

Rules and Regulations

of the

Bio Dynamic Farming & Gardening Association (In N.Z.) Incorporated

1. Name

The name of the Association shall be THE BIO DYNAMIC FARMING & GARDENING ASSOCIATION (in N.Z.) INCORPORATED.

2. Objects

The objects for which the Association is established are:

(a) To enhance and promote the development of the best physical health and spiritual wellbeing of the people of New Zealand and the Earth by all or any of the other means set out herein.

(b) To foster guide and safeguard in New Zealand the bio-dynamic method of agriculture horticulture forestry and animal husbandry as indicated and elucidated by the late Doctor Rudolf Steiner.

(c) To promote and encourage research and instruction in connection with the bio-dynamic methods of farming.

(d) To spread the knowledge of and to ensure the correct application of these methods by means of literature and instructional courses by the issue and distribution of literature by the establishment of information and research bureaux by consultation with agricultural and scientific workers and by any other similar activities.

(e) To manage improve farm cultivate maintain conduct experiments and carry on research work on all or any part of the lands buildings tenements and hereditaments of the Association and hold instructional courses thereon.

(f) To subscribe to become a member of or affiliate with the General Anthroposophical Society having its headquarters at The Goetheanum Dornach Switzerland.

(g) To purchase take on lease or in exchange or on hire or otherwise acquire hold mortgage and dispose of any real or personal property and any rights and privileges which the Association shall think necessary or expedient for the purposes of attaining the objects of the Association or any of them or promoting the interests of the Association or its members.

(h) To advance deposit or lend money to or with such persons firms or corporations and on such terms as may seem expedient.

(i) To borrow or raise or to secure the payment of money in such manner as the Association shall think fit and in particular by the issue of or upon bonds debentures bills of exchange promissory note or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association.

(j) To raise money by way of subscriptions and to grant any rights and privileges to subscribers.

(k) To make donations to such person companies or corporations as the Association may think directly or indirectly conducive to any of its other objects.

(l) To do all such other things as are expedient or conducive to the attainment of all or any of the above objects.

3. Membership

(a) The Association shall consist of active members, corporate associate members, life members and honorary members.

An active member shall be entitled to take part in all the activities of the Association. Organisations shall not be active members of the Association. A corporate associate member shall be entitled to take part in all the activities of the Association, except that it shall not vote or hold office in the Association.

(b) The number of members of the Association shall not be less than fifteen (15) and the Association shall consist of all persons who at the date of the adoption of these rules were members of the Bio-Dynamic Association in New Zealand together with such other persons as may hereafter be admitted to membership.

(c) All members shall be bound by these rules and by any regulations and by-laws not inconsistent with these rules which may from time to time be made by the Council at its discretion.

4. Nomination and Election of Members

(a) Any person who is desirous of becoming a member of the Association shall make written application stating their full name address willingness to foster and protect the aims of the Association reason for wishing to become a member and any other details that the Council shall from time to time at its discretion decide. The application shall be signed with the usual signature of the applicant and delivered to the Secretary for the time being of the Association.

(b) Each corporate associate member may put forward the names of no more than two persons to be active members of the Association. Such persons may be elected as active members on satisfying the requirements of part (a) of this rule and shall have all the rights of active members and be subject to all the conditions applied by these rules to active members except that they shall not be required to pay a subscription. Membership under this section may be terminated by notice being given by the corporate associate member that it wishes to withdraw its support of the active members whose names it puts forward. Members under this section shall terminate if the corporate associate member ceases to be a member.

(c) The Council may at its discretion either elect any candidate as a member of the Association or refuse to elect any candidate without giving any reason for such refusal. On election the name of the new member shall be entered by the Secretary in the appropriate class in the register of members of the Association and on admission such new members shall become subject to the rules and regulations and by-laws of the Association.

(d) The Council may determine procedures by which members are to be admitted to the Association. Such procedures may include the delegation of any or all functions to any officer of the Association, provided that all admissions of members or refusals to admit persons as members shall be considered by the Council at the first opportunity. The Council shall either confirm or revoke any or all such decisions.

5. Membership Subscriptions

The Council shall from time to time determine the annual subscription for active members and corporate associate members and the conditions under which it is payable including any discounts or allowances for any reason deemed by the Council to be appropriate and any other variations it sees fit.

6. Payment of Subscriptions

If any member fails to pay his or her entrance fee or subscription within three calendar months after the same shall have become due the Council may at its discretion cause his or her name to be erased from the list of members and such defaulters shall thereupon cease to be a member of the Association but may be re-admitted upon explaining the delay to the satisfaction of the Council and upon making payment of the moneys payable by him or her. No member shall be competent to vote at any meeting if his or her subscription is in arrears for more than three calendar months.

