the Executive, and must be countersigned by two Executive Members or by one Executive Member and the Secretary; or
- by such other means as the Executive may resolve from time to time.

47 CONTACT OFFICER

The Association's Contact Officer shall be the Secretary. Any change in the Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Association becoming aware of the change.

48 BYLAWS

The Executive from time to time may make and amend bylaws and policies for the conduct and control of Association activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.

SIGNED:



Allister Richardson



Fiona Johnson



Steve Hart