

RULES
of the NATIONAL PEST CONTROL AGENCIES
Incorporated

NPCA was registered as an Incorporated Society on 21 June 2011

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THE NPCA

1.0 Name

1.1 The name of the society is the National Pest Control Agency Incorporated ("the NPCA").

1.2 The NPCA is constituted by resolution from the Annual General Meeting held 22 November 2010 and incorporation as an incorporated society certificate number 2549902

1.3 dated 21 June 2011.

2.0 Registered Office

2.1 The Registered Office of the NPCA is Level 4, Braemar House, 32 The Terrace, Wellington.

3.0 Purposes of NPCA

3.1 The main purpose of the NPCA is to:

(a) Promote and facilitate vertebrate pest control in New Zealand.

3.2 The NPCA shall also have the following ancillary purposes:

(i) To provide a forum for co-ordination and communication between agencies, groups and individuals involved in vertebrate pest control work.

(ii) To advocate for effective vertebrate pest control in New Zealand.

(iii) To promote best practice in vertebrate pest control through such means as training programmes, conferences and seminars.

(iv) To facilitate sharing and updating of knowledge within the vertebrate pest control industry with the objective of promoting best practice, continued research and co-operation between all those involved in the industry.

(v) To promote public awareness of the vertebrate pest problem in New Zealand and encourage public support for vertebrate pest control.

(vi) To maintain effective public and industry communication through such means as the NPCA website and newsletters.

3.3 Pecuniary gain is not a purpose of the NPCA.

NPCA MEMBERSHIP

4.0 Types of Members

4.1 Membership shall comprise two types of Member:

a) Principal Member;

b) Ordinary Member.

4.2 There shall be three Principal Members; the Animal Health Board, the Department of Conservation and the Local Government Association of New Zealand.

4.3 Ordinary membership may comprise different classes of membership as decided by the NPCA.

4.4 Members have the rights and responsibilities set out in these Rules.

5.0 Admission of Members

5.1 To become a Member, a person ("the Applicant") must:

- (a) be involved in or have an interest in furthering effective vertebrate pest control in New Zealand; and
- (b) Complete an application form; and
- (c) Pay a membership subscription.

5.2 The Committee may interview the Applicant when it considers Membership applications.

5.3 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision.

6.0 The Register of Members

6.1 The Executive Officer shall keep a register of Members ("the Register").

7.0 Cessation of Membership

7.1 Any Member may resign by giving written notice to the Executive Officer.

7.2 If a Member has not paid his or her membership Subscription within six months of the due date the Membership will be terminated.

7.3 If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the NPCA, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

- (i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the NPCA;

- (ii) State the Member's right to address the Committee in person or in writing.

7.4 If the Member does not respond within 14 days of the date of the Committee's Notice, the Committee shall immediately terminate the Member's membership.

7.5 If, after the Member has addressed the Committee and the Committee is not satisfied, the Committee may in its absolute discretion terminate the Member's Membership.

7.6 The Committee's decision will be final.

8.0 Obligations of Members

8.1 All Members (and Committee Members) shall promote the purposes of the NPCA and shall do nothing to bring the NPCA into disrepute.

MANAGEMENT OF THE NPCA

9.0 Management Committee

9.1 The NPCA shall have a Management Committee (“the Committee”), comprising the following persons:

- (a) one representative of the Animal Health Board (AHB) appointed by the AHB;
- (b) one representative of the Department of Conservation (DoC) appointed by DoC;
- (c) one representative of the Local Government Association of New Zealand Inc (LGANZ), appointed by LGANZ; and
- (d) two members of the NPCA, elected at the NPCA’s Annual General Meeting ;
- (e) one ex-officio member appointed by the Ministry of Agriculture and Forestry (MAF).

9.2 Only Members of the NPCA may be Committee Members.

9.3 Appointment or election to the Committee shall be for a term of twelve months.

10.0 Appointment of Chairperson

10.1 At the conclusion of the Annual General Meeting, the Committee shall convene for the purpose of electing a Chairperson from amongst their number who, once elected, shall hold office until the conclusion of the next Annual General Meeting.

10.2 The Chairperson is entitled to stand for re-election if re-elected to the Committee at the next or subsequent Annual General Meeting.

