

NEW ZEALAND PLOUGHING ASSOCIATION INCORPORATED



CONSTITUTION 2025

1. Name:

This Association shall be called the New Zealand Ploughing Association Incorporated (*Charities Services Registration Number CC47403*) and in the following clauses is hereafter referred to as the NZPA

2. Objectives:

- a. To promote and encourage interest in the art and skill of ploughing the land.
- b. To arrange, in conjunction with the World Ploughing Organisation and the sponsors of the New Zealand Ploughing Association Incorporated, for the conducting of an annual New Zealand Ploughing Championship for the New Zealand participation in the World Championship Ploughing contests.
- c. To cooperate with similar organisations in other countries in organising World Championship Ploughing Contests.
- d. To encourage the development and adoption of improved techniques and aids in all branches of agriculture, and to foster a keen desire for food production.
- e. To provide facilities for demonstration work and trade displays at the New Zealand Ploughing Championships
- f. By these means to encourage fellowship and understanding amongst all concerned in town and country.
- g. To support and cooperate with other organisations in the furtherance of these objectives.

3. Profits of the Association

01. Any income, benefit or advantage must be used to advance the charitable purposes of the NZPA
02. No member of the NZPA or anyone associated with a member, is allowed to take part in, or influence any decision made by the NZPA in respect of payments to, or on behalf of, a member or a NZPA person of any income, benefit, or advantage.
03. Any payments made to a member of the NZPA, or person associated with a member, must be for goods and services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

4. Membership.

a. Affiliate Members:

- i. These shall be Ploughing Associations or Clubs, or other Organisations who promote ploughing events, who have paid an annual affiliation fee to the New Zealand Ploughing Association Incorporated.
- ii. The affiliation fee will be reviewed annually by the NZPA Executive Committee.

b. Members:

Any person may become a member of an affiliated club on payment of an annual subscription as set by the said club.

c. Life Member:

Any person may become a Life Member (without voting power) on payment to the Association of a Life Membership fee as set by the NZPA.

d. Honorary Life Member:

- i. An affiliate organisation may nominate an Honorary Life Member of their own organisation to be

considered for an Honorary Life Membership of NZPA. A nomination will need to be accompanied with a citation detailing a record of long involvement and past activities for the benefit of Ploughing in New Zealand.

- ii. Such a person can be nominated by the NZPA Executive Committee for ratification by the Annual General Meeting.
- iii. An affiliate member may nominate an Honorary Life Member giving in the required citation and a record of long involvement and past activities for ploughing in New Zealand . Such nominations when considered and approved by the NZPA Executive Committee will be placed before the Annual General Meeting for ratification.
- iv. Nominations must be in writing and in the hands of the Secretary 30 days prior to the Annual General Meeting.

5. Register of Affiliate Members:

The General Secretary will hold, update, and maintain a current register of Affiliated Organisations or Clubs of NZPA," registering each affiliates

- (i) full name.
- (ii) physical and/or electronic address.
- (iii) phone number.
- (iv) date they became a member.

- b. for any member who has ceased to be a member within the previous 7 years, the name of the member and the date on which they ceased to be a member; and
- c. any other information required by the Executive Committee.
- d. This Register shall be open for inspection at any General Meeting or Annual General Meeting of the NZPA.

6. Termination of Membership:

- a. Resignation: Members may resign by giving notice in writing to the NZPA General Secretary of such resignation but will be liable for the subscription or fee for the financial year in which the resignation is received. If after 2 years a member is unfinancial, that member will cease to be included on the membership register.
- b. Code of Conduct: Members are asked upon joining to agree to uphold a standard of conduct. Conduct examples that will not be tolerated and could lead to expulsion (see clause 6 c.) are: provocation, bullying, offensive, sexist, racist or disrespectful behaviours.
- c. Expulsion: If in the opinion of the Executive Committee of the NZPA (hereinafter called the "**Committee**") that the conduct of a member or Affiliate is such as appears to endanger the character, good order or welfare of the NZPA or for any other reason it is desirable in the interests of the NZPA that any member shall cease to be a member then the Committee may, after giving such member an opportunity to be heard by the Committee, request such member to resign.
If such member fails to resign within seven (7) days after such request the Executive Committee shall have power to suspend such member for a period not exceeding one (1) month pending consideration of the expulsion of the member at a Special General Meeting of members called for that purpose. On request of the member, or by the requisition in writing made by not less than ten (10) Voting Members, or the Committee on its own resolution shall call a Special General Meeting of Voting Members to consider the expulsion of such member. The voting at such meeting shall be by ballot. Upon a resolution being passed by a two-thirds majority of Voting Members present and entitled to vote in favour of expulsion the name of such member shall be removed by the General Secretary from the register of members and such member shall thereupon cease to be a member of the NZPA.

