

THE AGRONOMY SOCIETY OF NEW ZEALAND (INCORPORATED)

CONSTITUTION AND BY-LAWS

SECTION 1 NAME

1. The Society shall be named the Agronomy Society of New Zealand (Incorporated).

SECTION II OBJECTIVES

2. Society objectives:
 - a. Promote the advancement of scientific research and practice in agronomy in New Zealand.
 - b. Promote and encourage the interchange of information among professional workers in agronomy.
 - c. Promote and encourage agronomy education and research at tertiary level.

SECTION III MEMBERSHIP

3. Membership of the Society shall be of two classes, viz., Life Members and Members.
- 4.1 Life Members and Members shall be entitled to attend all meetings of the Society, to take part in the proceedings thereof, to receive a copy of any reports and journals issued by the Society, to have full voting rights and to hold office.
- 5.1 Life Members shall be elected from Members who have served the Society with distinction for a number of years. The number of Life Members shall be limited to five (5) living members or two (2) per cent of the Society's total membership, whichever is greater. Nominations for Life Membership shall be submitted by any member to the Society's Council who, on approving the nomination shall present them to the Annual General Meeting at which they must be approved by ninety (90) per cent of the voting membership present.
- 5.2 Applicants for election as Members shall be persons actively interested in agronomic sciences and practices.
6. Candidates for membership shall formally apply using the Society's membership application form. Membership is subject to approval by at least two (2) members of the Society's Council.
7. Membership subscriptions shall be waived for society Secretary, Treasurer and Proceedings Editor whilst they are in the role.

8. Termination of Membership:
 - a. The Council shall have the right, by a majority of two-thirds, to expel from the Society any Member. Any expelled Member shall *ipso facto* cease to hold office.
 - b. The Treasurer shall give notice to any Member whose subscription is two (2) years' overdue, and if such Member omits or neglects to pay the overdue amount within two (2) months, their name shall be removed from the membership roll.
 - c. Any member of the Society shall be entitled to resign on giving written notice to the Secretary prior to the expiry of the current financial year. No refund of the current year subscription (in part or full) will be provided.

SECTION IV CONTROL OF THE SOCIETY

9. The affairs of the Society shall be governed by a Council which shall consist of the President, Vice-President, Immediate Past President, Secretary, Treasurer, and a minimum of four Councillors. The offices of Secretary and Treasurer may be held by one (1) person. All members of the Council shall be resident in New Zealand.
10. The officers of the Society shall be financial Members and (other than the Immediate Past President which office is held in an *ex-officio* capacity) shall be elected annually by ballot at the Annual General Meeting and shall hold office until the Annual General Meeting of the Society following their election. Officers shall be nominated (proposed and seconded) by financial Members.
11. Ballots shall be counted by two (2) scrutineers appointed by Council and the results shall be announced at the Annual General Meeting by the Secretary. All officers shall be elected by a straight majority vote.
12. In the event of an extraordinary vacancy occurring in the Council by death, absence from New Zealand for six (6) months (except by leave of the Council) incapacity from mental or bodily disease (of which fact the council shall be the sole judge) or by resignation of any of its Members, such a vacancy may be filled by the Council at its next or any subsequent ordinary meeting occurring after such vacancy, by the election of another Member of the Society but the person so appointed shall hold office only for the unexpired term caused by the extraordinary vacancy.
13. The Council shall meet at the call of the President or by notice in writing to the Secretary by any two (2) Members of the Council. Four (4) Members of the Council shall constitute a quorum.

SECTION V CONTROL OF THE COMMON SEAL

14. The common seal of the Society shall be kept in the control of the Secretary and shall be affixed to any document or writing only by resolution of the Council.

