

**CONSTITUTION OF THE FERTILISER QUALITY COUNCIL  
(INCORPORATED)  
A REGISTERED SOCIETY UNDER THE INCORPORATED  
SOCIETIES ACT 1908**

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**1 NAME**

The name of the Society will be the Fertiliser Quality Council Inc. formerly called Fertmark Society Incorporated, hereafter referred to as the “Fertiliser Quality Council” or “the Society”.

**2 OBJECTS**

The objects of the Society is to administer under licence, from the proprietor of the Fertmark certification, the Spreadmark certification and the Aerial Spreadmark certification (the “Codes”), the certification processes and all relevant matters, for the benefit of the New Zealand agricultural industry.

**3 POWERS**

The Society will have the powers of a natural person.

**4 MEMBERSHIP**

The members of the Society are:

- Federated Farmers of New Zealand Inc. [Founder Member]
- Horticulture New Zealand [Inc]
- NZ Institute of Primary Industry Management [Inc]
- New Zealand Groundspread Fertiliser’s Association [Inc]
- Aviation Industry Association of New Zealand represented by New Zealand Agricultural Aviation Association.
- Fertiliser Association of New Zealand [Inc]
- The Chairman of the Fertiliser Quality Council.

**5 VOTING**

5.1 The voting rights of the Society will be divided into two groups: founder member 4 votes, ordinary members 1 vote each.

5.2 Federated Farmers of New Zealand Inc will have 4 votes,  
Horticulture New Zealand 1 vote;  
New Zealand Institute of Primary Industry Management 1 vote;  
New Zealand Groundspread Fertiliser’s Association 1 vote;  
Aviation Industry Association of New Zealand, represented by New Zealand Agricultural Aviation Association 1 vote;  
Fertiliser Association of New Zealand 1 vote;  
Chairman of the Fertiliser Quality Council 1 vote, plus 1 casting vote.

5.3 At AGM's or EGM's, 50% of the members of the Society will form a quorum, provided that one member of the quorum is the representative of the Founder Member.

## **6 QUALIFICATION FOR MEMBERSHIP OF THE SOCIETY [Executive Committee]**

6.1 Any person or incorporated group who at the discretion of the Executive Committee [refer to Clause 9] has a sufficient interest in, or is significantly affected by the activities of the Society. The decision of the Executive Committee will be final.

6.2 A member will continue to be a member of the Society until a notice in writing is given to the Executive Committee of the member's intention to resign.

6.3 A member will continue to be a member of the Society until such time as the Executive Committee resolves that the member no longer has a sufficient interest in, or is sufficiently affected by, the activities of the Society. No determination will be made by the Executive Committee unless the member has had no less than 12 days notice of a meeting at which the determination will be made. A member subject to such a process will have the right to address the Executive Committee at such a meeting. The decision of the Executive Committee will be final.

## **7 REVOCATION OF MEMBERSHIP**

Any member whose conduct is inimical to the purpose of the Society will be expelled by a unanimous vote at a meeting of the Executive Committee. An expulsion order will not be made unless the member has had no less than 12 days notice of the meeting. A member subject to such processes will have the right to address the Executive Committee at such meeting. The decision of the Executive Committee will be final.

## **8 MANAGEMENT**

8.1 Subject to the direction of the Annual General Meeting, or an Extraordinary General meeting of the Executive Committee of the Society, the management and control of the Society will be vested in the Executive Committee.

8.2 Annual General Meeting [AGM]. An AGM will be held within a year of the close of the Society's financial year.

8.3 The AGM of the Society will elect the Chairman, who must be a user or a representative of users of fertiliser.

8.4 The Chairman will review the past year's work and submit a report and the financial statements. A financial reviewer will be appointed. The names of representatives of members to the Executive Committee will be tabled.

- 8.5 The AGM of the Society will determine the membership of Ordinary Members of the Executive Committee for the forthcoming year and shall elect the members to that committee.

