



## The New Zealand Guild of Agricultural Journalists and Communicators **CONSTITUTION AND RULES**

**Amended October 2018**

### **NAME**

1. The name of the society shall be "The New Zealand Guild of Agricultural Journalists and Communicators, Incorporated".

### **OBJECTS**

2. The broad objects of the Guild are to:
  - (a) Provide an organisation for people engaged in agricultural journalism, communications and allied professions.
  - (b) Assist in maintaining high standards of agricultural journalism and communications.
  - (c) To provide opportunities for interaction and liaison among members of the Guild, and for the dissemination of information connected with the profession.
  - (d) To generally watch over, promote and protect the mutual interests of its members and the advancement of their careers.
  - (e) To hire and/or employ and to pay people such as contractors as required, to provide approved services to the Guild.
  - (f) To invest and deal with the moneys of the Guild not immediately required upon such securities and in such a manner as may from time to time be determined.
  - (g) Promote a better understanding of agriculture, and its place in both New Zealand's economic and social life and in the international economic and social environment.
  - (h) Have an affiliation with other national and international journalism groups and associations as deemed appropriate.
  - (i) Organise events such as dinners and annual awards ceremonies which celebrate and promote agricultural journalism and communication and are open to members and non-members.
  - (j) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

## MEMBERSHIP

3. The members of the Guild shall consist of-
  - (a) Members
  - (b) Associate Members**
  - (c) Honorary Members
  - (d) Student Members
  - (e) Life Members
  - (f) Corporate Members
  - (g) Group Members

4. (a) MEMBERSHIP shall be open to people working as journalists, communicators and allied occupations and who spend the whole or a substantial part of their working time in writing, editing, filming, recording, and/or communicating on agricultural subjects for publication or broadcast; and such other persons as the Executive Committee may from time to time deem suitable for such membership.

Membership shall be also open to those who, in the opinion of the Executive Committee, have a sincere interest in furthering agricultural journalism and communication, and its associated forms.

Upon election, members shall pay an annual subscription as determined in Section 35 (a).

- (b) **ASSOCIATE MEMBERSHIP** shall be open to people working as journalists, communicators and allied occupations and who spend less than 50 percent of their working time in writing, editing, filming, recording, and/or communicating on agricultural or primary industry sector subjects for publication or broadcast; and such other persons as the Executive Committee may from time to time deem suitable for such associate membership.

**Associate Membership shall be also open to those who, in the opinion of the Executive Committee, have a sincere interest in furthering agricultural journalism and communication, and its associated forms.**

**Upon election, members shall pay an annual subscription which is 60 percent of the full membership fee as determined in Section 35 (a).**

- (c) HONORARY MEMBERSHIP for a period of one year may be granted at the discretion of the Executive Committee to persons who, in the opinion of the Executive Committee, have a sincere interest in furthering the interests of the Guild and its members and who by virtue or position or personal effort are likely to assist the Guild in its objects. Renewal of such Honorary Membership shall be ratified by the Guild in General Meeting. The Guild shall not have more than four Honorary Members at any one time.
- (d) STUDENT MEMBERSHIP may be offered to accredited students at Polytechs and/or Journalism schools and such other persons as the Executive Committee may from time to time deem suitable for such membership. Upon election,

Student members shall pay an annual subscription as determined in Section 35 (a).

- (e) LIFE MEMBERSHIP may be conferred on members of the Guild. The Executive shall recommend to the annual general meeting for its decision by a two-thirds majority of those members present and voting the person or persons, if any, to be so honoured. In making its recommendation the Executive shall have regard to the length of the recipient's membership of the Guild, their services to agriculture and their services to the Guild.
- (f) CORPORATE MEMBERSHIP may be offered to companies and corporate bodies in the agricultural field that have an interest in furthering agricultural journalism and its associated forms. Such offer shall be by resolution of not less than one half of the members of the Executive Committee present and voting. Upon election, corporate members shall pay an annual subscription as determined in Section 35 (a).
- (g) GROUP MEMBERSHIP may be offered to agricultural publishing companies, and other similar organisations, which employ/retain a number of agricultural journalists. Such offer shall be by resolution of not less than one half the members of the Executive Committee present and voting. Upon election, Group members shall pay an annual subscription as determined in Section 35 (a).

- 5. **All persons seeking admission to the Guild shall complete the membership application form and shall, at the discretion of the Executive, be admitted to membership.**
- 6. **The Executive Committee may, by resolution passed by not less than one half of its members present and voting resolve that any member who, in the opinion of the Executive Committee, no longer qualifies as a member shall cease to be a member of the Guild at the end of the current financial year.**
- 7. Any member of the Guild shall cease to be a member of the Guild if;
  - (a) Such member resigns in writing;
  - (b) The membership of such member ceases and is determined as provided Section 6 above, or in accordance with Section 9 below;
  - (c) Such member becomes non-financial as determined under Section 30 (b).

