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**RULES OF THE NEW ZEALAND BAKING SOCIETY
OF EMPLOYERS INCORPORATED**

1. Name

1.1 The name of the Society shall be the New Zealand Baking Society of Employers Incorporated ("the Society"). The Society will also trade as the "Baking Industry Association of New Zealand" or "BIANZ".

2. Objects

- 2.1 To assist members to achieve and maintain effective employment relations.
- 2.2 To negotiate in such manner as provided for in the Employment Relations Act 2000 and its amendments or any re-enactment thereof, Individual or Collective Employment Agreements, and any matters arising in connection therewith.
- 2.3 By all lawful means represent and protect the interests of the members in negotiations with their employees, or with bargaining agents representing such employees, in regard to conditions of employment.
- 2.4 To provide members with mediation assistance when requested, in order to facilitate mutual resolution of differences between parties to an Employment Agreement.
- 2.5 To assist or represent members at a personal grievance hearing or at any Employment Relations Authority, or Employment Court proceedings.
- 2.6 To apply a "user-pays" system to those persons requiring the services of the Society as specified in this objects clause.
- 2.7 To promote and participate in an industry-based, education and training support programme or any other skills development for work schemes and training courses that encourages persons engaged in the baking industry to attain the highest standard of competence possible in the production, dispatch, sale and distribution of bakery products.

- 2.8 To promote and encourage within the baking industry the highest standards of hygiene, trade practices and ethical conduct.
- 2.9 To combine a conference with the Annual General Meeting of the Society for the purpose of arranging activities that encourages discussion amongst members in respect of employment issues, industry training, trade matters and the promotion of bakery products in the national diet.
- 2.10 To enter into any appropriate arrangements which may be deemed beneficial in promoting baking as a craft industry including featuring at the Annual Conference of the Society, a members baking competition, culminating in the awarding of "The New Zealand Baker of the Year" trophy and title.
- 2.11 To co-operate with firms, companies or individuals who are suppliers of materials, services or equipment to the baking industry and who express an interest in arranging displays, demonstrations, or the delivery of lectures, that are designed to improve and elevate the technical and general knowledge of the members.
- 2.12 To print, publish and distribute to the members information applicable to the baking industry.
- 2.13 To elect persons to appropriate statutory bodies for the purpose of representing the Society's interests.
- 2.14 To support such scientific research and experimental work as may be deemed conducive to the improvement of baked products, and make known the nature and merits of inventions which may seem capable of being used in the baking industry.
- 2.15 To promote, support, oppose or move for the repeal of any legislative enactment, by-laws or regulations affecting the business interests of employers in the baking industry.
- 2.16 To invest and deal with the money of the Society, and to purchase, hire, lease, or otherwise acquire any real or personal property and to sell, deal in or dispose of the same in such a manner as provided in these rules.

- 2.17 To affiliate with any other employer group either established in New Zealand or elsewhere having similar objects.
- 2.18 To do all such lawful things as the Society shall consider conducive and/or incidental to the attainment of these objects or any of them.
- 2.19 None of the objects and powers set forth in this clause, or in any other clause of these rules shall be deemed to be subsidiary or ancillary to any other object or power, and the Society shall have the power to exercise any such object or power independently of all or any other of such objects and power.
- 2.20 In pursuit of the above objects the Society shall not be entitled to make any distribution whether by way of money, property or otherwise howsoever, to any member.

3. Membership

- 3.1 Any person, firm or company in business in New Zealand who are employers of labour in the baking industry and related trades may make application in writing to the Executive Officer, on a form approved by the executive, to join the Society.
- 3.2 The Executive Officer shall as soon as possible bring such application before a meeting of the Executive Committee which shall thereupon decide whether such applicant is eligible to join the Society.
- 3.3 The Executive Committee shall determine from time to time the subscription to be paid by members and the time at which any such subscription shall become due and payable.
- 3.4 The Executive Committee may recommend to the New Zealand Annual General Meeting, the election to honorary life membership of the Society any person who has rendered special service to the Society, and such person shall if so elected enjoy all the privileges of membership without payment of dues.
- 3.5 There shall be a category of membership styled Associate Member. Associate members may, upon application, be admitted to the Society, subject to their satisfying eligibility criteria, which shall be determined from time to time by the Executive. Associate members so admitted may participate in Society activities but shall have no voting rights.

