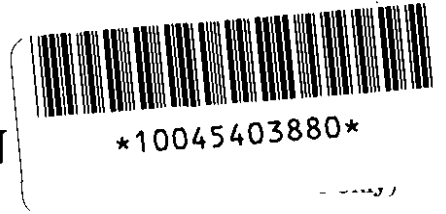


ADOPTION, ALTERATION OF RULES

(Section 7 (b) and 21)



Please note that the information in this form should be either
typewritten or printed or neatly handwritten in block capitals.
When completing this form, please refer to notes overleaf

This form can be obtained from our website at <http://www.companies.govt.nz>

- 9 DEC 2003

P# 02

Society
Name

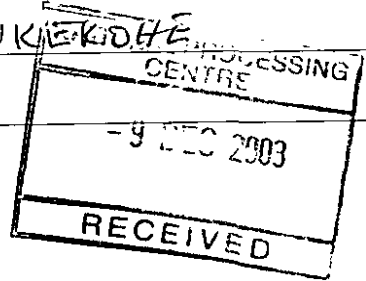
NZ MACADAMIA SOCIETY INC

Society Number

875370

I, VIRGINIA VALENTINE WARREN
of 725 HARRISVILLE RD, R.D. 2 PUKERIKOHE

do solemnly and sincerely declare as follows:



- 1 That I am* a member of ~~the Solicitor to~~ the abovenamed Society.
- 2 That annexed hereto and marked with the letter "A" is/are:-

*~~(a) the rules, signed or sealed, which have been adopted by the society, a majority of whose members have consented to the application for incorporation; or~~

*~~(b) the alteration of rules of the society, which alteration has been made in accordance with the rules of the society.~~

- 3 That the rules comply with section 6 of the Incorporated Societies Act 1908.

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declaration Act 1957.

Declared at PUKERIKOHE)

this FIFTH)

day of DECEMBER)

Year 2003 before me)

Anne-Marie Robinson
Marriage Celebrant
Bombay



~~A Solicitor, Justice of the Peace or other person authorised to take a Statutory Declaration.~~

Presented by

VIRGINIA V. WARREN
725 Harrisville Rd.
RD 2
Pukerikohu

Account No.

Telephone

Facsimile

09 2389430

09 2389410

CONSTITUTION OF THE NEW ZEALAND MACADAMIA SOCIETY INCORPORATED.

1.0 NAME:

The name of the Society shall be "The New Zealand Macadamia Society Incorporated".

2.0 REGISTERED OFFICE:

The Registered Office of the Society shall be situated at 725 Harrisville Road, Pukekohe or such other place in New Zealand as the Executive may, from time to time, determine.

3.0 AIMS AND OBJECTIVES:

- 3.1 To promote the development of a vigorous macadamia industry in New Zealand which can compete effectively in local and world markets;
- 3.2 To foster and promote goodwill amongst members by providing a national forum for interaction and discourse;
- 3.3 To encourage the exchange of ideas and information on all aspects of macadamia growing, processing, storage, marketing and consuming, and allied industries through field days, seminars, workshops, newsletters and whatever other media is appropriate at the time;
- 3.4 To promote macadamia nut consumption locally and internationally and to facilitate greater consumer awareness of the dietary and health benefits of macadamias and to increase awareness of macadamia by-products through appropriate educational and promotional channels;
- 3.5 To encourage research into, and recording of, all aspects of macadamia growing, processing, packaging, storage, marketing, wholesaling, consumption, health properties and allied industry aspects as may from time to time be desirable and as funds permit;
- 3.6 To encourage the exchange of ideas and information by documenting trials, experiments and other acquired knowledge providing a reference source available to members;
- 3.7 To be a lobby group to government for funds and on any aspect of governmental activity which effects or relates to the macadamia industry;
- 3.8 To develop a set of criteria and quality standards for all producers, processors and marketers to meet and to allow them to register to use a quality assurance mark for their products. To continually monitor and update these as necessary so as to achieve a consistent quality in macadamias available for consumption;
- 3.9 To promote the Society's quality assurance mark as a guarantee of high quality to consumers and to encourage all participants in the macadamia industry to meet the criteria and quality standards necessary to allow them to use the mark;



3.10 To inform and educate and encourage all industry participants in the formation and implementation of a Hazard Analysis Critical Control Point Plan (HACCPP);

3.11 To do all such acts or things and make such arrangements whatsoever which in the opinion of the Executive of the Society are incidental or conducive to the objects of the Society in which in the opinion of the Executive can advantageously be carried out, performed, done or executed for the benefit of the society and/or the furtherance of its objects.