## **BRANCHES**

- 8. The Guild may establish branches in such places as are deemed appropriate in order to provide a focal point for Guild members living in such areas. Such branches shall be self-governing but act within the constitution and wishes of the Guild.

## **DISCIPLINE**

9. If the conduct of any member appears to the Executive Committee to endanger the good order or welfare of the Guild, the Executive Committee shall call for an explanation from that member and upon consideration may pass a resolution suspending such member from the Guild and reporting such action to the membership.

Such resolution shall be carried only by a majority of at least two-thirds of the members of the Executive Committee.

In every case the matter shall be determined by way of reinstatement, suspension for a time, or expulsion by decision of the members present and voting in general meeting, at which the issue shall be decided by simple majority. Until such decision is rendered the Member so suspended shall have the right to speak, but not to move or second motions or to vote.

## **PRIVILEGES**

10. Only financial Members of the Guild shall be entitled to vote; Student Members, Honorary Members, Life Members and representatives of Corporate and Group Members shall be entitled to attend all general meetings and functions and to participate in discussion but shall not be entitled to move or second motions or to vote on any questions.

## **OFFICERS**

11. The officers of the Guild shall consist of;
  - (a) A President,
  - (b) A Vice President, and
  - (c) A Secretary and a Treasurer, which office may be combined.

## **EXECUTIVE**

12. The Guild shall be governed by an Executive Committee consisting of the President, the Vice-President, the immediate Past President, the Secretary, the Treasurer, and at least three, but not more than five, elected members. The Executive Committee shall have the power to co-opt two members.
13.
  - (a) The officers of the Guild and the elected members of the Executive Committee shall be financial members of the Guild and shall be elected at each annual general meeting by those financial members who are present and voting.
  - (b) Proxy and written votes for President will be accepted provided they are duly authorised in the form approved by the Guild.

- (c) Members absent from the meeting may be elected to office provided that their acceptance of nomination is confirmed to the satisfaction of the meeting. Wherever possible such acceptance should be obtained in writing.
14. The office of a member of the Executive Committee shall be vacated if:
- (a) Any holder resigns their office in writing;
  - (b) Any holder ceases to be a financial member of the Guild.
15. In the event of any Office of the Guild becoming vacant, or any vacancy in the elected members of the Executive Committee, such vacancy shall be filled by an appointment or appointments made by resolution of the remaining members of the Executive Committee, and any member appointed to such vacancy shall hold office until the ensuing annual general meeting.
16. No member of the Guild shall hold the Office of President or Vice-President in the Guild for more than two terms in succession.

## **MANAGEMENT**

17. The management and control of the affairs of the Guild shall be vested in the Executive Committee which shall have and may exercise all the powers of the Guild which are not expressly required to be exercised by the Guild in general meeting or as otherwise provided in these Rules.
18. In furtherance and not in limitation of and without prejudice to the general powers of the Executive Committee conferred or implied by these Rules or otherwise howsoever, it is expressly declared that the Executive Committee may exercise and perform the following powers and duties:
- (a) Employ and dismiss salaried officers and servants.
  - (b) Carry out all contracts entered into by the Guild.
  - (d) To purchase, lease take in exchange or otherwise acquire personal property of any kind whatsoever and to sell, lease, let out or hire, or otherwise dispose of any personal property of the Guild upon such terms and conditions as the Executive Committee in its absolute discretion shall judge expedient.
  - (f) To borrow or raise or secure the payment of money in such manner as the Executive Committee shall think fit.
  - (g) Delegate any of its powers or duties to a sub-committee or subcommittees consisting of such person or persons as may be thought fit.
  - (h) Define privileges to attach to membership of the Guild or to any classes thereof.

**PROVISO:** Any income, benefit or advantage shall be applied to the objectives of the organization. No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization in respect of the payment to or on behalf of that member or associated person of any

income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms-length transaction (being open market value).

## **FUNDS**

19. All moneys received by the Guild shall be handed forthwith to the Treasurer for deposit into the account of the Guild at its bankers, and cheques or orders drawn upon its bankers shall be signed by such person or persons as the Executive Committee shall from time to time direct.
20. The surplus funds of the Guild may from time to time be invested by the Executive Committee in such manner and upon such securities as may be approved by the Executive Committee. All such investments shall be made in the name of the Guild or in the name or names of a Trustee or Trustees for the Guild, such Trustee or Trustees to be appointed by the Executive Committee.
21. Audit/Review: The accounts and financial statements of the Guild shall be audited/reviewed annually and reported on by an auditor/reviewer appointed by the Annual General Meeting and who shall hold no other office in the Guild. If a vacancy should occur in the office of the Auditor/Reviewer during any year, the Executive Committee shall appoint an auditor/reviewer to hold office until the next Annual General meeting.