7. Voting Power:

- a. Affiliate delegates and/or Executive members or deputies and co-opted members shall have equal rights at general meetings of the association. No person shall exercise more than one vote (with the exception of the president who may exercise a casting vote)
- b. Any affiliate whose subscription or fee to NZPA is in arrears at the time of the Annual General Meeting or General Meeting shall not be entitled to hold voting rights at that meeting.
- c. The President may exercise a casting vote.
- d. Subject to sub-clause (7a) above, members of the Executive Committee may, ex officio, exercise a vote at the Annual General Meeting PROVIDED ALWAYS that should a member of the Executive Committee also be a delegate then this sub-clause shall not entitle such a member to exercise more than one vote.
- e. Voting at the Annual General Meeting and General Meetings shall in the first place be on voices, and, if called for, a show of hands or paper/confidential ballot. Two scrutineers will be selected from the floor.

8. Management:

All concerns of the NZPA and all arrangements for its management shall be conducted by an Executive Committee of regional elected members, up to eleven consisting of:

- President,
- Vice-President and Deputy Vice-President
- Immediate Past-President,
- not more than seven other regional members.

The Executive Committee shall have the power to appoint suitably qualified/experienced people to carry out the roles of General Secretary and Treasurer.

The Executive Committee shall have the power to appoint Sub-Committees and other Officers or co-opted members as the Executive Committee may deem necessary to appoint.

9. Election of Officers, Executive Committee and Regional Committees:

- a. The Association shall have Patron(s) who may be appointed by the Executive Committee, but Patron(s) shall not form part of the Committee.
- b. The President shall hold office for one year, unless the occasion arises, it is desirable to appoint him, or her, for a further year. That following year he, or she, shall be Immediate Past-President, after which he, or she, automatically retires and may be eligible for nomination as a regional member of the Executive Committee. Executive members are eligible for nomination as President, Vice-President, Deputy Vice-President and Treasurer and are elected annually by the Executive Committee
- c. The Immediate Past-Presidents term will exist for the duration of the president's term.
- d. The Deputy Vice-President shall be elected by the newly elected Executive Members.
- e. The Offices of President, Vice-President, Deputy Vice-President and Immediate Past-President will be considered regional members of the Executive Committee.
- f. Regional members of the Executive Committee shall be appointed in regions as follows:
 - Upper North Island: two (2)
 - Lower North Island: two (2)
 - Nelson/Marlborough: one (1)
 - Canterbury/North Otago: three (3)
 - Otago/Southland: three (3)
- g. The required number of regional members shall be elected at Regional Committee meetings prior to the Annual General Meeting and the Executive Committee NZPA General Secretary notified of those elected.
- h. The newly elected Executive Committee shall take office 30 days following the National Championships in the fiscal year succeeding their election.
- i. Two members (one being the Immediate Past-President* see 9 c) shall retire by rotation each year and may be eligible for re-election except the member appointed to the World Ploughing Organisation Governing Board who shall come up for re-election at the first opportunity after having served a term of five (5) years. The World Board Member, in the first instance, shall be elected from the Executive committee.
- j. A Regional committee shall consist of representative(s) of each affiliate association within a region, together with the Executive Committee members representing that region.
- k. Executive Committee Vacancy: in the event of a vacancy occurring in the Executive Committee between one AGM and another, the Executive Committee shall have power to fill that vacancy by way of a resolution at an Executive Committee meeting. An Executive Committee member will cease to hold the office of Committee member if they:
 - retire or resign as a Committee member by giving written notice to the Executive Committee, • die; or,
 - become disqualified from being a Committee member under section 47(3) of the Act.

10. Registered Office: The registered Office of the NZPA to which all communications may be addressed shall be the residential address of the current General Secretary, or such other address as the Executive Committee may determine from time to time. The General Secretary shall be the primary contact person for the NZPA.