7. Copy of Rules

Any member of the Association shall upon application to the Secretary be furnished with a copy of the rules of the Association at cost price.

8. Expulsion of Members

(a) Any member of the Association who shall fail in the observance of any lawful rule regulation or by-law made by the Association or whose conduct in any respect shall be in the opinion of the Council derogatory to the character or prejudicial to the interests of the Association may be removed from membership of the Association by a resolution of the Council to that effect passed by a majority of at least two-thirds of such of the members of the Council as shall be present in person and vote at a special meeting of the Council of which not less than twenty-eight (28) days' previous notice specifying the intention to propose such resolution shall have been sent to all members of the Council and at which not less than the majority of the members of the Council exclusive of the member whose removal is in question (if he or she happens to be a member of the Council) shall be present.

(b) Any member who shall be expelled from the Association or who shall from any other reason whatsoever cease to be a member of the Association shall have no claim or interest to or in the property of funds of the Association.

9. Resignation of Members

Any member may at any time retire from the Association on giving notice in writing to that effect to the Secretary PROVIDED THAT he or she shall be liable and required to pay any subscriptions or other payment which may be due by him or her and unpaid the date of his or her retirement. Any member who shall voluntarily retire from the Association as herein provided and who shall subsequently be desirous of being re-admitted as a member of the Association shall be subject to the rules of the Association providing for application for membership and election of new members.

10. Life Members

It shall be lawful for the members of the Association to recommend to the Council any member, who in their opinion has rendered outstanding service to the Association, to be a life member. The Council may then recommend to any General Meeting of the Association that such person be elected a life member of the Association.

All members so elected shall thenceforth cease to be liable to pay any subscription or other fee in respect of their membership but such life member shall be eligible to hold any office connected with the Association in the same manner as any other member and shall be entitled to other privileges conferred on such members.

11. Honorary Members

- (a) The Council may at any time elect any person as an honorary member of the Association.
- (b) No honorary member shall be eligible to hold office or vote at any meeting of the Association.

12. Branches

- (a) Branches of the Association may be established in accordance with these rules. The rules and regulations of any such branch shall be such as the branch shall deem advisable PROVIDED THAT they in no way conflict with the rules and regulations of the Association.
- (b) Any district having at least ten members may apply to the Council for permission to form a branch of the Association in that district. Such applications shall be in writing signed by not less than seven members residing in that district, and shall be delivered to the Secretary.
- (c) Each application to form a branch shall be dealt with by the Council at its first meeting to be held after the receipt of the application.
- (d) The Council may at its discretion allow or refuse such application and in the latter case without giving any reason for such refusal.
- (e) The Council may at any time in its discretion resolve that a branch shall cease to be a branch of the Association and on the passing of such resolution the branch in question shall cease to be a branch of the Association.

13. Management

- (a) The affairs and finances of the Association shall be arranged, controlled and managed by a Council. The Council shall consist of six members.

The term of office of council members shall be three years, two members retiring annually by rotation and such members being eligible for re-election. Two Council members shall be elected at each annual general meeting. The chairman of the Council of the Association shall be appointed from the Council members under such conditions as the Council shall decide. The quorum at a Council meeting shall be three.

- (b) All resolutions passed at meetings of the Council in accordance with the rules shall be binding and conclusive on all members of the Association.
- (c) At all meetings of the Council the chairman of the meeting shall have an original as well as a casting vote in the case of a tie.

14. Nomination and Election

Written nominations for vacancies on the Council shall be delivered to the Secretary signed by proposer, seconder and nominee. The financial members of the Association shall elect the members of the Council from the nominations received by postal ballots sent out and returned at or before the annual general meeting. Ballots may also be cast at the annual general meeting.

The Council shall maintain bylaws for the orderly conduct of such nominations and elections, including rules for the management of the ballot.

15. Vacancies

The Council shall have the power of appointment to any vacancy on the Council which may arise during the course of the year. Any member so appointed shall retire at the next Annual General Meeting, except where procedures leading to postal voting have commenced according to any bylaw made under rules 14 and 28. In that case, the appointee shall retire at the next but one annual general meeting. The vacancy shall then be filled in accordance with Rule 14, but the term of office shall be reduced to two (2) years or one (1) year if necessary to prevent disturbance of the existing cycle of retirement.

16. Meetings - Annual Meeting

The annual general meeting of the Association shall be convened and held in each year in such month and on such day and at such place and time as the Council shall from time to time appoint.