## **FINANCIAL YEAR**

22. The Guild's financial year shall run from the first day in June each year to the thirty-first day of May in the succeeding year.

## **COMMON SEAL**

23. The Guild shall have a Common Seal which shall be kept in the custody of the Secretary and shall not be affixed to any document or instrument except in pursuance of a resolution of the Executive Committee and in the presence of two members of the Executive who shall sign every document or instrument to which the seal is affixed.

## **ANNUAL MEETING**

24. The annual general meeting of the Guild shall be held within 9 months of the end of each financial year, but generally in the month of October or November in each year.
25. The business of the annual general meeting shall be to receive and consider the Income and Expenditure Account and Balance Sheet for the preceding financial year; to elect officers and members of the Executive Committee; to determine the subscriptions to be paid by members in respect of the current financial year; to consider such other business which may be legally and properly brought forward at such meeting.

## **SPECIAL MEETING**

26. The Executive Committee may whenever it thinks fit, and it shall on a requisition signed by not less than 14 financial members, convene within twenty-eight days after the receipt of such requisition a special general meeting, provided that the nature of any special business is clearly stated in such requisition.
27. No business shall be transacted at any special general meeting other than business of which notice has been given to the Secretary-Treasurer at least twenty-one clear days before the date of such meeting.

## **NOTICES**

28. At least fourteen clear days notice of an annual general meeting, and at least ten clear days notice of an ordinary general meeting, and at least seven clear days notice of a special general meeting shall be given to members of the Guild. Such notice shall state the date, time and place of such meeting, and the nature of the business to be considered at such meeting, and no business shall be transacted at any general meeting of the Guild other than business of which notice has been given in accordance with this rule.

## **QUORUM**

29. At any general meeting of the Guild, 8 financial members of the Guild, personally present, shall constitute a quorum; and at any meeting of the Executive Committee four members shall constitute a quorum.

## **VOTING AT GENERAL MEETINGS**

30. At every general meeting of the Guild, the chairman shall be the President or, in their absence, the Vice President, or in their absence also, such other person as the financial members present at such meeting shall appoint.
31. At any general meeting of the Guild on a vote by members, every financial member not present at the meeting may vote by proxy provided that the proxy votes are duly authorised in the form approved by the Guild.
32. In the event of there being an equality of votes on any question the Chairman shall have a casting vote in addition to a deliberative vote.
33. Motions put to any General Meeting shall be decided in the first instance on the voices or by a show of hands or should the Chairperson of the meeting so decide, a vote may be taken by ballot.

34. A show of hands may be demanded by any financial member, while a ballot must be demanded by five or more financial members present at the meeting. The ballot may be taken in such manner as the Chairman directs and the result of the ballot shall be deemed to be the resolution of the Guild Meeting: However, any vote on discipline, as under Rule 7, shall be taken by secret ballot.

### **SUBSCRIPTIONS**

35. (a) The subscriptions payable by Members, Student Members, Corporate and Group Members of the Guild shall be determined at each annual general meeting and shall fall due and payable immediately.
- (b) If any Member, Student Member, Corporate or Group Member fails to pay their subscription to the Guild within three months of such subscription becoming due and payable, the Executive Committee may resolve that such member's membership shall cease and be terminated.

### **ALTERATION OF RULES**

36. These rules may be altered, deleted or added to at any annual general meeting or special general meeting of the Guild subject to the following conditions:
- (a) Notice stating the proposed alteration, deletion, or addition to the Rules shall be given to each member;
- (b) The meeting may amend such proposals;
- (c) Any resolution to effect any alteration, deletion or addition to the Rules shall be passed by not less than three-quarters in number of the financial members present.
- (d) No addition to or alteration of the non-profit aims, personal benefit clause or the winding-up clause shall be approved without the approval of the Inland Revenue Department. And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

### **WINDING UP**

37. (a) A decision to wind-up the affairs of the Guild shall be taken by resolution of members in a general meeting of which notice has been given in writing as for an amendment of the rules in Rule 30 and such resolution shall be in accordance with Rule 30.
- (b) Upon the Guild being wound-up the property of the Guild shall be disposed of in such manner as the financial members in general meeting may determine, with

the following proviso: If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the organisation, but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also has an income tax exemption, or for some other charitable purpose within New Zealand.

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

Previous amendments: June 1985; 1993; July 1997; August 1998; October 1999; October 2003; October 2011.