



CONSTITUTION OF
NEW ZEALAND SPECIALTY COFFEE ASSOCIATION INCORPORATED

1. NAME

The name of the Association shall be NEW ZEALAND SPECIALTY COFFEE ASSOCIATION INCORPORATED

2. PURPOSE

The purpose of the Association is:

- (a) TO REPRESENT ALL STAKEHOLDERS in New Zealand specialty coffee by recognizing and engaging with the broad range of industry constituents
- (b) TO PROVIDE A FORUM for industry constituents to advance the New Zealand specialty coffee industry
- (c) TO PROVIDE PROFESSIONAL DEVELOPMENT through the provision of training, education, support and other development opportunities
- (d) TO PROMOTE PUBLIC INTEREST by increasing consumer awareness and understanding of specialty coffee in New Zealand

3. RESTRICTION AGAINST RESTRAINTS ON COMPETITION

No rule or resolution shall be adopted, no agreement entered into, and no act done by the Association which shall restrain or prevent free and open competition in the New Zealand coffee industry and among members of the Association.

4. POWERS

- (a) To borrow, raise or invest funds in any manner and on any terms.
- (b) To pay all or any expenses incurred in establishing and running this Association.

(c) To alter the powers and rules of this Association provided that this does not detract from the charitable purpose of this Association.

(d) To do all other things that in the opinion of the Association will further advance the purpose and objectives of this Association.

5. MEMBERSHIP

Membership is open to all individuals or businesses which are engaged in specialty coffee commerce for the New Zealand market. It is expected that members will register and pay yearly dues.

(a) MEMBERSHIP Open to individuals or businesses that are directly engaged in the New Zealand specialty coffee industry. This includes but is not limited to, green bean importers, coffee roasters, hospitality outlets and businesses who supply products and/or services to the New Zealand specialty coffee industry.

(b) LIFETIME MEMBERSHIP is awarded to individuals who have distinguished themselves in terms of making a significant contribution to the New Zealand specialty coffee industry. The Board shall determine and put in place a process for the awarding of Lifetime membership. Lifetime memberships are awarded at the discretion of the Board. There shall be no annual subscription fee payable by a Lifetime member. A Lifetime member shall have all membership rights.

(d) The Board shall have full and complete discretion in determining the eligibility criteria, conditions and annual subscription fee for membership under each category.

(e) REGISTER OF MEMBERS

The Association shall keep a register of all members including:

(i) Each member's name and contact details (ii) The date on which they became a member (iii) The member's membership category

6. BOARD AND OFFICERS

The Board of the Association shall consist of up to ten (10) members, plus the Immediate Past President and includes four (4) officers. The officers of the

Association is the President, Vice President, 2nd Vice President and Treasurer. The Immediate Past President shall serve on the Board for one year following their term of office.

(a) Board members and officers shall be elected by ballot of the voting membership.

(b) Tenure: The President, Vice President, 2nd Vice President and Treasurer shall be elected to serve terms of one (1) year and at the end of that year, being eligible, may offer themselves for re-election. Board members, who are not officers, shall be elected to serve terms of two (2) years and at the end of that term, being eligible, may offer themselves for re-election.

(c) Nominations for President shall only be accepted from members who have served for at least one (1) year on the Board. For the purposes of this paragraph a “year” shall be the period between annual elections.

(d) Any vacancies on the Board, occurring between annual elections, may be filled by appointment made by the Board. The Board may decide not to fill such a vacancy where there is less than four (4) months to the next Annual Meeting. In the event a President is unable to fulfil t term of office, the Board shall appoint a member to that vacancy. Any member appointed by the Board to fill such a vacancy shall continue to serve for the remainder of the term of the person whose vacancy he or she is filling.

(e) The Board may co-opt a member onto the Board where the Board considers that member has knowledge and/or skills that are beneficial to the Association.

(f) A Board or committee member may be removed from office by any of the following means

(i) their resignation;

(ii) their absence from three (3) consecutive meetings without leave of absence or due and accepted apology;

(iii) by a three quarter (3/4) majority vote of the Board should they consider that such a member is not carrying out his or her duties or acting in the best interests of the Association.

(g) An employee of or a contractor to the Association is not eligible to stand for the Board as an officer or member notwithstanding the fact they may be a member of the Association.