11. Meetings:

- a. Executive Committee meetings shall be called by the General Secretary or the President, by giving no less than 21 days' notice of such meeting, except under urgent circumstances provided however that such Executive Committee meetings may be conducted by way of a conference call or by way of a Minute Book entry as shall be determined from time to time by the General Secretary or President.
- b. A quorum of 6 Committee members, will be the minimum number required to conduct the business of an Executive Committee Meeting.
- c. Sub-Committee meetings shall be called by the Chairman or Convenor of the Sub-Committee concerned giving at least 21 days' notice for such meetings except under urgent circumstances when shorter notice will suffice.
- d. Regional Committee meetings shall be convened by the Regional Committee Chairman. The function of such Regional Committees is to coordinate ploughing events in the region, elect regional

representatives to the Executive Committee as required, nominate Judges for the NZ Ploughing Championships, stimulate interest in ploughing competitions in the region, further the aims and objects of the NZPA, and co-operate in organising N.Z. Ploughing Championship events.

12. General Meetings:

- a.** The Annual General Meeting shall be held at the time and place of the NZ Ploughing Championship Contest.
- b.** Special General Meetings may be called by the Executive Committee.
- c.** Any General Meeting shall consist of the Executive Committee together with Affiliate delegates or their deputies as notified to the Association's General Secretary as required by clause **13 f**.
- d.** Thirty days written notice of any General Meeting of the NZPA shall be given to each member.
- e.** The quorum for any General Meeting of the NZPA will comprise twelve members, delegates, or financial affiliates and six executive committee members.
- f.** Remits for consideration at any General Meeting or Annual General Meeting must be sponsored by an Affiliate Association, signed by its President and/or Secretary, and be in the hands of the General Secretary of the Executive Committee two months prior to the said Annual General Meeting for distribution with the meeting agenda.

13. Minutes:

The Minutes of the proceedings of all meetings shall be recorded in a book or books provided for that purpose, and the minutes of the preceding meeting shall be presented at the next subsequent meeting for approval and confirmation by vote.

14. Alteration to Constitution:

- a.** The Executive Committee may propose alteration to the NZPA Constitution for submission to any General Meeting or AGM.
- b.** Alterations or additions to the New Zealand Ploughing Association's Constitution for consideration at any General Meeting or AGM must be sponsored by an affiliate Association, signed by its President and/or Secretary and be in the hands of the General Secretary of the Executive Committee 2 months prior to the said General Meeting or AGM for distribution with the meeting agenda.

15. Competition Rules:

The Executive Committee shall each year approve a set of Competition Rules under which the ploughing competitions under its jurisdiction are to be conducted. The Executive Committee shall have the power to amend, delete or add to the Competition Rules as necessary.

16. Finance:

- a.** The New Zealand Ploughing Association's financial year will be from 1st January to 31st December inclusive.
- b. Revenue:** All money received shall be deposited by the Treasurer into the NZPA bank account with a designated bank or suitable financial institution(s) decided by the Executive Committee, or electronically banked directly into the nominated bank account after being entered into the account books of the NZPA as being received.
- c. Expenses:** All expenses incurred, having been authorised by the Executive Committee, the General Secretary, or Treasurer in the administration of the Association and in the organisation of the Association's work, shall be submitted to the subsequent meeting of the Executive Committee and, if approved for payment, shall be paid out of the funds of the Association.
- d. Accounts:** Notwithstanding the requirements of the preceding clause in that all accounts must be approved for payment by the Executive Committee, to allow settlement of normal trading and similar accounts, such accounts will be paid by using electronic banking as early as may be convenient and desirable and presented at the next Executive Meeting for approval.
- e.** All payments shall be made by the Treasurer (or Authoriser) using electronic banking. The payments shall be authorised by a second authorised person or a signatory with final approval by the Executive committee.
- f.** The Executive Committee will have full control of the investments and funds of the NZPA subject to the restriction contained in **17 g**.
- g.** The Executive Committee may have cause to establish a special reserve fund which will be a minimum of \$250 000.00 of the total funds, which will be deposited in a suitable investment account with a designated trading bank or financial institution.
- h.** Excluding the annual operational costs the remaining funds are available for investment. **i.** Interest derived from the special reserve fund may be applied at the discretion of the Executive Committee towards the expenses of administering the Association or may be added to the capital fund.
- j.** The Executive Committee shall not withdraw any capital sum from the special reserve fund without first obtaining authority to do so from the Annual General Meeting by passing of a resolution by no less than a seventy five percent (75%) majority of the members, delegates and Executive Committee members

present at that meeting.

17. Amendments, Alterations or Additions:

Amendments, alterations or additions cannot be made to the Constitution which would alter the exclusively charitable nature of the NZPA, but other additions to or alterations or revision of these rules may be made provided such additions, alterations or revisions are made at a General Meeting called for that purpose. Any amendment to this Constitution must be made in writing.