SECTION VI MEETINGS

15. The Annual General Meeting shall be held at such time as Council may decide, providing always that an Annual General Meeting is held within each financial year as defined in Clause 21. Ordinary meetings of the Society may be held at any time that Council by resolution may appoint.
16. The Secretary shall give not less than fourteen days written notice of the date and place of every Annual Meeting, or Ordinary meeting to all Members of the Society, and shall set forth in such notice the business to be dealt with at such meeting.
17. Special Meetings may be called at any time by the President. Moreover, the President shall upon receipt of a request by at least ten (10) Members call a Special meeting at any time or place. In either case the President shall cause to be sent to each Member, ten (10) days in advance of the date set for the Special meeting a written notice stating the subject or subjects to be considered at the meeting.
18. At all Annual General, Ordinary or Special meetings of the Society ten (10) Members shall form a quorum.
19. Voting:
 - a. At all General Meetings of the Society each Member shall be entitled to one vote on their own behalf. However, any such person unable to be present at any meeting of the Society may appoint in writing another Member as their proxy at any such meeting to exercise their vote as required by them. Such appointment is to be in the hands of the Secretary before the commencement of the meeting.
 - b. All resolutions shall be decided upon by a majority of votes cast by those eligible to vote unless a ballot is demanded by five (5) Members entitled to vote. Voting shall be recorded by voices or a show of hands. Should a ballot be demanded, it shall be taken in such a manner as the Chair directs and the results of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
 - c. In the case of equality of votes whether on a show of hands or on a ballot the Chair of the meeting at which the show of hands takes place or at which the ballot was demanded shall be entitled to a casting vote as well as a deliberate vote.

SECTION VII FINANCE

20. The annual membership fees shall be decided by financial members at Annual General Meetings.
21. The financial year of the Society shall begin on 1 January and shall end on 31 December.
22. The annual membership fees shall be due on the first day of each financial year.
23. Any member two (2) years in arrears in respect of fees is thereby suspended, as provided in Clause 8b. In the event that they may wish to rejoin the Society their name must be proposed for membership in the regular way and must be duly approved as if such a Member had not previously been a Member of the Society. Arrears of dues shall be repaid before consideration of election of such Member can be entertained by the Society.
24. Control and Investment of Funds. All funds of the Society shall be controlled by the Council. Two (2) of three (3) nominated Council members shall operate the Society's accounts.
25. An accountant shall be elected by Members at each Annual General Meeting for the ensuing year. An auditor shall be appointed at the discretion of the Council.
26. Income must be used to advance the purposes of the organisation. Any payments made to a member must be for goods or services that advance the purpose of the organisation and must be reasonable and relative to payments that would be made between unrelated parties.
27. Disposition of Property of the Society in the Event of Winding Up. In the event of the Society being wound up, any surplus after payment of all liabilities and liquidating fees shall be used to fund postgraduate scholarships at any NZ university in the field of agronomy. The criteria and conditions for the scholarships shall be determined by three (3) trustees appointed by the outgoing Agronomy Society Council.

SECTION VIII TRANSACTIONS

28. The publication of proceedings and other papers shall be decided by Council.

SECTION IX INTERPRETATION

29. For the purpose of this constitution the term Agronomy shall be understood to include all these activities involved in the use of the land, etc., for the production of crops used for manufacturing processes and as foodstuffs for humans and animals.
30. If any question of difference shall arise touching the interpretation of the articles of the Constitution or By-Laws or the construction thereof or of any of them, the same shall be referred to the Council whose decision shall be final.

SECTION X AMENDMENTS

31. The Constitution may be amended at any Special Meeting or Annual General Meeting of the Society providing that notice of motion has been sent to the Secretary and transmitted to each Member at least four (4) weeks in advance of such a meeting. Such a notice of motion shall appear in the agenda paper of such a meeting.

32. Any new motion not appearing on the agenda for Annual General Meeting or Special General Meeting, and which is considered by a majority of Members present at the meeting to consist of part or parts of notified motions may itself be regarded as a notified motion.

By-Laws: Duties of Officers

33. **President:** It shall be the duty of the President to preside at meetings of the Society and of the Council and to maintain a general supervision of business of the Society.

At all meetings the President as chair or their representative shall have a deliberative and casting vote.

34. **Vice President** It shall be the duty of the Vice-President to preside over the meetings of the Society in the absence of the President, or at their request, and generally act in the place of the President when the latter is unable to act.

35. **Immediate Past President.** It shall be the duty of the Immediate Past President to preside over the meetings of the Society in the absence of the Vice-President, or at their request, and generally to act in the place of the Vice-President when the latter is unable to act.

36. **Secretary.** It shall be the duty of the Secretary to keep an accurate record of the proceedings of the Society, to keep a register of all the names of members, with their addresses and dates of their election, to conduct the correspondence of the Society, to give notice of all meetings, and to perform such other secretarial and other duties as may be assigned to him by the Society.

37. **Treasurer.** It shall be the duty of the Treasurer to have charge of all moneys of the Society, to pay all accounts, to keep a record of the financial standing of each Member, and to deliver annually to the annual meeting an externally reviewed statement of income and expenditure, and of the assets and liabilities of the Society. At its discretion, the Council can request that the finances be audited (clause 25).