7. CONDUCT AND POWERS OF THE BOARD

- (a) The Board shall meet at least every 6 months.
- (b) The Board shall regulate its own procedures as to notice, time and place of meeting.
- (c) The 2nd Vice President shall call a Special meeting of the Board if requested to do so by the written requisition of not less than four (4) members of the Board. Special meetings of the Board shall be held with at least five working days' notice.
- (d) A quorum of the Board shall consist of five (5) board members.
- (e) The Board is the governing body of the Association. The Board has authority and is responsible for the supervision, control and direction of the Association. The Board may delegate the management of the affairs of the Association to any person or group, including a committee, provided the Board shall retain the responsibility for the actions of such person or group and further provided that the Board shall in all cases be responsible for the ultimate direction of the Association.
- (f) The President of the Association acts as Chairman of the Board and the Vice President acts in place of the President when the President is not available.

8. ELECTION OF OFFICERS AND BOARD MEMBERS

- (a) Officers and Board members shall be elected at the Annual General Meeting of the Association which shall be held within four months of the end of the financial year.
- (b) Nominations for the Board will be open to all members. Nominations shall be submitted to the Chair of the Nominating Committee in writing by the deadline specified by the Committee.
- (c) Nothing shall prevent a member from being nominated, or nominating themselves, right up to the point of election.
- (d) The election shall be conducted by written ballot and decided by the vote of the majority of members present at the Annual General Meeting and by the votes submitted by proxy.

9. MEMBERS

- (a) All members in the membership categories defined in paragraph 5, whose dues have been paid in full for the current financial year, shall be deemed eligible voting members of the Association. Each member that is eligible to vote shall have one vote.
- (b) Any member may resign from the Association by giving written notice to the Board. Such resignation shall not relieve such member of his obligations to pay dues, assessments, or other financial obligations which become due while a member of the Association.
- (c) Any member may have their membership terminated for non-payment of dues or

assessments duly authorized by the Board. Such termination shall be affected by an appropriate resolution by the Board.

(d) This Constitution creates a binding legal agreement between the Association and its members, which may be supplemented by amendments and actions of the Board. Each member of this Association agrees to be bound by this Constitution and any amendments thereto, and by the lawful actions of the Board or voting members of the Association.

10. COMMITTEES

(a) The Executive Committee shall consist of the Association's four (4) officers: President, Vice President, 2nd Vice President and Treasurer. This Committee shall be responsible for the Association's governance system specifically Board organization and procedures; staff management including dealing with staff and/or contractor's performance and compensation; performance evaluation of the Board and individual board members; committee assignments and any other duties assigned to it by the Board.

(b) (i) The President shall appoint a Nominating Committee who shall consist of no less than three (3) Association members including at least one (1) Board member who shall be invited to serve as Chair.

(ii) The Nominating Committee will be responsible for managing the election process. This may include identifying and actively soliciting candidates for Board and Committee positions.

(iii) The Nominating Committee will be responsible for the Lifetime Membership nomination process.

(c) The Finance Committee shall consist of no less than three (3) members (or staff members) including (2) current board members, one of which is the Treasurer, who shall serve as the Committee Chair. The committee shall include at least one board member who has financial management experience.

Responsibilities include:

Sound and prudent management of the financial affairs of the Association including the keeping of proper financial records; the control and investment of funds, regular financial reporting to the Board; preparation of the annual financial statements for presentation at the Annual General Meeting; reviewing payments regularly and bringing improper or inappropriate financial behaviour to the attention of the Board.

(d) The Events and Sponsorship Committee shall consist of no less than three (3)

individuals at least one of whom is a Board member. The Chair of the Committee shall be a Board member. Association events may include, but are not limited to, AGM, Symposium, Barista Championship, Cup Tasters Championship and Latte Art Competition.

Responsibilities include:

Developing and managing the event program; evaluating event opportunities; working closely with the Association's event manager/s; overseeing sponsorship relations including communications and proposals, event identity design briefs and guidelines; where relevant liaising with international governance bodies and international guests;

(e) The Professional Development Committee shall consist of no less than three (3) individuals at least one of whom is a Board member. The Chair of the Committee shall be a Board member. The Professional Development Committee is responsible for managing the delivery of education, training and development

(f) Only members in good standing are eligible to serve on the Board or a Committee.

11. MEETINGS OF THE MEMBERSHIP

(a) The Annual General Meeting shall be held within four months of the end of the financial year at a place chosen by the Board.