The Executive Committee may amend the terms of this Constitution by a unanimous resolution of the Committee if the Amendment:

- has no more than a minor effect; or
- corrects errors or makes similar technical alterations,

provided that the Committee provides written notice of the amendment to every affiliate, with the notice stating:

- the text of the amendment; and

- the right of the affiliate to object to the amendment.

If no affiliate objects within 20 working days after the date on which the notice is sent, the Committee may make the amendment.

If an affiliate objects to the amendment within 20 working days, the NZPA may not make the amendments under this clause until it is presented to the General or Special Meeting and until a vote is taken.

18. Disputes Resolution Procedures:

The NZPA's Disputes Resolution Procedures are set out as Schedule One to this Constitution.

19. Winding Up/Dissolution:

- a. The NZPA may be wound up if a majority of the members at a General Meeting passes a resolution requiring the NZPA to be wound up and the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.
- b. In the event of the NZPA being wound up or becoming defunct, all trophies not won outright will be returned to the donors or their heirs and assigns.
- c. On winding up and dissolution of the NZPA all surplus assets after the payment of all costs, debts and liabilities shall be disposed of as decided by the Executive Committee. If upon the winding up or dissolution of the NZPA, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Executive members of the NZPA. But *must* be in the first instance given or transferred to the remaining Ploughing Match Associations of New Zealand, or some other charitable organisation or body having objectives similar to the objectives of New Zealand Ploughing Association Incorporated - preferably within New Zealand.

20. Policies/Procedures:

Policies and/or Procedures shall be reviewed on a regular basis for the best interest of the NZPA and its members.

21. Other Questions:

The Executive Committee shall have full authority to deal with and dispose of any question which may arise on any matter whatsoever which is not expressly provided for by this Constitution and the Competition Rules. The decision of the Executive Committee on the construction or interpretation of any rule or on any matter or thing not contained in the Constitution but pertaining to or affecting the NZPA, its members or its property shall be conclusive and binding on all members. Where the pronoun indicating the masculine gender is used in these Rules, it shall also be taken to include the feminine gender wherever applicable.

22. Income, Benefits and Advantages

- a. Any income, benefit or advantage shall be applied to the charitable purposes of the organisation.
- b. No member or person associated with a member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from -

Professional services to the organisation rendered in the course of business; or

- c. The provisions and effects of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

- d. provided that nothing herein shall prevent payment in good faith of approved recompense, honorarium or remuneration to any officer or member of the NZPA for services actually rendered to the NZPA.

23. Indemnity and Insurance

- a. Indemnity: The Club indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.
- b. Insurance: With the prior approval of its Committee, the Association may affect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.
- c. Indemnity for Officers: The Association is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:
 - 1. liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and costs incurred by the Officer for any claim or proceeding relating to that liability.

SCHEDULE ONE: DISPUTES RESOLUTION PROCEDURES

1 HOW A COMPLAINT IS MADE

1.1 A member or Committee member may make a complaint by giving to the Committee a notice in writing that – 1.1.1 states that the member or Committee member is starting a procedure for resolving a dispute in accordance with the NZPA's constitution; and

1.1.2 sets out the allegation to which the dispute relates and whom the allegation is against. This must be detailed enough to ensure the member or Committee member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.2 The NZPA may make a complaint involving an allegation against a member or a Committee member by giving to the member or Committee member a notice in writing that –

1.2.1 states that the NZPA is starting a procedure for resolving a dispute in accordance with the NZPA's constitution; and

1.2.2 set out the allegation to which the dispute relates. This must be detailed enough to ensure the member or Committee member is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

1.3 The terms *dispute* and *complaint* are to be interpreted in accordance with section 38 of the Act.

2 INVESTIGATING AND DETERMINING A DISPUTE

2.1 The Committee must, as soon as reasonably practicable after receiving or becoming aware of a complaint made in accordance with this procedure, ensure that the dispute is investigated and determined.

2.2 In the interests of resolving disputes in a fair, efficient and effective manner, the most senior member of the Committee with no personal interest in the dispute (the “**Elector**”) will determine how the dispute will be dealt with. This can include:

2.2.1 appoint an external person to investigate and report; or

2.2.2 with the consent of all parties to a complaint, initiate a mediation between the parties and appoint an appropriate mediator; or

2.2.3 appoint an external person to investigate and make a decision; or

2.2.4 appoint an appropriate arbitrator to determine the dispute under the Arbitration Act 1996, including schedules 1 and 2.