In the event of any ambiguity, this clause and every other clause shall be construed in such a way as to widen and not restrict the powers of the Society.

4.0 **POWERS:**

The Society shall have the power to do all such lawful acts and things that are incidental or conducive to the attainment of the above mentioned objects or any of them or any other objects which the Society may, from time to time, be authorized to undertake. Without in any way limiting the generality of the foregoing powers, the Society shall have power to:

4.1 To use the funds of the Society in payment of all costs and expenses properly incurred in carrying out the objects of the Society including the employment of such Officers, Agents and Servants as shall appear expedient to the Society's Executive.

4.2 To invest monies and assets belonging to the Society and not immediately required for use, in such forms of investments as the Executive sees fit and as are reasonable and prudent.

4.3 Purchase, take on lease, hire or otherwise acquire or hold on any tenure any real or personal property.

4.4 Make grants or donations to any person or body undertaking work which in the view of the Executive will further the objects for which the Society is established or assist the Society in furthering such objects.

4.5 Raise or borrow such sum or sums of money as the Executive may from time to time, see fit, with or without security as approved by a general meeting of the Society.

4.6 "Nothing expressed or implied in this constitution shall permit the activities of this Society to be carried on for the personal pecuniary profit of any member or individual, nor shall any distribution, whether by way of money, property or otherwise be made to any member or individual or associated person."

5.0 **MEMBERSHIP:**

There shall be three classes of members:

5.1 **FULL MEMBERS:**

Who are any person(s) or Body Corporate(s) who subscribe to the objects of the Society and who are approved for membership by the Executive.

5.2 STUDENT/ASSOCIATE /OVERSEAS MEMBERS:

Those persons who have a limited interest in the Macadamia industry. The extent of the limitation will be decided by the Executive and the membership of the person concerned may be reviewed on an annual basis.

5.3 HONORARY MEMBERS:

Being persons, firms or Corporate Bodies who may not be engaged directly in the Macadamia industry nevertheless because of special and active interest in the affairs of the Society are in the opinion of the Executive worthy of admission. Members of this class will not be liable for a subscription or levy.

5.4 Members other than Full Members shall not have nomination or voting rights at any meetings of the Society, nor shall such person or persons be eligible to hold any office of the Society.

5.5 A Register of Members shall be kept by the Secretary of the Society.

5.6 The Membership Register of the Society shall be kept at the registered Office of the Society.

5.7 Persons wishing to become members of the Society must make application for membership in writing on the form prescribed for that purpose to the Executive for approval.

5.8 A Corporate member may, by resolution of its directors or other governing body, authorise one person only, as it thinks fit, to act as its representative either at a particular meeting or at all meetings of the Society or to serve on the Committee. A person so authorized is, until notice that such authority is revoked by the corporate member is received by the Society, entitled to exercise the same powers as the corporate member, serve on the Committee and hold office and serve on any other committee of the Society on behalf of the corporate member as if that person were a natural person and a member of the Society.

6.0 CESSATION OF MEMBERSHIP:

6.1 A member may resign at any time by giving notice in writing to the Secretary.

6.2 If by resolution of the Executive passed by a majority of at least two thirds of those present and voting at a duly summoned meeting of the Executive it is declared that the conduct of a member has been prejudicial to the interests of the Society and it be resolved that his or her or its membership be terminated then such membership shall be terminated as at the time of the passing of the resolution. Provided always that twenty one (21) days notice in writing of such meeting of the Executive and its purpose shall be sent to such member of the Society at the member's last known postal address and that the member be given the opportunity of stating his/her case to the Executive if the member so desires.