17. General Meetings

The above-mentioned annual general meeting shall be called an "ordinary meeting" and all other general meetings shall be called "extraordinary meetings."

18. Convened Ordinary and Extraordinary Meetings.

Twelve weeks previous notice in writing of any ordinary meeting or 21 days notice in writing of any extraordinary meeting of the Association shall be sent to each member of the Association at his or her last known place of abode. Such notice shall state the time, place, date and the business of such meeting.

19. Business of Annual Meetings

At the annual general meeting in each year the following business shall be transacted:

- (a) Consideration of the annual report and balance sheet.
- (b) Consideration of other reports.
- (c) Reports on Scientific research.
- (d) Election of officers.
- (e) The alteration amendment or rescission of any existing rule of the Association.
- (f) Special or general business.

20. Extraordinary Meetings

The Council may whenever it thinks fit convene an extraordinary general meeting and shall do so forthwith upon receipt of a notice in writing signed by any fifty (50) financial members stating the purpose for which the meeting is required and the business to be considered at that meeting. If the Council should not proceed to convene the same within seven (7) days from the receipt of the notice those signing it may themselves convene an extraordinary general meeting.

21. Adjournment

Any meeting may be adjourned as the majority of the members thereat shall resolve.

22. Chairman of Meetings

At all meetings the Chairman of the Council or any member elected for that purpose shall take the chair.

23. Voting

All questions and matters brought before the general meeting shall be decided by a majority of the votes of the members present. Each member to have one vote and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote in addition to his or her vote as a member. Voting shall be by a show of hands or by ballot as the majority of the members present at the meeting may decide.

24. Quorum at General Meetings

At a general meeting ten (10) members shall form a quorum, but at any annual general meeting at which a quorum is not available, those present may adopt the annual report and balance sheet, but no other business may be transacted. Provided that such meetings are held in conformity with these rules, all resolutions passed by a majority of the members present shall be conclusive and binding on the members of the Association, whether present or not at such a meeting.

25. Standing Orders for General Meetings

The Association may establish, by resolution at a General Meeting, standing orders for General Meetings. Such standing orders may state more precise procedures for the conduct of General Meetings so long as they do not negate anything in these rules or infringe applicable law. They shall continue in force until such time as they are revoked or amended.

26. Convening Meetings of the Council

The Council shall meet at such times and places as shall from time to time be determined by the Council but the Secretary shall upon the written request of not less than four (4) members of the Council convene a meeting of the Council. At least twenty-one (21) days' notice in writing shall be given by the Secretary to each member of the Council of the place, date and time of all meetings.

27. Minute Book

Minutes of the proceedings of each meeting whether annual, general, special or the Council shall be entered into an appropriate book and read and confirmed at the next meeting. The minute book of the Association shall be open to the inspection of the members at all reasonable times. Minutes of General Meetings shall be written by the Secretary. Minutes of Council meetings shall be written by the Secretary or such other person as the Council shall appoint.

28. Powers and Duties of the Council - General Powers

The Council shall exercise all the powers and perform all the duties for which the Association has been established and shall have full power to do such things as may be incidental or conducive to the attainment of the objects of the Association.

29. Particular Powers

In particular but without derogating from the generality of the foregoing rule and subject to the rules of the Association the Council shall have and may exercise and perform the following powers and duties.

(a) Convene General Meetings

It may from time to time convene and hold general meetings of the Association.

(b) Make and Alter By-Laws

It may from time to time at its discretion make such by-laws as it may think necessary or proper for the due administration of the affairs and general business of the Association and may from time to time at its discretion alter or revoke any such by-laws.

(c) Delegate Powers to Committees

It may delegate any of its powers or duties (except the appointment, and removal of members of its body and of the Association) to Committees of any number of members of the Association and from time to time make alter or rescind regulations and by-laws for conducting the business delegated to such Committees. It shall also have the power to determine the location of the executive centre.

(d) Acquire Property

It may subject to the provisions of "The Incorporated Societies Act 1908" and its amendments purchase hire take on lease for the purpose of the Association any lands tenements houses or parts of houses and chattels and it may sell let and dispose of the same when and as it may think fit.

(e) Appoint Officers

(1) It may from time to time appoint any member to the office of Director or any similar office with or without a salary and with such duties and sphere of employment and generally upon such terms as it may think fit and shall have power to remove or suspend the appointee.

(2) It may from time to time employ and remove any officers and servants at such salaries and wages respectively with such respective duties and spheres of employment and generally upon such terms as it may think fit.