10.3 If the position of Chairperson becomes vacant between Annual General Meetings, the Committee may elect another Committee Member to fill that vacancy until the next Annual General Meeting.

11.0 Nomination of Committee Members

11.1 Nominations for the elected Members of the Committee shall be called and the election held at the Annual General Meeting.

11.2 If the position of an elected Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another NPCA Member to fill that vacancy until the next Annual General Meeting.

12.0 Role of the Committee

12.1 Subject to the rules of the NPCA (“The Rules”), the role of the Committee is to:

- (a) Administer and manage the NPCA between Annual General Meetings;

- (b) Appoint an Executive Officer and a Financial Officer, and negotiate the terms of engagement of both positions;
- (c) Manage the NPCA's financial affairs, including approving the annual financial statements for presentation to the NPCA's Members at the Annual General Meetings;
- (d) Delegate responsibility and co-opt members where necessary;
- (e) Ensure that all NPCA Members follow the Rules;
- (f) Decide the procedures for dealing with complaints;
- (g) Set Membership fees, including subscriptions and levies.

12.2 The Committee has all of the powers of the NPCA, unless the Committee's power is limited by these Rules, or by a majority decision of the NPCA.

12.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chairperson shall have a casting vote, that is, a second vote.

13.0 Committee Meetings

13.1 The Committee shall meet no less than three times a year.

13.2 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.

13.3 No Committee Meeting may be held unless a quorum of four Committee Members are present.

13.4 Each Committee Member shall have one vote. The Committee shall aim to reach decisions by consensus cannot be reached decisions shall be by majority vote.

13.5 If there is a tie in voting, the Chairperson or person acting as Chairperson has a casting vote.

13.6 Subject to these Rules, the Committee may regulate its own practices;

14.0 Executive Officer

14.1 The Executive Officer shall be engaged on contract by the Committee and may reapply for the position on expiry of the term of engagement.

14.2 The Executive Officer shall not be a Member of the NPCA.

14.3 The Executive Officer is responsible for:

- a) Recording the minutes of Meetings;
- b) Keeping the Register of Members;
- c) Holding the NPCA's records, documents, and books except those required for the Financial Officer's function;
- d) Safe-keeping of the NPCA's common seal;
- e) Receiving and replying to correspondence as required by the Committee;

- f) Forwarding the annual financial statements for the NPCA to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- g) Advising the Registrar of Incorporated Societies of any rule changes;
- h) Carrying out administration duties as directed by the Committee.

15.0 Financial Officer

15.1 The Financial Officer shall be engaged on contract by the Committee and may reapply for the position on expiry of the term of .engagement.

15.2 The Financial Officer shall not be a Member of the NPCA.

15.3 The Financial Officer is responsible for:

- a) Keeping proper accounting records of the NPCA's financial transactions to allow the NPCA's financial position to be readily ascertained;
- b) Setting accounting policies in line with generally accepted accounting practice;
- c) Managing the NPCA's bank accounts;
- d) Collecting money owing to the Society;
- e) Preparing annual financial statements and presenting the statements and a financial report at each Annual General Meeting;
- f) Providing financial information to the Committee as the Committee determines.

MONEY AND OTHER ASSETS OF THE NPCA

16.0 Use of Money and Other Assets

16.1 The NPCA may only Use Money and Other Assets if:

- (a) It is for a purpose of the NPCA; ; and
- (b) That Use has been approved by either the Committee or by majority vote of the NPCA.

16.2 Any income, benefit or advantage shall be applied to the purposes of the agency

- (a) No individual member or associated person shall receive any form of private income, benefit or advantage from the operations of the agency.
- (b) No member of the agency or any person associated with a member of the agency shall participate in or materially influence any decision made by the agency in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

- (c) Any such income paid shall be reasonable and relative to that which would be paid in an arm's-length transaction (being the open market value).
- (d) The provisions and effect of this clause shall not be removed from the rules and shall be included and implied in any document replacing these rules.

16.3 Cheques and other authorities to make payments or transfer Money must be signed and counter-signed by two of the following:

- (a) The Financial Officer
- (b) The Chairperson
- (c) The Deputy Chairperson

17.0 Additional Powers

17.1 The NPCA may:

- (a) Employ people for the purposes of the NPCA;
- (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 NPCA Meeting.