6.3 Any member who no longer qualifies for membership under Section 5 of this constitution or whose subscription has been requested and which remains unpaid after the expiration of six (6) calendar months from the date of the invoice shall cease to be

a member and shall be struck off the Register by the Secretary provided that, in the absolute discretion of the Executive such member's name may be restored to the Register any time upon payment of all arrears due at the date of striking off. All arrears due at the date of striking off shall be recoverable by the Society notwithstanding such striking off.

7.0 AFFILIATION FEES, SUBSCRIPTIONS AND LEVIES:

7.1 The Executive shall determine the proposed subscriptions payable by each Member for each year and recommend to the membership the proposed new fees at each Annual General Meeting. The proposed fees are subject to approval by the members at the Annual General Meeting which will be free to set the new fee at the proposed level or any other level.

7.2 In addition to the annual subscription the Society in the Annual General Meeting may determine an affiliation fee or entrance fee to be charged to applicants on admission to Full Membership or on rejoining the Society after a lapse or other cessation of membership.

7.3 In addition to the affiliation fees, or subscriptions, the Society may in a General Meeting make a special levy on members for the purpose of attainment of the objects of the Society. The particular purpose for which the levy is required must be determined by the Annual General Meeting and the monies raised from such levy may not be applied by the Executive for any other purpose without the approval of the Society in General Meeting.

7.4 The affiliation fees or subscription payable by each member shall become due and payable for each financial year on the first day of April with the exception of the inaugural subscription which will be due on a date set by the first Annual General Meeting.

8.0 OFFICERS OF THE SOCIETY

8.1 There shall be five officers of the Society, being the President, Vice President, Secretary, Treasurer and Editor.

8.1.1 That in addition to the five named officers two executive members-at-large shall be elected for a period of two years.

8.2 All officers shall be elected by the Society in Annual General Meeting. Nominations for election shall be signed by the nominee and two members of the Society and lodged with the Secretary of the Society not less than 6 weeks prior to the Annual General Meeting to allow time for the names of the nominees to be included with the notice to members of that Annual General Meeting. In the event of no or insufficient nominations being lodged with the Secretary further nominations may be taken from the members present at the Annual General Meeting or from those members who have given their consent to being nominated.

8.3 The President shall be elected for a period of 3 years and on expire of this term of office may be elected on an annual basis for a maximum term of a further 2 years. Further re-election to the office of President is allowable after a stand down period or at least 1 year. During the term of office the President is spokesperson for the Society.

8.4 All other officers of the Society shall be elected for a period of 2 years but there shall be no limit on the number of times a person may be elected as such an officer of the Society.

8.5 Newly elected officers will take office at the close of the Annual General Meeting at which they were elected.

8.6 In the event of the President being unable to carry out their duties these will be taken over by the Vice President or failing that person being available by a person decided by the Executive.

9.0 THE COUNCIL

9.1 The affairs of the Society shall be directed by the Council. Without limiting the generality of the power of the Council to direct the affairs of the Society the Council shall in particular have power:

9.1.1 To purchase or otherwise acquire for the Society any property rights and privileges which, in the opinion of the Council, shall be desirable to acquire.

9.1.2 To borrow or raise any sum or sums of monies for the purpose of the Society and to give any security over the Society's property present and future for the money so raised or borrowed as may seem expedient to the Council, provided the relevant conditions of the current Trustee Act and any amendments thereto are adhered to.

9.1.3 To appoint any person or persons to accept and hold on trust for the Society any property given on trust to the Society and to execute and to do all such deeds and things as may be required in relation to any such trust.

9.1.4 To institute, conduct, compound or abandon any legal proceedings by the Society or to defend any legal proceedings against the Society.

9.1.5 To execute in the name and on behalf of the Society in favour of any officer or other person who may incur or be about to incur any personal liability for the benefit of the Society, such indemnity with or without security over the Society's property, present and future, as may seem expedient.

9.1.6 To invest and deal with funds of the Society as may from time to time be determined by the Council through resolution, provided the conditions as determined by the current Trustee Act and its amendments be adhered to.

PROVIDED THAT no member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society where they can materially influence the payment of the income, benefit or advantage. Except where that income, benefit or advantage is derived from:

(a) Professional services to the organisation rendered in the course of business and charged at no greater rate than current market rates; or

(b) Interest on money lent at no greater than current market rates.

AND all members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the society.

