

RULES OF BREWERS GUILD OF NEW ZEALAND INCORPORATED



Auckland

Level 6, Chorus House
66 Wyndham Street
PO Box 2646
Auckland 1140
Telephone +64 9 920 6400
Facsimile +64 9 920 9599

Christchurch

Level 9, HSBC Tower
62 Worcester Boulevard
PO Box 2646
Christchurch 8140
Telephone +64 3 379 0920
Facsimile +64 3 366 9277

www.anthonharper.co.nz

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GENERAL TERMS

1 Name

- 1.1 The name of the society is Brewers Guild of New Zealand Incorporated (the "Society").
- 1.2 The Society is constituted by resolution dated ~~4 November 2006~~.
- 1.3 **Registered Office** The Registered Office of the Society is the offices of Anthony Harper, Level 9, HSBC Tower, 62 Worcester Boulevard, Christchurch 8140.
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2 Purposes of Society

- 2.1 The purposes of the Society are to:
- (a) Promote the common interests of the members for the licensed brewing industry in New Zealand.
Examples would be:
 - Political lobbying and negotiating (excise duty etc.)
 - Sharing / disseminating information
 - To make available (to the media etc.) a spokesperson who can promote the point of view of the members.
 - (b) Education of members and the public including collecting information of value to members regarding laws, provisions, directives relating to brewing in New Zealand and publishing material and running conferences.
 - (c) Promote the positive aspects of beer.
 - (d) Do anything necessary or helpful to the above purposes.
- 2.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

3 The Board

- 3.1 The Society shall have a governing board (the "Board"), comprising the following persons:
- (e) The Chairperson;
 - (f) The Vice Chairperson; and
 - (g) Other persons as the Society shall decide.

Only Members of the Society may be Board Members

4 Appointment of Board Members

- 4.1 At a Society Meeting, the Members may decide by Majority vote:
- (a) Who the Board Members shall be;
 - (b) How large the Board will be;
 - (c) Whether any Board Member may have more than one title.

- 4.2 Subject to rule 5.1, each person will be a Board Member for a term of two years (the "Term"), save that all such retiring Board Members shall be eligible for re-election.

5 Cessation of Board Membership

- 5.1 Persons cease to be Board Members when:
- (a) They resign by giving written notice to the Board, or are deemed to have resigned in accordance with clause 6.3.
 - (b) They are removed by Majority vote of the Society at a Society Meeting.
 - (c) Their Term expires.
 - (d) An event occurs that would disqualify them from being a director pursuant to the Companies Act 1993.
- 5.2 If a person ceases to be a Board Member that person must within one month give to the Board all Society documents and property.

6 Nomination of Board Members

- 6.1 Nominations for members of the Board shall be called for at least 14 days before the Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nominations delivered to the Chairperson. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. The Chairperson shall post all nominations on a suitable notice board at least 2 days before the Annual General Meeting.
- 6.2 An Ordinary Brewery Member shall not be represented by more than one member of the Board.
- 6.3 If the position of any Board Member becomes vacant between Annual General Meetings, the Board shall appoint another Board Member to fill that vacancy until the next Annual General Meeting.
- 6.4 If any Board Member is absent from three consecutive Board Meetings without leave of absence that Chairperson may declare that person's position to be vacant and the Board Member will be deemed to have resigned as a Board Member .
- 6.5 The validity of the Board will not be affected by a vacancy in its membership.

7 Role of the Board

- 7.1 Subject to the rules of the Society (the "Rules"), the role of the Board is to:
- (a) Administer, manage, and control the Society;
 - (b) Carry out the purposes of the Society and Use Money or Other Assets to do that;
 - (c) Manage the Society's bank accounts;
 - (d) Ensure that all Members follow the Rules;
 - (e) Decide who shall have the title of Chairperson and Vice Chairperson;
 - (f) Decide how a person becomes a Member, and how a person stops being a Member;
 - (g) Decide the times and dates for Meetings, and set the agenda for Meetings;

