

# MATAKANA WINEGROWERS INCORPORATED

## 1. NAME

The name of the Society will be MATAKANA WINEGROWERS INCORPORATED (hereinafter referred to as “the Society”)

## 2. MISSION

To advance and enhance the mutual interests of the winegrowers in the wider Matakana region, in matters pertaining to the growing of grapes, and the production and marketing of grape wines of the region.

## 3. OBJECTS

- a. To promote appreciation of the winegrowing industry in the wider Matakana region and the grape wines of the region.
- b. To promote and encourage the ongoing development of the best viticulture and winemaking practices by members.
- c. To act as an educational and social forum for members in matters relating to grape growing and winemaking.
- d. To protect, enhance and advocate the rights and interests of members in relation to any regulatory or environmental controls affecting the industry.
- e. To liaise and consult with “New Zealand Winegrowers” to ensure overall consistency with the industry body.
- f. To identify, promote, pursue and maintain the Matakana Geographical Indication in relation to grape wine.
- g. To adopt, promote, register and protect the logo of the Society and to promote and protect the standing and reputation of the Society.
- h. To promote and encourage responsible, professional and ethical conduct by members.
- i. To do all other lawful things that are conducive to the attainment of the above objectives.

## 4. REGISTERED OFFICE

The registered office of the Society shall be c/- Bell Gully Barristers and Solicitors, Vero Centre, 48 Shortland Street, Auckland, New Zealand.

## 5. MEMBERSHIP

- a. Full membership is open to all commercial grape growing and/or grape winemaking enterprises in the wider Matakana region. Each enterprise is eligible for one voting membership but attendance at meetings is normally open to additional non-voting representatives unless specifically excluded by the Executive Committee.
- b. Associate membership is open to any body or individual by invitation of the Executive Committee. Such members can attend meetings and receive communications but do not have voting rights.
- c. Members must have a long term commitment to the wine grape industry in Matakana and the common interest and goals of the Society.

- d. Membership must be applied for in writing and will be at the discretion of the Executive Committee.
- e. Every member shall forthwith on application to the society pay the relevant membership subscription to be determined from time to time by the Executive Committee and shall become effective following the A.G.M
- f. Any member may resign at any time by giving the Secretary notice, in writing, to that effect. No subscription or part thereof shall be refunded.
- g. At the A.G.M. the Society by ordinary resolution may from time to time, on the recommendation of the Executive Committee, elect as an Honorary Life Member, any person who has given exceptional or special services to the Society. Any Honorary Life Members shall be entitled to all privileges of membership but shall not be obliged after such election to pay any subscription.
- h. If two or more full members requisition in writing for a Special General Meeting of the Society to consider:
  - whether any particular member continues to qualify for membership in terms of the provisions of Rule 5a and 5b hereof or
  - whether the conduct of any member is such as endangers the character, good name or welfare of the Society;

then notice of the requisition shall be given to the member to afford them the opportunity to provide the Secretary a written "right of reply" within seven days. The Secretary shall between the 14th and 20th days after the date of such notice call a Special General Meeting to consider such requisition. The member named in such requisition shall be entitled to speak at the meeting, then a simple majority of members present can vote that the name of the member be removed from the Register of Members of the Society, and that member shall cease forthwith to be a member of the Society and have no claim against the property of the Society.

## 6. THE EXECUTIVE COMMITTEE

- a. The Society shall elect an Executive Committee which shall conduct the affairs of the society, keep the society's records and account, receive funds and manage payments for the Society, notify members of intended meetings and the business to be conducted thereat, and at all times promote the objects of the Society. Minutes of the Executive Committee meetings shall be provided to all members of the Executive Committee by the Secretary of the Society.
- b. At the A.G.M. the Society shall elect a President, a Secretary and a Treasurer, together with a Committee for the ensuing year. The Executive Committee shall consist of the President, the Secretary, the Treasurer and not less than three and not more than five elected Committee Members who shall hold office until they resign or have been removed from office on the election of successors at the next A.G.M. of the society. The management and control of the Society shall be invested in the Executive Committee and the Executive Committee shall have all powers of the Society which are not required to be done or exercised by the Society in A.G.M. or Special General Meeting(S.G.M.) or as otherwise provided in these rules.
- c. Any Executive Committee member who fails to attend three consecutive committee meetings without leave of absence, may be deemed to have resigned their office at the discretion of the Executive
- d. The Executive Committee shall have the power to fill any vacancies which may occur in its members prior to the next A.G.M or to co-opt additional members on to the Executive Committee at any time, provided that the maximum number referred to in clause 6(b) shall not be exceeded. Co-opted members shall be entitled to vote at Executive Committee meetings
- e. The offices of Secretary and Treasurer can be taken by one member
- f. Any member of the Society who has been appointed by the Executive Committee to any position of responsibility, shall have the right to attend Executive Committee meetings and to take part in discussions and shall have voting rights.
- g. The immediate past President shall be an ex-officio member of the Executive Committee with rights to speak and vote at all meetings.