38. **Council**

- a. The Council shall meet at regular periods throughout the year and a record of such meetings as may seem appropriate, shall be presented to Society members through the medium of newsletter or the proceedings.
- b. It shall be the duty of Council to conduct the administration of the Society according to the Constitution. It may from time to time amend or revoke rules of the Society subject to the approval of the Annual General Meeting or of ordinary or special meetings of the Society.
- c. It shall be responsible for the employment of any person for service in the Society and may expel or suspend such person from any such employment. It may fix the salary emolument or wages of any such service and decide the form such employment should take to meet the administrative needs of the Society.
- d. It shall be the responsibility of Council to:
 - Elect Members to the Society.
 - Appoint special committees to conduct special aspects of Society activities. The President and Secretary are *ex officio* members of such committees.

- Ensure that true accounts are kept of the moneys received and expended so that at the Annual General Meeting the Treasurer's report will have been given with Council approval.
- Consider and act as required on recommendations or suggestions from Members.

Notes:

At the 1999 Annual General Meeting of the Agronomy Society

The financial year was changed from 1 July to 30 June to 1 January to 31 December.

At the 2006 Annual General Meeting of the Agronomy Society, Dunedin, 13 November

As a result of the deletion of the Associate Member category.

Clause 3 amended from:

3. Membership of the Society shall be of three classes, viz., Life Members, Members and Associate Members.

Clauses 4.2, 5.3 and 19.2 deleted:

- 4.2 Associate Members shall be entitled to attend all meetings of the Society, to take part in the proceedings thereof, to receive a copy of any reports and journals issued by the Society, and to have full voting rights. Associate Members shall not hold office.

- 5.3 Applicants for election as Associate Members shall be persons interested in agronomic sciences and practices and who either have retired from full employment or are bona fide students enrolled at an approved university, and not in receipt of full salary or persons otherwise considered worthy of Associate Membership by the Council.

19.2 The annual membership fee for Associate Members shall be one half of that of Members.

At the 2008 Annual General Meeting of the Agronomy Society, Blenheim, 16 October

As a result of amendments of the constitution passed:

An additional sentence:

- c. Promote and encourage agronomy education and research at tertiary level

added to clause 2 of the Agronomy Society of New Zealand Inc. constitution.

The Secretary and Treasurer of the Agronomy Society of New Zealand Inc. are exempt membership fees.

Add a new clause 7

7. Membership subscriptions shall be waived for society secretary and treasurer whilst they are in the role.

Add a new clause 26 added and subsequent clauses renumbered as required:

26. Income must be used to advance the purposes of the organisation. Any payments made to a member must be for goods or services that advance the purpose of the organisation and must be reasonable and relative to payments that would be made between unrelated parties.

Clause 25 amended to correct the name of the New Zealand Institute of Agricultural Science (Inc.) to The New Zealand Institute of Agricultural and Horticultural Science Inc. (NZIAHS)
Clause 25 now reads:

25. Disposition of Property of the Society in the Event of Winding Up. In the event of the Society being wound up, any surplus after payment of all liabilities and liquidating fees shall be given to The New Zealand Institute of Agricultural and Horticultural Science Inc. (NZIAHS).

(Note: if all notices of motion are carried clause 25 will become clause 27).

The words Special Meeting added to clause 29 for clause 29 to read.

29. The Constitution may be amended at any Special Meeting or Annual General Meeting of the Society providing that notice of motion has been sent to the Secretary and transmitted to each Member at least four weeks in advance of such a meeting. Such a notice of motion shall appear in the agenda paper of such a meeting

Note: if all notices of motion are carried clause 29 will become clause 31.

At the 2010 Annual General Meeting of the Agronomy Society, Lincoln University, 15 November

A correction was made to clause 23 where clause 23 refers to clause 7b, whereas the correct reference is clause 8b.

The new clause 23 reads

23. Any member two years in arrears in respect of fees is thereby suspended, as provided in Clause 8b. In the event that he may wish to rejoin the Society his name must be proposed for membership in the regular way and must be duly approved as if such a Member had not previously been a Member of the Society. Arrears of dues shall be repaid before consideration of election of such Member can be entertained by the Society.

The following clause amendments were passed at the Agronomy Society AGM held at Lincoln University on November 21, 2012.

Clause 5.1 amended so that the Council has greater flexibility to recognise the significant contributions of its members both to the society and broader field of agronomic research.