- (h) Decide the procedures for dealing with complaints;
 - (i) Set Membership fees, including subscriptions and levies;
 - (j) Make regulations; and
 - (k) Otherwise fulfil the objects of the Society, as determined by the Board.
- 7.2 The Board has all of the powers of the Society, unless the Board's powers is limited by these Rules, or by a decision requiring a Majority vote of the Society.
- 7.3 Subject to rule 7.5 decisions of the Board shall be made by a Majority vote at a Board Meeting;
- 7.4 In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.
- 7.5 From time to time decisions of the Board may be made by resolution in lieu of a meeting, or be otherwise authorised or approved, by a majority of Board Members.
- 7.6 Decisions of the Board bind the Society, unless the Board's power is limited by these Rules.
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8 Roles of Board Members

- 8.1 The Chairperson's (and in his/her absence the Vice Chairperson's) role is to:
- (a) Ensure that the Rules are followed;
 - (b) Convene Meetings;
 - (c) Chair Meetings, deciding who may speak and when and the order of business;
 - (d) Oversee the operation of the Society;
 - (e) Give a report on the operation of the Society at each Annual General Meeting;
 - (f) Advise the Registrar of Incorporated Societies of any rule changes;
 - (g) Advise the Registrar of Incorporated Societies of any alteration to the Rules;
 - (h) Do and perform such other lawful duties as may be relevant to the office of the Chairperson.

SOCIETY MEMBERSHIP

9 Types of Members

- 9.1 Membership may comprise different classes of membership as decided by the Board.
- 9.2 As at the date of these rules, Members of the Society are:
- (a) Ordinary Brewery Members;
 - (b) Cider Maker Members;
 - (c) Corporate Members; or
 - (d) Hospitality/Retail Members.

- 9.3 Subject to rule 9.4 below, all Members have the rights and responsibilities set out in these Rules
- 9.4 Unless otherwise decided by the Board, only Ordinary Brewery Members may vote at Society Meetings..
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10 Admission of Members

- 10.1 To become a Member, a person (the "Applicant") must:
- (a) Complete an application form, if the Board requires this;
 - (b) Pay the Joining fee as fixed by the Board from time to time by its due date; and
 - (c) Supply any other information the Board requires.
- 10.2 To be an Ordinary Brewery Member the member must be the nominated agent of a legal entity that brews, or commissions the brewing of, common brands, names and formulas at a facility in New Zealand. Each such legal entity may nominate one Ordinary Brewery Member.
- 10.3 A foreign brewing entity that has a representative company in New Zealand, but does not have a brewing facility in New Zealand, may join as a Corporate Member only. The Board may interview the Applicant when it considers the Membership applications.
- 10.4 The Board shall have complete discretion when it decides whether or not to let the Applicant become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.
- 10.5 The Board may change any terms or classes of membership, or impose any additional terms, at its discretion.
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11 The Register of Members

- 11.1 The Board shall keep a register of Members (the "Register"), which shall contain the names, the addresses and telephone numbers of all Members, and the dates at which they became Members.
- 11.2 If a Member's address or telephone number changes, that Member shall give the new address of telephone number to the Board.
- 11.3 Each Member shall provide such other details as the Board requires.
- 11.4 Members shall have reasonable access to the Register of Members.
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12 Cessation of Membership

- 12.1 Any Member may resign by giving written notice to the Board.
- 12.2 A Member may have his or her Membership terminated in the following way:
- (a) immediately on notice by the Board if the Member has not paid any fees or subscriptions when due and has failed to remedy such non-payment within 14 days after receiving written notice from the Board of such non-payment (and for the avoidance of doubt, clauses 12.2(b) to (f) shall not apply to such termination);
 - (b) If, for any reason other than as set out in clause 12.2(b), the Board is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Board may give written notice of this to the Member (the "Board's Notice"). The Board's Notice must:

- i). Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society:
 - ii). State what the Member must do in order to remedy the situation; or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's Membership.
 - iii). State that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's Membership.
 - iv). State that if the Board terminates the Member's Membership, the Member may appeal to the Society.
- (c) 14 days after the Member received the Board's Notice, the Board may in its absolute discretion by Majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Society Meeting by giving written notice to the Board ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- (d) If the Member gets the Member's Notice to the Board, the member will have the right to be fairly heard at the next Society Meeting. If the Member chooses, the Member may provide the Board with written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Board to give the Member's Explanation to every other Member within 7 days of the Board receiving the Member's Explanation. If the Member is not satisfied that he other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- (e) When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.
- (f) The Society shall then by Majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

13 Re-admission of former Members

- 13.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Board or the Society, the Applicant shall not be re-admitted without the approval of the Board..