4. Termination of membership

- 4.1 Any person, firm or company belonging to the Society may resign from the Society at any time only by giving two weeks' notice in writing to the Executive Officer of intention to do so and paying all dues up to the expiry of such notice and thereupon such membership shall cease.

- 4.2 If any member, other than a life member, ceases to carry on business during any year of membership he/she shall ipso facto cease to be a member of the Society.
- 4.3 Without prejudice to any other provision in these rules, a member of the Society shall cease to be a member:
- 4.3.1 if the member becomes bankrupt, or in the case of a company it is wound up
 - 4.3.2 if the member is expelled under the provisions of these rules
 - 4.3.3 in the event of a member's death.
- 4.4 Termination of membership for any cause provided by these rules shall not relieve a member or his/her estate of any liability to the Society for arrears, subscriptions, levies or otherwise arising prior thereto.
- 4.5 The Society may by vote at a special general meeting or the Executive Committee may by vote at a meeting, terminate the membership of any member whose conduct has been, in the opinion of the Society or the Executive Committee, detrimental or prejudicial to the interests of the Society or the baking industry.
- 4.6 Upon termination of membership, all materials and resources including the Food Safety Manual provided by the Society shall be returned to the Society within fifteen working days of termination of membership, failure to do so will incur a material and resources replacement fee of \$500.00.

5. Registered office

- 5.1 The registered office of the Society shall be such place, as the Executive Committee shall from time to time determine.
- 5.2 Notice of the situation of the office and any change thereto shall be given to the Registrar of Incorporated Societies and to all members of the Society.

6. Management

- 6.1 The management of the business and of the funds of the Society shall be vested in the Executive Committee and that committee shall exercise all such powers and do all such acts as the Society as authorised to do as are not by these Rules required to be exercised or done by the Society in general meeting, provided always that the exercise of such powers and the doing of such acts shall be subject to the control and regulation of the Society in annual, general or special meetings.
- 6.2 The Executive Committee shall consist of seven members (including the President and Vice President who in addition to the Executive Officer shall be the officers of the Society).
- 6.3 The Executive Committee shall present to the Annual General Meeting a full report of its activities and the business done by it during its year of office and of any matters of interest or importance to the Society transpiring during such period and may, in such report, make such recommendations as it thinks fit.

7. Election of officers

- 7.1 The officers (except the Executive-Officer) and other members of the Executive Committee together with an auditor shall be elected annually at the Annual General Meeting in accordance with these Rules and shall subject to these Rules hold their offices or positions until they die, resign, or their successors are elected, whichever shall first occur, and shall be eligible for re-election.
- 7.2 Any officer who is absent from three consecutive meetings of the Society without satisfactory reason shall be deemed to have vacated that office. An executive meeting of the Society shall decide whether any reasons for absence shall be deemed satisfactory.
- 7.3 Any position or office becoming vacant for any cause whatsoever shall be filled at the discretion of the Executive Committee. Any person elected to fill such vacancy shall hold office for the unexpired portion of the predecessor's term.

7.4 Nominations for the officers and other members of the Executive Committee and auditor shall be called for at the annual general meeting.

7.4.1 If the Executive Committee decides to hold an Annual General Meeting by postal vote as provided by clause 26.1, nominations for the Officers and other members of the Executive Committee and Auditor shall be:

- a) in writing and signed by the member together with the written consent of the candidate; and
- b) shall be delivered to the registered office of the society at least 21 days prior to the voting closing date contained in the notice of meeting.

7.5 The Executive Committee shall be comprised of seven members nominated and elected in accordance with this rule. The New Zealand Annual General Meeting shall then select from the members of the Executive Committee so elected, a President and a Vice President. The Executive shall also have power to co-opt a member of the Society to attend meetings as a member of the Executive. Any person so co-opted shall have the same rights as an elected member.

7.6 No nomination shall be valid unless the member nominated accepts personally at the meeting, or an instrument of acceptance of office by the nominee be in the hands of the Executive Officer at the commencement of the meeting.

7.7 Where nominations exceed the position to be filled the chairperson shall order a secret ballot of all financial members present. Whenever a secret ballot is required for the election of officers the annual general meeting shall appoint a returning officer (who shall not be a candidate for office in the Society).

7.8 Any member directly concerned with the result of the ballot may appoint a scrutineer to watch the ballot and the returning officer shall afford each scrutineer all reasonable facilities for doing so.