(f) Investment of Funds

It may invest and lend moneys of the Association not required for immediate use in any security in which Trustees may invest money and upon such terms and conditions and at such rate of interest as it may think fit.

(g) Expulsion of Members

It may expel or remove any member of the Association in manner hereinbefore provided.

(h) Make Contracts

It shall have full power to enter into contracts on behalf of the Association and to act as it may think fit in protecting and advancing the Association's interests.

30. General Application of Funds and Income

The income property and funds of the Association from whatever source derived shall be applied solely towards the promotion of the objects hereinbefore set forth and no portion of the funds shall be transferred directly or indirectly by way of dividend bonus or otherwise to members.

Any payments made to members of the Association must be for goods and services that advance the charitable purposes and must be reasonable when compared with payments that would be made to non-members. Members must not influence or participate in any decision to make a payment to themselves or their associates.

31. Particular Application of Funds

In particular but without derogating from the generality of the foregoing rule and subject to the provisions of the Rules of the Association the funds of the Association shall be applied as follows:

(a) In payment of the legal and other preliminary expenses incurred in the formation of the Association or otherwise.

(b) In payment of the current expenses of the Association.

(c) In payment of the salaries and wages of any officer and servants for the time being of the Association or any other person in return for any services rendered to the Association.

(d) In payment of the purchase money or rent of any premises lands goods chattels or effects purchased or hired by the Association or any repairs or other outgoings in respect of such premises and in paying for any other property acquired by the Association .

(e) In payment of any principal interest and other moneys payable by the Association or in constituting a reserve fund to meet all future contingencies.

32. Accounts

True accounts shall be kept of all money received and expended by the Association and the matters in respect of which such receipts and expenditure shall take place and of the assets credits and liabilities of the Association in books of account which shall be kept at such place or places as the Association shall from time to time think fit. At the annual general meeting every year a practitioner offering accounting services to the public shall be appointed by resolution who shall hold office until the next the next annual general meeting and shall be eligible for re-election. This practitioner shall examine the accounts of the Association previous to the next annual general meeting, and a statement showing the financial position of the Association examined and checked by the practitioner shall be available for inspection at all reasonable times by any member of the Association

33. Alteration of rules

The Association may alter rescind or add to these rules PROVIDED HOWEVER that no alteration rescission or addition may be made to such rules without:

(a) Notice of the proposed new rule alteration or addition having been signed by ten financial (10) members of the Association or unanimously approved by Council and deposited with the Secretary not later than 70 days before the meeting.

(b) A copy of such proposed new rule alteration or addition plus a statement from the Council of the effect of the alteration or addition having been posted to all members at least 28 days before the date of the meeting at which the same is to be considered.

(c) The sanction of two-thirds of those members voting in person at the annual or extraordinary general meeting of the Association.

34. General Duties of Secretary and Treasurer

(a) The Council shall appoint one member of the Association to be the Secretary, who shall attend the General Meetings and write the minutes of them, keep the common seal of the Association, carry out duties prescribed elsewhere in these rules, and carry out such other tasks as the council shall decide.

(b) The Council shall appoint one person to be Treasurer, who shall call and receive the members' subscriptions and any other payments, keep and administer the Associations funds, keep the financial records, carry out such other tasks as the Council shall decide, and report at each Council meeting.

(c) Each cheque drawn by the Association shall be signed by signatories appointed by the Council.

35. Notices

A notice may be served by or on behalf of the Association upon a member personally or by sending the same through post in a pre paid letter addressed to the member at his or her last known place of abode.

36. Common Seal

The Association shall have a common seal which shall be under the control of the Secretary and shall be affixed by him or her to documents only in pursuance of a resolution of the Council or of a general meeting of the Association. The common seal shall be affixed in the presence of one appointed member of the Council and the Secretary.

37. Indemnity

The Council and each and every member thereof shall be fully indemnified by and out of the funds of the Association against all loss damage expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done omitted or suffered in connection with the performance or professed performance in connection with their duties.

38. Construction of Rules

These rules shall be construed with reference to "The Incorporated Societies Act 1908" or any amendments thereof and any regulations made thereunder and the terms used in these rules shall be taken as having the same respective meanings as they have been used in that Act except where herein expressly modified or negated.

39. Winding Up

If upon the winding up or dissolution of the Association 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 members of the Association but shall be given or transferred to some other charitable organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.



The Bio Dynamic Farming and
Gardening Assoc. in N.Z. Inc.

Founded on the work of Rudolf Steiner
PO Box 39045, Wellington Mail Centre
Phone 0-4-589 5366, fax 0-4-589 5365
E-mail: biodynamics@clear.net.nz