The new Clause 5.1 reads:

Life Members shall be elected from Members who have served the Society with distinction for a number of years. The number of Life Members shall be limited to five living members or two (2) per cent of the Society's total membership, whichever is greater. Nominations for Life Membership shall be submitted by any member to the Society's Council who, on approving the nomination shall present them to the Annual General Meeting at which they must be approved by ninety (90) per cent of the voting membership present.

Clause 6 amended so that members do not have to be nominated to join the society. Instead, the Agronomy council will approve new applications (consistent with Clause 38d, which indicates the role of council is to elect new members).

The new Clause 6 reads:

Candidates for membership shall formally apply using the Society's membership application form. Membership is subject to approval by at least two members of the Society's Council.

Clause 7 amended to exempt the Proceedings Editor from membership subscriptions, in line with the Secretary and Treasurer roles.

The new Clause 7 reads:

Membership subscriptions shall be waived for society Secretary, Treasurer and Proceedings Editor whilst they are in the role.

Clause 8c amended to clarify the process of resigning from the society.

The new Clause 8c reads:

Any member of the Society shall be entitled to resign on giving written notice to the Secretary prior to the expiry of the current financial year. No refund of the current year subscription (in part or full) will be provided.

Clause 9 amended to clarify the minimum number of councillors serving on the council at any time.

The new Clause 9 reads:

The affairs of the Society shall be governed by a Council which shall consist of the President, Vice-President, Immediate Past President, Secretary, Treasurer, and a minimum of four Councillors. The offices of Secretary and Treasurer may be held by one person. All members of the Council shall be resident in New Zealand.

Clause 16 amended to correct a typo.

The new Clause 16 reads:

The Secretary shall give not less than fourteen days written notice of the date and place of every Annual Meeting, or Ordinary meeting to all Members of the Society, and shall set forth in such notice the business to be dealt with at such meeting.

Clause 18 amended to reduce the number of members required to form a quorum at the AGM. This is to avoid issues where there are too few members present at the AGM.

The new Clause 18 reads:

At all Annual General, Ordinary or Special meetings of the Society 10 Members shall form a quorum.

Clause 19a amended to correct for a missing word.

The new Clause 19a reads:

At all General Meeting of the Society each Member shall be entitled to one vote on his own behalf. However, any such person unable to be present at any meeting of the Society may appoint in writing another Member as his proxy at any such meeting to exercise his vote as required by him. Such appointment is to be in the hands of the Secretary before the commencement of the meeting.

Clause 22 amended to clarify the timing of when membership fees are due.

The new Clause 22 reads:

The annual membership fees shall be due on the first day of each financial year.

The following clause amendment was passed at the Agronomy Society AGM held at Trinity Wharf, Tauranga on November 7, 2013.

Clause 27 amended to alter the procedure followed in case of the Society winding up. Instead of giving any surplus funds directly to the NZIAHS money would be put towards student scholarships.

The new Clause 27 reads:

Disposition of Property of the Society in the Event of Winding Up. In the event of the Society being wound up, any surplus after payment of all liabilities and liquidating fees shall be used to fund postgraduate scholarships at any NZ university in the field of agronomy. The criteria and conditions for the scholarships shall be determined by three trustee's appointed by the outgoing Agronomy Society Council.

The following clause amendments are proposed at the Agronomy Society AGM on 16 November 2022 in Invercargill.

Clauses 8b, 19a, 19b, 19c, 23, 33, 34, 35

Change of "he", "his", "him" "chairman" to the neutral gender "they", "their", "them", "chair".

Clause 19b

third line. Change to "...vote. Voting shall..." (sentence incorrect as written).

Clause 24

Removal of the word "cheque" in reference to cheque accounts since cheques have been discontinued at the Society's bank, Westpac (and most other trading banks) as of 25 June 2021.

Clause 27

last line, delete apostrophe from “trustees”.

Clause 28

Change from “proceeding” to “proceedings” which is the correct name.

Clause 37

Changed “**an audited**” statement of income and expenditure, and of the assets and liabilities of the Society, to “**an externally reviewed**” statement of income and expenditure, and of the assets and liabilities of the Society. At its discretion, the Council can request that the finances be audited (clause 25).

This is to align with the change made in 2017 not to require an audit of the financials of the Society every year, but rather just at the discretion of the Council (due to the increased expense of this task and it not being a requirement by the Companies Office or Charities Services under their respective classification systems). Refer Clause 25.

Page numbers in the style of “x of y” have been inserted to the constitution to add integrity to the document.

So, that when reading the document, the reader is prompted to realise when they have reached the end of the document. This is standard practice in quality system documentation.