7.9 Where there is an equality of votes between candidates, the returning officer shall determine by lot which candidate shall be elected.

7.10 The ballot shall be conducted in every respect to ensure the secrecy of the vote.

7.11 The returning officer shall announce to the annual general meeting the names of the person or persons elected and those elected shall assume office immediately after the close of that meeting.

8. Removal of officers

8.1 Should any member desire that an officer, other member of the Committee, or the auditor should be removed from office or position or that any number of such persons should be so removed, he or she may move at any meeting of the Society that a special meeting should be called to consider the matter.

8.2 Should the motion be passed, the Executive Officer shall thereupon call a special meeting for that purpose in the manner prescribed by Rule 16 and should such special meeting pass a resolution that such officer, other member of the Committee, or auditor should be removed from the office or position or that any number of such persons should be so removed, then such offices or positions shall be deemed to be vacant accordingly; provided always that it shall be competent for the Committee to suspend any officer or the holder of any position in the Society pending a decision of the Society obtained in the manner specified in this Rule upon the question of removal.

9. Proceedings of the Executive Committee

- 9.1 The Executive Committee may meet together (whether in person or by telephone or video link) for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a casting vote in addition to deliberative vote.
- 9.2 The President or the Executive Officer may, or on the requisition of two other members of the Executive Committee shall at any time summon a meeting of the Executive Committee.
- 9.3 The quorum necessary for the transaction of the business of the Executive Committee shall be five members personally present but in lieu of a meeting a resolution may be circulated by mail or electronic mail and if signed by no less than five Executive Committee members will be valid as if passed at a meeting.
- 9.4 The President when present shall be chairperson of meetings of the Executive Committee.
- 9.5 The Executive Committee shall cause minutes to be made in books provided for the purpose of all appointments of officers of the Society and of all resolutions and proceedings of all meetings of the Society.

10. Duties and powers of the President

- 10.1 It shall be the duty of the President:
- 10.1.1 to supervise the affairs and business of the Society
 - 10.1.2 to attend and preside over all meetings of the Society and of the Executive Committee, to keep order thereat, to conduct the business and to decide all points of order
 - 10.1.3 to do and perform such other lawful duties as may usually appertain to the office of the President.
- 10.2 When presiding at a meeting the President shall have the power:
- 10.2.1 to exercise a deliberative vote, and in the case of equality of votes, a

casting vote also

10.2.2 to order the removal from a meeting of any person obstructing the business of the meeting or behaving in a disorderly manner, or of any person not entitled to be present

10.2.3 generally to do and perform such acts and other lawful things as may be necessary or desirable to carry on the business with order and regularity.

11. **Duties and powers of the Vice-President**

11.1 In the absence of the President, the Vice-President shall have and may exercise all of the powers and shall perform all the duties of the President.

12. **Executive Officer**

12.1 The Executive Committee shall appoint an Executive Officer (not necessarily a member of the Society) who shall fulfil the roles of Secretary and Treasurer.

12.2 The Executive Officer shall attend all meetings of the Society, take minutes of all proceedings, shall conduct all correspondence, shall issue notices of meetings and shall keep a register of the names and addresses of members and the date at which they became members. He/she shall obey the orders and be under the control of the Executive Committee and shall receive such remuneration as the Executive Committee shall from time to time determine.

12.3 The Executive Officer shall from time to time when required by the Registrar of Incorporated Societies to do so, send to the Registrar a list of the names, addresses and occupations of the members of the Society accompanied by a statutory declaration verifying that list.

12.4 The Executive Officer shall receive and collect all subscriptions and other moneys and shall pay the same into the Society's bank account. He/she shall pay all accounts, shall keep a proper set of books of accounts, and prepare for the annual general meeting a correct statement of accounts and balance sheet of the Society duly audited.

12.5 The Executive Officer shall, each year, prepare and forward to the Registrar of Incorporated Societies a statement containing the following particulars:

12.5.1 The income and expenditure of the Society during the Society's last financial year.

12.5.2 The assets and liabilities of the Society at the close of the said year.

12.5.3 All mortgages, charges, and securities of any description affecting any of the property of the Society at the close of the said year.

12.5.4 The said statement shall be accompanied by a certificate signed by the Executive Officer to the effect that the statement has been submitted to and approved by the members of the Society at a General Meeting.