18.0 Financial Year

18.1 The financial year of the NPCA begins on 1 July of every year and ends on 30 June of the next year.

19.0 Assurance on the Financial Statements

19.1 The Committee shall appoint an Auditor to audit the annual financial statements of the NPCA.

CONDUCT OF MEETINGS

20.0 NPCA Meetings

20.1 An NPCA Meeting is either an Annual General Meeting (ANNUAL GENERAL MEETING) or a Special General Meeting.

20.2 The Annual General Meeting shall be held once every year no later than six months after the NPCA's balance date. The Committee shall determine when and where the NPCA shall meet within those dates.

20.3 Special General Meetings may be called by the Chairperson on his or her own motion, or on the motion of three Committee members. The Committee must call a Special General Meeting if the Executive Officer receives a written request signed by at least 10% of the Members.

- 20.4 The Executive Officer shall give all Members at least 7 days Written Notice of the business to be conducted at any NPCA Meeting in such format as required by the Committee. In exceptional circumstances the notice shall be not less than three working days.
- 20.5 All Members may attend and vote at NPCA Meetings.
- 20.6 No NPCA Meeting may be held unless at least six of eligible Members attend. (This will constitute a quorum.)
- 20.7 All Society Meetings shall be Chaired by the Chairperson or, in the Chairperson's absence, the NPCA shall elect another Committee Member to Chair that meeting.
- 20.8 Consensual decision-making shall be the objective at general meetings of the NPCA. Where consensus cannot be reached, voting power shall be allocated as follows:
- (a) One vote per Ordinary Member;
 - (b) Ten votes per Principal Member.
- 20.9 On any given motion at an NPCA Meeting, the Chairperson shall in good faith determine whether to vote by:
- (a) Show of hands; or
 - (b) Secret ballot.

The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous NPCA's Meeting(s);
- (b) The Chairperson's report on the business of the NPCA;
- (c) The Financial Officer's report on the finances of the NPCA, and the Annual Financial Statements;
- (d) Set the subscription rate for the forthcoming year;
- (e) Approve the programme of work to be co-ordinated by the Executive Officer in the forthcoming year;
- (f) Election of two Committee Members;
- (g) Motions to be considered;
- (h) General business.

21.0 Remits at NPCA Meetings

- 21.1 Any Member may request that a remit be voted on ("Member's Motion") at a particular NPCA Meeting, by giving written notice to the Executive Officer at least 28 days before that meeting. The Member may also provide information in support of the remit ("Member's Information"). The Committee may in its absolute discretion decide whether or not the NPCA will vote on the remit.
- 21.2 The Committee may also decide to put forward remits for the NPCA to vote on ("Committee Remits") which shall be suitably notified.

NPCA DOCUMENTS

22.0 Signing of documents

22.1 Documents should be signed by whoever is authorised by the Committee.

23.0 Common Seal

23.1 The NPCA shall have a Common Seal for the exclusive use of the NPCA.

23.2 The Common Seal shall only be affixed to documents with the prior approval of the Committee.

23.3 The Common Seal shall only be validly affixed to any document if it is fixed in the presence of, and is countersigned by, the Chairperson.

24.0 Altering the rules

24.1 The NPCA may alter or replace these Rules:

- a) at an NPCA Meeting by a resolution passed by a two-thirds majority of those Members present and entitled to vote, or
- b) by a majority of votes cast through a postal ballot of all members.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 % of eligible Members and given in writing to the Executive Officer at least 28 days before the NPCA Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 21 days before the General Meeting at which any Rule change is to be considered the Executive Officer shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect until the Executive Officer has filed the changes with the Registrar of Incorporated Societies.

24.5 No addition to or alteration or recession of the rules shall be approved if it detracts from or alters the nature of the agency.

WINDING UP

25.0 Winding up

25.1 If the NPCA is wound up surplus money and assets of the agency must be distributed to an organisation that carries on activities wholly or principally for charitable purposes in New Zealand.

DEFINITIONS

26.0 Definitions and Miscellaneous matters

26.1 In these Rules:

- (a) "NPCA Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (b) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (c) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the NPCA.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that
 - (i) Where the singular is used, plural forms of the noun are also inferred
 - (ii) Headings are a matter of reference and not a part of the rules
- (g) Matters not covered in these rules shall be decided upon by the Committee.