14 Obligations of Members

- 14.1 All Members (and Board Members) shall be bound:
- (a) To observe the Rules of the Society for the time being in force;
 - (b) To promote the purposes of the Society and shall do nothing to bring the Society into disrepute;
 - (c) To take an active parts in the affairs of the Society; and
 - (d) To pay such subscriptions and fees as are fixed by the Board from time to time.

MONEY AND OTHER ASSETS OF THE SOCIETY

15 Use of Money and Other Assets

15.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society;
- (b) It is not for the sole personal or individual benefit of the any Member; and
- (c) That Use has been approved by either the Board or by Majority vote of the Society.

16 Joining Fees, Subscriptions and Levies

16.1 The Society shall decide by Majority vote at a Society Meeting:

- (a) What a Member must pay to join the Society ("Joining Fee"); and
- (b) What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

16.2 The Board may by Majority vote impose reasonable levies on Members.

16.3 If any Member does not pay a Subscription or levy by the date set by the Board or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

17 Additional Powers

17.1 The Society may:

- (a) Employ people for the purposes of the Society;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

18 Financial Year

18.1 The financial year of the Society begins on 1 April of every year and ends on 31 March of the next year.

19 Cheques

19.1 Any payment made by the Society above a value of twenty dollar must be by Cheque or electronic deposit.

20 Appointing an Auditor

20.1 The Board may appoint an auditor from time to time ("Auditor"). The Auditor shall audit the Society's accounts, and shall certify that they are correct. The Auditor must be a member of Chartered Accountants Australia & New Zealand , and must not be a Member of the Society.

CONDUCT OF MEETINGS

21 Society Meetings

- 21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 21.2 The Annual General Meeting shall be held once every year and, where reasonably practical, be held between 1 April and 31 August. The Board shall determine when and where the Society shall meet.
- 21.3 Special General Meetings may be called by the Board at its discretion. The Board must call a Special General Meeting if the Board receives a written request signed by at least a quarter of the Members.
- 21.4 The Board shall give all Members at least 14 days' written notice of:
- (a) The business to be conducted at any Society Meeting;
 - (b) A copy of the Annual Report, Statement of Accounts, if the Society Meeting is an Annual General Meeting;
 - (c) Notice of any motions and the Board's recommendations about those motions. If the Board has sent notice to all Members in good faith, the Society Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 21.5 The Board shall provide all Members with a list of Nominees for the Board, and information about those Nominees if it has been provided, at least 5 days before the Annual General Meeting. (The Board must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
- 21.6 All Members may attend but only Ordinary Brewery Members may vote at Society Meetings. Members may attend in person, by telephone or video conference.
- 21.7 A Member entitled to vote at a Society Meeting may appoint another such Member, or the Chairperson, to act as proxy for him/her either at a particular Society Meeting or all Society Meetings he/she is entitled to attend. Such proxy may be appointed by letter or email confirming the proxy's authority to act on behalf of the Member.
- 21.8 No Society Meeting may be held unless at least 30% of [] Members entitled to vote at such meeting, and one Board Member, attend, in person or by proxy, which will constitute a quorum.
- 21.9 All Society Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Vice chairperson shall chair the Society Meeting. If the Vice Chairperson is also absent, the Chairperson shall nominate another Board Member to chair the Society Meeting.. Any person chairing a Society Meeting has a casting vote.
- 21.10 On any given motion at a Society Meeting, the Chairperson shall in good faith determine whether to vote by;
- (a) Voices;
 - (b) Show of hand; or
 - (c) Secret ballot.
- However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.
- 21.11 The business of an Annual General Meeting shall be:
- (a) Any minutes of the previous Annual General Meeting;

- (b) The Chairperson's report on the business of the Society;
- (c) A report on the finances of the Society, and the Statement of Accounts from a duly qualified accountant, accompanied by an auditor's report (if an auditor has been appointed under Rule 20);
- (d) Election of Board Members;
- (e) Motions to be considered;
- (f) General business; and
- (g) Approval of plans for the balance of the current and next calendar years.