9.2 The Council shall consist of the five officers and representatives from each of five regions - The areas to be defined from time to time by the executive.

9.3 Representatives shall be elected from each of the regions at least 30 days prior to the Annual General Meeting of the Society and the name of the elected person forwarded to the Secretary of the Society.

9.4 The President holding office shall continue in office until the conclusion of the Annual General Meeting at which the successor is appointed.

9.5 Five members of Council of whom 2 shall be members of the executive shall form a quorum.

9.6 The Council shall recommend to the AGM the Entrance Fee and the annual subscriptions for the various categories of membership.

10 EXECUTIVE

10.1 There shall be a Committee of the Council which shall meet at the places and at the times from time to time appointed by the President the Vice President or Secretary in the absence of the President. Such Committee shall be known as the Executive.

10.2 The Executive shall consist of the Officers of the Society but any other member of the Council can attend any meeting of the Executive.

10.3 The Executive shall deal with the following matters namely:

10.3.1 Urgent matters which in the opinion of the President or of the Vice President or the Treasurer necessitate such action that it is impossible or inadvisable to call a meeting of the Council.

10.3.2 Matters which in the opinion of the President or the Vice President or the Treasurer are of a routine nature only.

10.3.3 Such other matters as the Council may from time to time refer to the Executive.

10.3.4 The election of members of all categories provided that if the voting of the Executive is not unanimous or there are in the opinion of the Executive, special reasons for so doing, the Executive may refer the matter for final decision to the Council.

In such matters the Executive shall have all the powers of the Council.

10.4 Three members of the executive shall form a quorum for a meeting of the Executive provided that of such three members at least two shall be either the President, the Vice President or the Treasurer.

10.5 The President if present shall be the Chairman of the Executive, but if absent such other person as the members present elect. The Chairman shall have a casting vote in the case of an equality of votes.

10.6 Nothing in this Rule shall be construed as enabling the Executive to deal with any matter which by these Rules is expressly entrusted to the Council only, but in the absence of any such express provision, and subject to the foregoing provisions of this Rule, the Executive may exercise any of the powers, duties or functions of the Council.

11.0 THE CHAIRPERSON

11.1 The President shall be Chairperson at each General meeting of the Society and at each meeting of the Council and the Executive. In the absence of the President the Vice President shall take the Chair. In the absence of either then the Members present shall elect a Chairperson for that meeting.

11.2 The Chairperson of any meeting shall have a deliberate vote and in the case of an equality of votes shall have casting vote.

12.0 GENERAL MEETINGS:

12.1 General Meetings of the Society shall be held as may be considered necessary by the Executive provided that such a meeting will be held at least once each financial year.

12.2 A number of members comprising not less than twenty five percent (25%) of all financial Members may require the President of the Society to call a General Meeting to discuss any matters specified in the Notice of the Meeting and at such Meeting may make recommendations to the Executive which will take action if it sees fit.

12.3 The Executive shall meet within one (1) month following the Annual General Meeting and thereafter as the Executive determines but for a total of not less than three meetings each year.

12.4 No member whose subscription is more than six (6) months in arrears shall be entitled to vote at any General Meeting or Executive Meeting of the Society.

12.5 The Annual General Meeting of the Society shall be held within six months of the end of the Financial Year on March 31 in each year at such time and place as the Executive shall determine after taking in to account the wishes of the members as expressed at a prior Annual General Meeting.

12.6 Notice of the Annual General Meeting, and any Special General Meeting shall be sent by post to each financial member of the Society not less than thirty (30) days before the date appointed for holding the same.

12.7 The agenda for the Annual General Meeting will include the President's annual report, the financial statement of the Society, Committee reports, election of officers, appointment of auditor, setting of subscriptions and levy if applicable, general business as appropriate.

13.0 PROCEEDING IN GENERAL MEETINGS:

13.1 Twenty (20) members of the Society or 25% of the membership and entitled to vote shall constitute a quorum. If at the expiration of thirty minutes after the time appointed for the commencement of a meeting a quorum is not present then the meeting shall be abandoned.