(b) The business of the Annual General Meeting shall include;

i. President's report

ii. Treasurer's report including financial statements

iii. Election of Officers and Board members

(c) Notice of the Annual and General Meetings will be made to every member of the Association at least fourteen (14) days prior to the meeting. No proceedings or decisions of any meeting shall be invalidated by reason of failure to give such notification to any member.

(d) The 2nd Vice President shall call a Special General Meeting if requested to do so by written requisition of not less than fifteen (15) percent of members.

(e) The 2nd Vice President shall ensure that a detailed minute of all proceedings of meetings of the membership including a register of all attendees.

(f) Unless the Association and general meeting shall determine otherwise, all matters shall be decided by the vote of the majority of the financial members present at the meeting. Voting shall be by show of hands unless a poll is requested by not less than

four members.

(g) The President shall take the chair at meetings or the Vice President in their absence or in both their absence members present may, from their numbers, elect a Chair.

(h) The Chair shall have a deliberate and a casting vote in the event of equality of votes.

(i) All financial members present at a general, annual general or special meeting shall have one vote.

13. ANNUAL FEES

(a) The Board, from time to time, may determine the annual fees payable to the Association by its members.

(b) The Board may propose, for approval by the eligible voting membership, a special levy in excess of the annual fees if needed to fund a specific purpose or project.

14. FINANCE

(a) The financial year of the Association shall be from 1 April to 31 March of each year.

(b) The financial statements of the Association shall be prepared by an independent accountant who shall be a member of the New Zealand Institute of Chartered Accountants.

15. INDEMNIFICATION

(a) To the fullest extent permitted by the law, the Association shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good-faith performance of their duties. "Agents" for this purpose shall include Board Members, Officers, Committee Members and employees.

(b) No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association.

16. DISPUTES

(a) Any dispute arising between members or between members and the Board shall be decided by the Board, subject in either case to the member's right of appeal to the members in a General Meeting.

(b) Disputes in the interpretation of the Constitution and Rules will be decided by the

Board, subject to the right of appeal to the members in a General Meeting.

17. CONSTITUTION ALTERATION AND ADOPTION

(a) This Constitution shall be deemed adopted and in force upon the ratification thereof by a three quarter (3/4) majority of the eligible voting members, as defined herein, present at an Annual or Special Meeting called for such purpose, provided that:

(i) no alteration has been made which shall alter the general charitable nature of the Association; and

(ii) no alternation to this Constitution or addition to, deletion from or alteration of the rules of the Association shall be made which would allow personal pecuniary profits to any individuals.

The provisions and effect of paragraphs (i) and (ii) of this clause 17(a) shall not be removed from this document and shall be included and implied into any document replacing this document.

(b) The Board is expressly authorized to make, alter or repeal the Constitution of this Association by a three quarter (3/4) vote of those present at a General, Annual or Special Meeting called for such purpose.

(c) The Board shall adopt such means as they deem sufficient to bring to the notice of the membership all such alterations and repeals of the Constitution and rules of the Association, so long as they shall be in force and will be binding upon all members of the Association.

18. Common Seal

18.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.

18.2 The 2nd vice President or Treasurer shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the 2nd vice President or Treasurer or a member of the Committee.

19. WINDING UP

A General Meeting of financial members called by the Board for the purpose of winding up the Association pursuant to section 24 of the Incorporated Societies Act 1908 shall empower the Board to wind up the affairs of the Association. Upon a winding up of the organization any surplus funds or assets will be paid or transferred to such Association as shall be decided by a General Meeting of the Association being an organization having objectives similar to these of the Association and being organisations which are charitable for the purposes of the Inland Revenue Acts of New Zealand. No part of the surplus assets or funds of the Association on winding up shall be paid or transferred to any member of the Association.

20. PERSONAL BENEFIT

As a not-for-profit organization the officers and members may not receive any distributions of profit or income from the Association. This does not prevent officers or members:

- (a) receiving reimbursement of action an reasonable expenses incurred; or
- (b) entering into any transactions with the Association for goods and services supplied to or from the which are at arm's length, relative to what would occur between unrelated parties,

provided that no officer or member is allowed to influence any such decision made by the Association in respect of payments or transactions between the Association and the officer / member (their direct family or any associated entity).



Steve Jae
Treasurer
New Zealand Specialty Coffee Association



Megan Wyper
President
New Zealand Specialty Coffee Association



Scott Pepler
2nd Vice President
New Zealand Speciality Coffee Association