21.12 From time to time decisions of the Society may be made by resolution in lieu of a meeting, or be otherwise authorised or approved, by a Majority vote.

22 Motions at Society Meetings

22.1 Any Member may request that a motion be voted on ("Members Motion") at a particular Society Meeting, by giving written notice to the Board at least 10 days before that meeting. The Member may also provide information in support of the motion. The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed or otherwise approved by at least a quarter of all Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Board must give the Member's Information to all Members at least 10 days before the Society Meeting chosen by the Member; or if the Board fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Board may also decide to put forward motions for the Society to vote on ("Board Motions").

23 Board Meetings

23.1 Board Meetings may be held via video or telephone conference, or other formats as the Board may decide.

23.2 No Board Meeting may be held unless more than half of the Board Members attend.

23.3 The Chairperson shall chair Board meetings, or if the Chairperson is absent, the Vice Chairperson shall chair the Board meeting. If the Vice Chairperson is also absent, the Executive Director shall chair the Board meeting. If the Executive Director is also absent, the Board shall elect a Board Member to chair that meeting.

23.4 Decisions of the Board shall be by majority vote.

23.5 The Chairperson or person acting as Chairperson has a casting vote.

23.6 Only Board Members present at a Board meeting, in person or by proxy, may vote at that Board meeting.

23.7 Subject to these Rules, the Board may regulate its own practices.

23.8 The Chairperson may adjourn the Board Meeting if necessary.

SIGNING OF DOCUMENTS

- 24 **Signing of Documents** The Society shall have a common seal. At document shall be executed on behalf of the Society if:
- (a) The common seal is attached to the document; and
 - (b) The document is witnessed by any one of the Chairperson or Vice Chairperson, , and countersigned by one other member of the Board.

ALTERING THE RULES

25 Altering the Rules

- 25.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a Majority vote.
- 25.2 The Board may propose a motion to amend or replace these Rules.
- 25.3 Society Members may also propose a motion to amend or replace these Rules provided it is signed by at 25% of Members and given in writing to the Board at least 10days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.4 At least 14 days before the Society Meeting at which any Rule change is to be considered the Board shall give to Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- 25.5 When a Rule change is approved by a Society Meeting the Board shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule change in the required form. No Rule change shall take effect until this is done.

WINDING UP

26 Winding Up

- 26.1 The Board may apply to the Registrar to dissolve the Society if it no longer carries on operation. The Society may otherwise be put into liquidation in accordance with the Incorporated Societies Act 1908.
- 26.2 upon dissolution or liquidation, any remaining Money or Other Assets shall be dealt with as follows:
- (a) The Society's debts, costs and liabilities shall be paid;
 - (b) No distribution may be made to any Member;
 - (c) The surplus Money and Other Assets shall be distributed to any organisation with similar objects to those of this Society or if none exists, to another organisation which is not carried on for pecuniary gain.

27 Definitions

- 27.1 In these Rules:
- (a) "Cheque" means a personal cheque or bank cheque.
 - (b) "Board" means the Board of the Society.

- (c) "Board Meeting" means a meeting of the Board.
- (d) "Board Member" means any Member who is on the Board.
- (e) "Majority vote" means a vote made by more than half of the Members who are present including by proxy, and who are entitled to vote and voting at that Meeting upon a resolution put to the Members.
- (f) "Meeting" means any Annual General Meeting, any Special General Meeting and any Board Meeting.
- (g) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (h) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque or any other means of paying legal tender, and includes payment by personal cheque.
- (i) "Rules" means these rules, being the rules of the Society.
- (j) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- (k) "Use Money or Other Assets" means to use, handle, invest, transfer, give, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.