## **9 FERTILISER QUALITY COUNCIL EXECUTIVE COMMITTEE**

- 9.1 Membership of the Executive Committee of the Society will be restricted to representatives of users of fertilisers, and/or persons representing Industry Associations, or persons schooled in the technology of fertiliser and/or fertiliser placement. The AGM of the Society will be free to co-opt other persons with any necessary technical knowledge to the Executive Committee as it believes fit.
- 9.2 An Ordinary committee member will hold office for a term of 1 year, at which time the member will be eligible for reappointment.
- 9.3 The Executive Committee will meet at such times and at such places as the Chairman thinks fit.
- 9.4 The Executive Committee may be convened by notice agreed to by three committee members and filed with the Executive Director. Within ten working days of receipt of such notice the Executive Director shall advise all Committee members of the date of meeting. Such a meeting shall be held within ten working days of the date of filing of the notice.
- 9.5 The Executive Committee will fix the date and venue of the AGM which will be advised in writing to all members.
- 9.6 Any vacancy occurring on the Executive Committee may be filled by an appointment made by the Chairman after consultation with the Committee. Such an appointment will hold office until the close of the next AGM or until a successor has been appointed and accepted office.
- 9.7 Fifty percent [50%] of the members of the Executive Committee will form a quorum, provided that one of the quorum represents the Founder Member.

## **10 FERTILISER QUALITY COUNCIL FORUM [FQC FORUM]**

- 10.1 There will be a Forum of the Society which will meet annually, or more frequently as needed. .
- 10.2 If present the Chairman of the Society will preside over the meeting of the FQC Forum.
- 10.3 If the Chairman is not present, the Society Members will elect one of their representatives to preside over the meeting of the FQC Forum.
- 10.4 All Members of the Society and all current accredited users of the Codes will be members of the FQC Forum. Current accredited users of the Codes or their representatives will enjoy full speaking rights.

- 10.5 The FQC Forum may consider such fees schedules and changes to the Constitution, Codes and Operational Rules as are needed; and approve the appointment of the auditors of the Codes. The FQC Forum may approve the appointment of a financial reviewer. The FQC Forum will operate by general consensus to decide on such approvals. Where general consensus is reached, the Executive Committee may implement changes by exercising Clause 15. Where consensus cannot be reached, the Executive Committee will make a decision based on the best interests of the Society and implement that decision using the provisions of Clause 15.

## **11 FINANCIAL YEAR**

The financial year of the Society will end on 30 June.

## **12 COMMON SEAL**

The Executive Director will be the custodian of the Common Seal which will be affixed by him/her only on the authority of the Executive Committee to such documents as are signed by the Chairman and the Executive Director or in such other manners as the Executive Committee may decide. A schedule of all documents to which the seal has been fixed will be tabled at each Executive Committee meeting.

## **13 CONTROL AND INVESTMENT OF FUNDS**

- 13.1 All monies received by the Society will be banked in such banking institutions as the Executive Committee decides upon. Such banking accounts will be operated upon the authority and signature of the Executive Director or other such officers as appointed by the Executive Committee.
- 13.2 True and fair accounts of the assets and liabilities of the Society will be kept. This will include the annual income and expenditure of the Society.
- 13.3 All income and property must be used solely for the promotion of the Society's Purpose, and no amount or asset may be given or distributed to any Members, except as is reasonable payment for their services.

## **14 EXECUTIVE DIRECTOR**

An Executive Director will be appointed by the Chairman after consultation with the Executive Committee on such terms and conditions as determined by the Executive Committee.

## **15 ALTERATION OF THE CONSTITUTION, RULES OR CODES OF THE SOCIETY**

- 15.1 Subject to Rule 10.5, these Rules or Codes (but not the Constitution) may be changed by the Executive Committee once a meeting of the FQC Forum has been held to consider such changes. Notice of any proposed change will be given to the Executive Director, not less than 30 days before the date of the FQC Forum. The Executive Director will forward a copy of the proposed

changes to Current Accredited Users of Fertmark, Spreadmark and Aerial Spreadmark, members of the Society and the FQC Forum, no less than 21 days before any meeting of the FQC Forum.

- 15.2 Subject to Rule 10.5, the Constitution may be changed by the Annual General Meeting of the Society. Notice of any proposed change will be given to the Executive Director, not less than 30 days before the date of the FQC Forum. The Executive Director will forward a copy of the proposed changes to Current Accredited Users, Members of the Society and the FQC Forum no less than 21 days before any meeting of the FQC Forum. Notice to the FQC Forum will also suffice as notice to the Members of the Society for any Annual General meeting of the Society held after the FQC Forum that the proposed Constitution change was considered.

## **17 LIQUIDATION**

- 17.1 The procedures prescribed in the Incorporated Societies Act 1908 and its Amendments will be followed in the event that the Society was to wind up.
- 17.2 In the event of the winding up of the Society, the accumulated funds and property of the Society will be left as directed by a majority of the members of the Society, but on no account will funds or property be distributed amongst the members.

## **18 INTERPRETATION**

Any matter that arises which is not provided for in these rules or in the interpretation of these rules, will be decided by the Executive Committee whose decision will be final.