13.2 Every voting member of the Society present in person shall have one vote.

13.3 The mode of voting shall be by a show of hands however a poll will be conducted if called for by any voting member.

14.0 APPOINTMENTS AND DUTIES OF OFFICERS:

14.1 The Executive may appoint officers, servants and agents as it sees fit and on such terms and under such conditions as it may, from time to time, consider necessary for the effective carrying out of the objects of the Society. The Executive shall define in writing the duties of each officer, servant or agent.

14.2 No Member shall receive or obtain any remuneration except by honorarium approved by the Executive or as a salaried Officer from the property or operations of the Society.

15.0 FINANCE:

15.1 The Treasurer shall ensure that proper books of account are kept for the Society and shall duly prepare the financial statement for each financial year ending 31st March, have it audited by the Auditor and presented at the next Annual General Meeting of the Society.

15.2 The Treasurer shall deposit all money received in the Bank of the Society as promptly after receipt as circumstances may permit. The account of the Society at such Bank should be operated upon and cheques and other bills of exchange and instruments endorsed by such signatories and otherwise in such manner as the Executive may from time to time determine provided that all cheques will require at least two signatories.

15.3 Reasonable out of pocket expenses incurred by members of the Society on approved Society business may with the approval of the Executive be reimbursed on application by the member. Such application shall be supported by appropriate

documentation.

16.0 AUDITOR:

The Auditor of the Accounts of the Society shall be appointed at each Annual General Meeting of the Society. The Auditor shall retire annually from Office but shall be eligible for re-election. The Auditor shall examine the books and Accounts of the Society and shall verify and certify the Annual Balance Sheet and Accounts of the Society.

17.0 INTERPRETATION OF RULES:

In case any matter at any time arises not provided for in the rules or any doubt arises to the interpretation of these rules, the same shall be determined by the Executive whose decision is final.

18.0 ALTERATION OF RULES:

18.1 No alteration or addition to or revision of these Rules shall be made except by a resolution passed by a two thirds majority of the members present and entitled to vote at an Annual or Special General meeting of which notice shall be given in the manner provided for in Rule 12.0. Such notice shall include the proposed amendment or alteration to the Rules and a brief explanation of its purpose.

“Provided that no addition, alteration or rescission of the Constitution shall be permitted if it affects either this rule, the pecuniary profit or dissolution rules.”

19.0 DISSOLUTION.

19.1 The Society may be wound up voluntarily if the Society at a General Meeting of Members passes a resolution requiring the Society so to be wound up, and the resolution is confirmed at a subsequent General Meeting held no sooner than thirty (30) days nor more than two (2) calendar months after the date on which the resolution so to be confirmed was passed.

19.2 If, upon the winding up or dissolution of the society there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be transferred to or applied towards any organisation, concern or Society engaged in similar objects and activities to those of this Society in such sums and to such extent as the Executive may determine.

20.0 INDEMNITY:

20.1 The members of the Executive shall be indemnified from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happen from their own respective wilful default.

20.2 No members of the Executive shall be liable for any other member of the Board, or for the joining in any receipt or document, or for any act or omission, or for any loss or expense happening to the Society unless the same happens from their own wilful default.

21.0 COMMON SEAL:

21.1 The Common Seal of the Society shall be that approved by the Executive who shall be responsible for the safe custody and control thereof.

21.2 Whenever the Common Seal of the Society is required to be affixed to any deed, document, writing or other instrument the Seal shall be affixed thereto pursuant to a resolution of the Executive and in the presence of two Executive Members who shall sign the document or instrument to which the Seal is so affixed.

This is the document marked "A" referred to in the annexed declaration of
VIRGINIA VALENTINE WARREN
made at PUKEKOHE this THIRD day of DECEMBER 2003 before me:

(**THE NEW ZEALAND MACADAMIA SOCIETY INCORPORATED.**)

Anne-Marie Robinson
Marriage Celebrant
Bombay

REGISTERED OFFICE:

The Registered Office of the Society shall be situated at 725 Harrisville Road, Pukekohe or such other place in New Zealand as the Executive may, from time to time, determine.



President: Dr. David Clee,

Secretary:

Virginia V. Warren
Chineka Macadamia Nuts
725 Harrisville Road,
R.D. 2
Pukekohe
New Zealand

Phone: 09 2389430
Fax: 09 2389410