- h. The Executive Committee may, from time to time, appoint temporary sub-committees or co-opt members to carry out special functions.

## 7. MEETINGS

- a. Executive Committee meetings, of which each Executive Committee member shall receive due notice of time and place from the Secretary, shall be held as required.
- b. Each year the A.G.M. shall be held at a time and place to be determined by the Executive Committee.
- c. The President may at any time and for any special purpose call a S.G.M. He/she shall do so upon the requisition in writing received by the Secretary of any ten financial members stating the purpose for which the S.G.M. is required. The purpose of the requisition can be discussed at the SGM but no resolution is binding on the Society unless adopted at a subsequent meeting.
- d. At all A.G.M.s and S.G.M.s the President, or his/her nominee shall take the chair. Every financial member on each motion shall be entitled to one vote exercised in person. An unfinancial member shall have no right to vote at any meeting of the Society. Motions shall be carried by a simple majority of votes. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote as well as a deliberative vote. Voting shall be done by a show of hands or by secret ballot at the discretion of the chairman of the meeting. The secretary shall give notice by Public Notice in a newspaper circulating in the Warkworth/Matakana District at least fourteen days before any A.G.M. The notice shall contain details of the time and place of the meeting.
- e. At A.G.M.s and S.G.M.s those of the Executive Committee in attendance plus two financial members shall form a quorum and at Executive Committee meetings four Executive Committee members shall form a quorum.

## 8. ANNUAL GENERAL MEETINGS

The A.G.M. shall be held for the following purpose:

- a. To receive from the President a report of the preceding year
- b. To receive from the Treasurer a balance sheet and audited statement of accounts for the preceding year.
- c. To elect a President, Secretary, Treasurer and Committee (as set in clause 6(b)) and to appoint an Honorary Auditor and an Honorary Solicitor for the year. Where 2 or more persons are candidates for the positions a ballot shall be held, with the highest polling candidates filling the available positions. In the event of an equality of votes in any ballot, the situation shall be resolved as the Chairman of the Annual General meeting determines.
- d. To decide on any resolution which may be properly submitted to the meeting.

## 9. FINANCE

- a. The financial year for the society shall end on the 31<sup>st</sup> day of March in each year.
- b. The society shall be funded by subscriptions, through grants and donations obtained from whatever source, and by fund raising events which may from time to time be organized by the Executive Committee.
- c. The Executive Committee shall have the power to invest funds upon such terms and conditions as the Executive Committee shall consider are in the best interest of the Society.
- d. All moneys received for and on behalf of the Society shall forthwith be paid to the credit of the Society in an account or accounts with a bank or banks or financial institutions to be fixed by the Executive Committee.
- e. The Executive Committee shall appoint three Executive Committee members as signatories to such accounts, one of whom shall be the Treasurer. All cheques and withdrawal slips shall be signed by at least two of the three signatories.

## 10. PROPERTY

None of the assets, income or profits of, or in connection with, the Society's property shall at any time go to, or be distributed between, or among, or paid to, the members of the Society, provided however that any member, being a person engaged in any business, profession or trade, shall be entitled to be paid all usual business, professional and trade charges for business transacted, time expended and all acts done by him/her or any employee or partner of his/hers in connection with the Society.

## 11. ALTERATION OF THE RULES

- a. Subject to the provision of Clause 11(b) hereof, these rules may be altered, rescinded or added to, only by a resolution of two thirds of the financial members present and voting at a S.G.M. or A.G.M. Such proposed alterations, rescission or additions to the Society's rules must be submitted, in writing to the Society's Secretary at least 28 days before the date of the said meeting and may be varied at the said meeting without further notice being given.
- b. No alteration, addition to, substitution for or rescission of these rules which have the effect of detracting from the charitable nature of the Society shall have any effect.

## 12. COMMON SEAL

The common seal of the Society shall be kept at the registered office of the Society and may only be affixed by the President or Secretary and only on the authority of the Executive Committee.

## 13. DETERMINATION OF RULES

If any situation arises which is not provided for in these rules, it shall be determined by the Executive Committee in such manner as is deemed expedient by the Executive Committee.

## 14. DISSOLUTION

- a. The Society may be wound up at any time by a resolution of the Society in S.G.M. or A.G.M. passed by simple majority of the financial members present and voting and provided that such resolution is confirmed by a majority of such financial members present and voting as a subsequent meeting called for that purpose and held not less than 30 days and not more than 60 days after the date on which the resolution so to be confirmed was passed.
- b. If the Society is wound up in accordance with Clause 14(a) hereof, the surplus assets and funds payment of the society's liabilities and expenses of winding up, shall be paid to an incorporated body with charitable objects similar to those of the Society.