13. Audit of accounts

13.1 The financial year of the Society shall end on the 31st day of March each year to which date the accounts of the Society shall be balanced.13.2 The accounts shall as soon as practicable after the end of the financial year be audited by a member of the Institute of Chartered Accountants of New Zealand who shall be appointed at each annual general meeting.

14. Levies

14.1 For the purpose of furthering the objects of the Society levies may be imposed on the members or upon any class or classes of members by resolution of a Special or General meeting of members, passed by a majority of those present and entitled to vote. Any levy imposed which would increase the aggregate of levies payable to more than ten percent of the last annual subscription shall be subject to the approval of the majority of financial members voting at a secret ballot of financial members, either by postal ballot or meeting based as the meeting shall determine.

15. Finances

15.1 The Society's bank account shall be with such bank as the Executive Committee shall from time to time determine and such account shall be operated upon by the Executive Officer together with any one of the President, Vice-President or past President.

15.2 The Executive Committee may invest surplus funds in the name of the Society in such manner as may be allowed by law.

16. General Meeting

16.1 A general meeting of the Society shall be held at such time and manner as the Executive Committee may from time to time determine.

16.2 The New Zealand annual general meeting shall be held at a time, not later than the month of October, and at such place as the Executive Committee shall decide.

16.3 All meetings shall be convened by the Executive Officer by circular to members at their last known address or email address. Seven clear days' notice shall be given and such notices shall specify the nature of the business to be transacted and the time and place of the meeting.

16.4 The ordinary business to be transacted at an annual general meeting shall be the consideration of accounts, balance sheet and reports of the Executive Committee, the election of officers and auditor and any other election or appointment required to be held or made at an annual general meeting.

- 16.5 Seven members personally present and entitled to vote shall be a quorum for all general meetings of the Society. If a quorum is not present within 30 minutes after the time appointed for the meeting:
- 16.5.1 in the case of a meeting convened on the written request of members in accordance with clause 16.10 of these rules, the meeting will be dissolved automatically; and
- 16.5.2 in the case of any other meeting, the meeting will be adjourned to the same day in the following week at the same time and place, or to such other day, time and place as the Executive Committee may decide. If at the adjourned meeting a quorum is not present within 30 minutes of after the time appointed for the meeting, the members, or their proxies present will constitute a quorum.
- 16.6 The President when present shall preside at all general meetings of the Society.
- 16.7 At any general meeting a resolution put to the vote of the meeting, shall be decided on by a show of hands unless a poll is requested by the chairperson or by two members present and entitled to vote.
- 16.8 If a poll is called for, it shall be taken in such manner as the chairperson shall determine. Every question at the meeting shall be decided by a majority of those voting either in person or by proxy. Appointments of proxies shall be in a form approved by the Executive Committee and shall be in the hands of the Executive Officer prior to the commencement of the meeting to which they relate.
- 16.9 Subject to the direction of the meeting, the President shall decide any question that may arise as to the conduct adjournment or termination of the meeting, or as to the rights of a member to move a motion or to speak.
- 16.10 The Executive Committee shall on the requisition of any ten members who are eligible to vote, forthwith proceed to convene a special general meeting of the Society and in the case of such requisition the following provisions shall have effect:
- 16.10.1 The requisition must state the business to be dealt with at the meeting and must be signed by the requisitionists and sent to the registered office of the Society.
- 16.10.2 If the Executive Committee does not forthwith proceed to cause a meeting to be held within 28 days from the date of requisition being so received the requisitionists or a majority of them may themselves convene the meeting.

17. **Votes of members**

- 17.1 Every member entitled to vote shall have one vote.
- 17.2 Every member shall be entitled to vote in person, by proxy or by postal vote (if applicable) in accordance with these Rules.
- 17.3 The instrument appointing a proxy shall be in writing signed by the appointer and must be received not later than the commencement of the meeting for which such proxy is appointed.

17.4 Any company which is a member may authorise a person holding an executive position in the company to act as its representative at any meeting of the Society and may appoint such person to vote or exercise its powers as a member on its behalf.

18. Amendment of rules

18.1 Subject to the provisions of the Incorporated Societies Act 1908, or any amendment or re-enactment thereof, these Rules may be added to, repealed or amended by a resolution passed by a majority of not less than three-quarters of the members voting thereon either in person, by proxy, or by postal vote at a New Zealand annual general meeting of the Society provided that the notice convening such meeting states that alteration of the Rules will be considered thereat and indicated the general nature of the proposed alteration.