2.3 Despite clause 2.2, the Elector may, without hearing from any person, decide not to proceed further with a complaint if:

2.3.1 the complaint is trivial; or

2.3.2 the complaint does not appear to disclose or involve any allegation of the following

kind: 2.3.2.1 that a member or a Committee member has engaged in material misconduct;

2.3.2.2 that a member, a Committee member, or the NZPA has materially breached, or is likely to materially breach, a duty under the NZPA's constitution or the Act; or

2.3.2.3 that a member's rights or interests or a member's rights or interests generally have been materially damaged; or

2.3.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or

2.3.4 the person who makes the complaint has an insignificant interest in the matter; or

2.3.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or

2.3.6 there has been an undue delay in making the complaint.

- 2.4 While not binding on the Elector, the NZPA agrees that the following categories of disputes should be resolved as follows:
- 2.4.1 Where the dispute involves issues of personal animosity or where relationships within the NZPA have broken down, the dispute should go to mediation.
- 2.4.2 Where the dispute concerns interpretation of the NZPA's constitution or the NZPA's statutory obligations, an independent lawyer should be appointed to investigate and provide a report.
- 2.4.3 Where the dispute concerns matters about the financial operations of the NZPA, an external person with accounting skills should be appointed to investigate and provide a report.
- 2.4.4 Where the dispute concerns operational matters, an external person should be appointed to investigate and provide a report.
- 2.5 Before making a decision under clause 2.2, the Elector may request further information from the Committee, the complainant and/or any person who is the subject of the complaint.
- 2.6 Where an external party is appointed to provide a report, that report should be provided to the Committee, the complainant and any person who is the subject of the complaint (the **"parties"**). After reviewing the report, the parties will then meet to discuss whether:
- 2.6.1 the NZPA will take any steps in light of the report-writer's findings; and
- 2.6.2 the parties agree that those steps (if any) will resolve the dispute.
- 2.7 If the Elector initiates the steps under clause 2.2.1 or 2.2.2 and that is insufficient to resolve the matter, the Elector may then initiate any of the other options under clause 2.2.
- 2.7.1 A person may not act as a decision maker in relation to a complaint if the majority of members of the Committee consider that there are reasonable grounds to believe that that person may not be impartial or able to consider the matter without a predetermined view.
- 2.8 An external person appointed under clause 2.2.1 or 2.2.3 may, inter alia:
- 2.8.1 call for written submissions from all relevant parties;
- 2.8.2 call for specific evidence from the NZPA or any relevant party; and/or
- 2.8.3 prepare an interim report and circulate it to the relevant parties for their comments.
- 2.9 In addition to the powers under clause 2.7, an external person appointed under clause 2.2.3 may also determine whether to hold an oral hearing involving all relevant parties and (if so) determine whether those parties can be represented by a lawyer.
- 2.10 A decision reached by an external person appointed under clause 2.2.3 will not be subject to an appeal to or a review by the courts of New Zealand.

3 PERSON WHO MAKES A COMPLAINT HAS A RIGHT TO BE HEARD

- 3.1 A member or Committee member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined, subject to clause 2.3.
- 3.2 If the NZPA makes a complaint –
- 3.2.1 the NZPA has a right to be heard before the complaint is resolved or any outcome is determined; and 3.2.2 a Committee member may exercise the right on behalf of the NZPA.

- 3.3 Without limiting the manner in which the member, Committee member, or NZPA may be given the right to be heard, they must be taken to have been given the right if –
- 3.3.1 They have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and 3.3.2 Their written statement or submissions (if any) are considered by the decision maker.

4 PERSON WHO IS SUBJECT OF A COMPLAINT HAS A RIGHT TO BE HEARD

- 4.1 If the complaint involves an allegation that a member, a Committee member, or the NZPA (the **"respondent"**) –
- 4.1.1 has engaged in misconduct; or
- 4.1.2 has breached, or is likely to breach, a duty under the NZPA's constitution or the Act; or 4.1.3 has damaged the rights or interests of a member or the rights or interests of members generally.
- 4.2 Without limiting the manner in which a respondent may be given a right to be heard, the respondent must be taken to have been given the right to be heard if –
- 4.2.1 the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- 4.2.2 the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and 4.2.3 the respondent's written statement or submissions (if any) is considered by the decision maker.