18.2 The alteration will come into operation when and not until it is recorded by the Registrar.

19. Property

19.1 All the real and personal property of the Society shall be held in the name and titles of the Society.

20. Inspection of Books

20.1 Every person having an interest in the funds of the Society may inspect the books and the register of members at the registered office at any reasonable time on making application to the Executive Officer.

20.2 A copy of the Society's annual report and financial statement shall be made available on request to the Executive Officer by financial members who are unable to be present at the annual general meeting.

20.3 The Executive Officer shall purge the Register from time to time by striking off the name of any member in arrears of dues for twelve months, provided always that such purging shall not free any such person, firm or company from liability for the arrears due.

21. Seal

21.1 The Society's seal shall be kept in the custody of the Executive Officer and shall be affixed by him/her to any document requiring the fixation of the seal.

22. **Legal Documents**

22.1 Every deed or other instrument shall be made in such mode and shall contain such provisions as may be approved by resolution of an annual or special general meeting. Every such document shall where required be executed under the seal of the Society by the President and Executive Officer or by such other persons as the Society or the Executive Committee shall appoint in that behalf.

23. **Representation**

23.1 Subject to the provisions of the Employment Relations Act 2000 the Society may be represented before an Employment Relations Authority or Employment Court by such person or persons as the Executive Committee may appoint.

24. **Dissolution**

24.1 Should a majority of members desire at any time to cancel the registration of the Society, the Executive Officer shall forthwith make application to the Registrar of Incorporated Societies in the form prescribed by the regulations under the Incorporated Societies Act 1908 and its amendments or any re-enactment thereof and the Society shall be dissolved when its registration has been cancelled by the Registrar.

24.2 Subject to audit in accordance with the Incorporated Societies Act, the funds of the Society, on dissolution shall, after payment of all liabilities, be transferred to such non-profit body or bodies established with like objects to those of the society, as the majority of members of the Society shall decide. No distributions shall be made to the members.

25. **Secret ballot on question of lockout**

25.1 If members of the Society or any section thereof are concerned in any dispute and there is a proposal that there shall be a lockout, no lockout shall take place until the question of whether a lockout shall take place has been submitted to a secret ballot of those members who would become parties to the lockout if the proposal were carried out.

26. **Postal and Electronic Voting**

26.1 Where the Executive Committee so determines, a General Meeting or Annual General Meeting may be held by way of postal or electronic mail voting, both methods hereinafter referred to as "postal voting".

26.2 The Executive Committee will advise members of their decision to hold a meeting by way of postal voting at least four weeks prior to the close of voting.

- 26.3 The Executive Committee will send the voting papers together with an explanation as to the resolutions to be voted upon, the person to whom the votes are to be sent and the manner of voting, to the members no later than 15 days before the close of voting.
- 26.4 A member who is entitled to vote may cast their vote by completing and complying with the requirements specified in the voting papers.
- 26.5 The person authorised to receive and count postal votes shall collect all postal votes and count the number of votes in favour and the number of votes against the resolution(s). They shall then write the results in the minute book and sign as confirmation that the results are correct. The Executive Committee will advise members of the results as soon as possible but no later than two weeks following the close of voting.
- 26.6 If the Executive Committee decides to adopt postal voting in lieu of calling a meeting, resolutions under rule 26 will be decided where a minimum of 10% of the postal votes have been returned in accordance with the requirements specified in the voting papers. If 10% of the postal votes are not returned by the close of voting, the closing date shall be extended for 1 week. If 10% of the postal votes are not returned by the end of the extended period, then no resolution shall be passed and in the case of an Annual General Meeting the Executive Committee in place prior to the meeting shall continue as if they had been re-elected at the Annual General Meeting.
- 26.7 If no less than 10% of members entitled to vote object in writing to the meeting being held by postal or electronic voting then the Executive Officer shall advise that a meeting will be held in person and set a new date, place and time for the meeting to be held.

27. Service of Notices

- 27.1 Every notice shall be deemed to have been duly delivered if posted to them in a pre-paid letter addressed to them at their last known address, or emailed to them at their last known e-mail address.

These rules were adopted by the Society on the _____ day of _____ 2015

Signed by:

