

CONSTITUTION AND RULES
OF THE
NEW ZEALAND RETAILERS' FEDERATION
(INCORPORATED)

AS ADOPTED BY THE ANNUAL GENERAL MEETING OF 8TH MARCH 1976 AND REPLACING THE RULES OF 9/12/63. AND INCORPORATING THE CHANGES TO CLAUSE 8, AND CLAUSE 10 AS AGREED TO BY THE ANNUAL GENERAL MEETING OF 13 MARCH 1983.

1. NAME The name of the Federation shall be "New Zealand Retailers Federation (Incorporated)" hereinafter referred to as "the Federation".

2. REGISTERED OFFICE The registered office of the Federation shall be at the Secretary's office, 101 Molesworth Street Wellington or at such other place as the Board of Directors may from time to time determine.

3. INTERPRETATION

In these rules, unless inconsistent with the context:

- (a) Federation means the New Zealand Retailers' Federation.
- (b) "The Office" means the registered office for the time being of the Federation.
- (c) "Month" means calendar month.
- (d) "Year" means the financial year of the Federation.
- (e) "Meeting" means the Annual General Meeting, Special or Extraordinary General Meeting, Annual or Special Conference or Council Meeting.
- (f) "Rules" means the rules of the Federation for the time being.
- (g) "In writing" means written, typewritten, or printed, or partly written, or partly typewritten or partly printed.
- (h) "District" means any district, area or locality approved by the Board of Directors and which is accordingly eligible to be represented by any ordinary member.

4. OBJECTS

The objects of the Federation shall be:

- (a) To provide an effective national organisation for retailers of general merchandise of every kind and description.
- (b) To promote the best interests of retailers in general and of its members in particular and generally to promote high ethical standards of retailing.

- (c) To take such steps, from time to time, as may be deemed expedient or necessary to protect and foster the interests of members, provided that no decisions shall be made by the Federation in the nature of determining the conditions under which any member or members shall trade or otherwise conduct their business.
- (d) To secure to members all the advantages of unanimity of action.
- (e) To protect the interests of members in their dealings with their workers or with labour organisations and on behalf of members to deal with industrial disputes by direct negotiation, conciliation, or by such other methods as may be deemed desirable by the Federation.
- (f) To oppose or to seek modification of legislation and Government or local body administrative acts which in the opinion of the Federation are inimical to the interests of members.
- (g) To watch generally over the interests of members and to make representations on behalf of members to Government, local bodies, or to any other organisation or person whenever such action appears desirable in the interests of members.
- (h) To collect and disseminate to members statistical and other information relating to retailing and allied subjects of interest to members and to print, publish or circulate such papers, books, circulars and other material as may seem conducive to any of the objects of the Federation.
- (i) To co-operate with any other association or organisation for any purposes consistent with the objects of the Federation.
- (j) To organise education of persons employed in retailing and co-operate with educational authorities of any organisation which provides for or encourages the training or education of persons employed in retail stores, with a view to improving the knowledge of those engaged in retailing.
- (k) To conduct, hold, promote, or assist in arranging shows, exhibitions, competitions, trade promotions, and the like related to goods of a class sold by members and in connection therewith to give or contribute towards prizes, trophies, or other awards.

- (l) To purchase take on lease or in exchange or on hire or otherwise acquire any real or personal property of every kind and description and any rights or privileges which the Federation shall think necessary or expedient for the purpose of attaining the objects of the Federation or any of them or promoting the interests of the Federation or its members and to sell exchange let on bail or lease with or without the option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.
- (m) To borrow or raise or secure the payment of moneys in such manner as the Federation may think fit and to purchase redeem or pay off any such securities.
- (n) To promote any company or companies or any body or bodies corporate for any purpose which may seem directly or indirectly calculated to benefit the Federation.
- (o) To lend and advance money or give credit to any person or corporation: to guarantee and give guarantee for the payment of moneys on the performance of contracts or obligations by any person or corporation, and otherwise to assist any person or corporation.
- (p) To invest and deal with the moneys of the Federation not immediately required in such manner as may from time to time be required.
- (q) To enter into, do and perform all contracts, acts and matters and things in any way connected with the objects of the Federation or related thereto.
- (r) To provide Secretarial services for any organisation or person approved by the Board of Directors and at such fee as the Board determine.
- (s) To generally do, execute and perform all such other acts, matters and things which the Federation may think conducive or incidental to the attainment of the above objects or any of them.

5. MEMBERSHIP

Membership of the Federation shall be divided into the following categories:

(a) Ordinary Membership

Any corporate body, association, or society, or person, or persons, representing in the opinion of the Board of Directors the interests of retailers for any district shall be eligible for ordinary membership of the Federation as the representative of retailers of such district subject to such conditions and upon payment of such fee as may be fixed pursuant to Rule 7.

(b) Trade Association Membership

Any corporate body, association, society, person or persons representing in the opinion of the Board the interests of any sectional part of the retail trade shall be eligible for trade association membership of the Federation subject to such conditions and upon payment of such fees as the Board may from time to time decide.

(c) Associate Membership

Any corporate body, association, society, person or persons engaged in the retail trade and who in the opinion of the Board are not eligible for ordinary or trade Association membership shall be eligible for Associate Membership of the Federation.

(d) Life Membership

Any person who has in the opinion of any ordinary member rendered conspicuous service to the interests of the Federation shall be eligible to be nominated for life membership of the Federation and may on the recommendation of the Board to the Council to whom all such nominations shall be referred be elected to such membership on the passing of a majority of votes at any general meeting of the Federation.

6. APPLICATION FOR MEMBERSHIP

- (a) Any corporate body, association, society, person, or persons who are eligible to be and desire to become a member of the Federation may make written application to the Federation through the Secretary, specifying the category of membership desired and such application shall be considered by the Board or Council which shall have absolute power to grant or refuse such application and whose decision shall be final and binding. In the case of an ordinary member such member shall be entered in the Register of members as the representative of the district concerned.
- (b) Any member may at any time retire from the Federation by giving three months notice in writing to that effect to the Secretary, and provided that all amounts owing to the Federation have first been paid.
- (c) Any member whose subscription is unpaid within three months of due date shall be liable to be struck off the Register of Members by a resolution of the Council.

7. SUBSCRIPTION

- (a) The Federation in general meeting shall on the recommendation of the Council from time to time fix subscriptions payable to the Federation by ordinary members and shall have power to fix or determine different subscriptions for different categories of membership and to stipulate the time within which such subscription shall be payable, but unless otherwise stipulated such subscription shall be due and payable within one month of the date of the Annual General Meeting.
- (b) The Board shall from time to time fix the subscriptions payable by Trade Association and Associate Members and the date or dates by which such subscription shall be payable.

8. MEETINGS

- (a) At any meeting the President, or in his absence the Vice President, shall be Chairman, unless the Meeting resolves that another person should be elected Chairman.
- (b) The Annual General Meeting of the Federation shall be held within *6 months after the termination of the financial year of the Federation at a place and date to be fixed by the Council. *change
13/3/83
- (c) Special meetings of the Federation may be called by the President on his own motion or by the Council or shall be called by the Secretary on his being requested so to do by appropriate notice in writing signed by at least 5 ordinary members.
- (d) Extraordinary meetings of the Federation may be called by the President on his own motion and shall be called by the President on his being requested to do so by the Council or by the Board.
- (e) Fourteen days' notice in writing of any special or general meeting of the Federation shall be given, whilst seven days notice in writing shall be given of any extraordinary meeting: notices calling special or extraordinary meetings shall specify the nature of the business to be transacted.
- (f) Remits for the consideration of the Annual General Meeting or of the Council shall be submitted in writing to the Secretary at least 28 days before the date or dates of such meetings, and any remits so received shall

be circulated by the Secretary to all ordinary members at least 14 days before the date or dates of such meetings PROVIDED THAT non-compliance with the provision of this section shall not prevent any remit from being considered by the Annual General Meeting or the Council as the case may be unless a majority of members present at such meeting object.

9. VOTING AT MEETINGS

- (a) Any ordinary or trade association member may be represented at any meeting by any person or persons duly appointed for that purpose in such manner as the Council may from time to time decide.
- (b) At all meetings each member entitled to be present shall have one vote only (subject as hereinafter appears) with the exception of the Chairman who shall have a deliberative and in case of equality, a casting vote provided that where a poll is demanded by the Chairman or by any ordinary member or members present only ordinary members shall be entitled to one vote for every \$100 or part thereof of the last annual subscription paid by such member.
- (c) At all meetings unless a poll is demanded all matters shall be decided by a majority of members present and voting: where it is desired to determine the number of votes otherwise than by a poll voting shall be by show of hands.
- (d) At any meeting unless a poll is demanded the declaration by the Chairman that a resolution has been carried or lost and a confirmed entry to such effect in the Minute Book of the Federation shall be conclusive evidence without further proof of such fact.
- (e) The quorum for all meetings of the Federation except Council shall be a majority of ordinary members of the Federation.

10. MANAGEMENT

- (a) Council
 - (i) The affairs of the Federation shall be managed by a Council which shall meet in the month of November of each year unless otherwise so determined by the President or by the preceding Council or Annual General Meeting PROVIDED THAT a restricted Council Meeting (which shall have power to exercise all the powers of the Council) shall be held in the month of June in each year or otherwise as the President may determine.

(ii) The Council shall comprise the following:-

Ex Officio The President
 The Vice President
 The Immediate Past President
 The Treasurer
 Members of the Board of Directors
 Such Chairmen of Committees, Board or Groups
 of the Federation as may be appointed for
 any purpose at any meeting.
 The Chairman of the Retailer Publishing
 Company Limited.

Delegates Five representatives from ordinary members
 representing the district of Auckland, and
 two representatives from ordinary members
 representing the districts of Wellington/
 Hutt Valley, Canterbury/Westland and Otago,
 and one representative from each other
 ordinary member. One representative from
 each trade Association member.

(iii) A restricted Council Meeting shall comprise:-

Ex Officio The President
 The Vice President
 The Immediate Past President
 The Treasurer
 Members of the Board of Directors
 Such Chairmen of Committees, Boards or
 Groups of the Federation as may be appointed
 for any purpose at any meetings.
 The Chairman of the Retailer Publishing
 Company Limited.

Delegates One representative from each ordinary member.
 One representative of each Trade Association
 member.

(iv) The President, Vice President and the Treasurer shall be elected at the Annual General Meeting and nominations for such office shall be forwarded by ordinary members to the Secretary at least 28 days before the date of the Annual General Meeting and shall be circulated to all ordinary members immediately thereafter. Each term of office shall be two years.

(v) Any member of the Council being a delegate may on giving notice in writing to the Secretary appoint any other Council member as his proxy for a meeting of the Council and such person shall have the full powers of such absent member.

(vi) The quorum for meetings of the Council and of the restricted Council shall be at least 4 ex officio members and delegates representing a majority of ordinary members.

(vii) No member of the Council need himself be a member of the Federation.

(b) Board of Directors

(i) There shall be a Board of Directors of the Federation elected by the Annual General Meeting of the Federation and which shall comprise the following officers:

Ex Officio The President
 The Vice President
 The Immediate Past President
 The Treasurer
 The Executive Director

Appointed Two members representing the district of Auckland, and one member representing each of the districts of *Waikato/Bay of Plenty, Wellington, Canterbury/Westland and Otago.

Elected by the Annual Conference of the Federation *change
 6 members, being residents of the North Island. 13/3/83
 4 members, being residents of the South Island.

Provided that no more than two persons can be elected from any single Association or sub-association, whichever is the smaller unit.

Co-opted by the Board

The Board may co-opt such persons as it considered necessary to the Board.

(ii) The elected members may be nominated by either Associations or individuals, and nominations may be made up to the time of the election of officers.

(iii) Where the number of nominations does not exceed the number of vacancies those nominated shall be declared elected.

Where the number of nominations exceeds the number of vacancies an election shall be held.

(iv) The elected members will be chosen by those individual members of District Associations, present at Conference, on a one man, one vote basis.

(v) The method of voting will be by secret ballot. The vacancies will be filled by those receiving the most votes.

(vi) The period of office will be for two years, with half the elected members retiring annually.

(c) Duty of the Board of Directors

(i) The Board shall be the Executive body of the Federation, responsible to Council, and shall be charged with the duty of supervising and managing the affairs of the Federation and shall prepare and present such accounts and reports to the Council as the Council may require: in particular

the Board shall prepare and present to the Council for its approval prior to such Council's last meeting in each year a draft statement of accounts for such year and an interim budget of income and expenditure for the following year: on the approval of such accounts and budget by the Council copies of the same shall be sent to all ordinary members not later than the 30th November in each year for consideration at the next Annual General Meeting.

PROVIDED HOWEVER that if the Board considers that circumstances have arisen or may arise which affect the interim budget a further budget may be prepared and sent to all ordinary members prior to the Annual General Meeting.

(ii) The quorum for meetings of the Board shall be seven of whom at least two shall be ex officio members and at least five shall be representatives of ordinary members.

(d) Rules and Procedure

(i) Subject to the provisions of these rules the Council, and the Board shall have full power to make and regulate their own respective rules and procedures for the conduct of their respective affairs, including the power if not otherwise provided by these Rules of electing a Chairman who shall have a deliberative and a casting vote.

(ii) The Council and the Board shall each have the power to fill any vacancy occurring in their respective membership and any person or persons so appointed to fill such vacancy or vacancies shall hold office until the next Annual General Meeting subject always in the case of a delegate to Council that any vacancy shall be filled by the ordinary member concerned appointing another delegate.

(iii) The Council and the Board shall each have the power to appoint such sub-committees or to delegate all or any of their powers to special committees and to co-opt the services of such other persons as they may respectively from time to time decide to do any act or control manage investigate or report upon any matter within their respective powers or jurisdiction.

(iv) Notwithstanding anything herein contained a resolution signed or assented to in writing or by telegram by a majority of members of the Council or the Board as the case may be, shall be as valid and as effectual as if passed by a duly convened meeting of such body, PROVIDED HOWEVER that should any delegate to Council demand a poll, a poll pursuant to the provisions of Rule 9(b) shall be carried out to determine any questions.

11. POWERS OF THE COUNCIL AND THE BOARD OF DIRECTORS

(a) The Council shall exercise all the powers to achieve the objects of the Federation and shall have the full power to do all things which may be necessary or conducive to the attainment of such objects PROVIDED THAT the Annual General Meeting shall have power to revoke or amend any decision of the Council or the Board.

(b) In particular but without limiting the generality of sub paragraph (a) hereof, either the Council or the Board shall have and may exercise any of the following powers:-

(i) Purchase lease hire or otherwise acquire real and personal property of every kind and description and to sell lease or dispose of the same or otherwise turn the same to account.

(ii) Promote or join in the promotion of any company limited by shares which may seem to be of advantage to the Federation.

(iii) Borrow moneys for any purposes of the Federation or any purpose which in the opinion of the Council or the Board would be conducive to the attainment of the objects of the Federation and to mortgage charge or give security upon any real or personal property of the Federation.

(iv) To lend or advance money or give credit to any person or corporation and to give such guarantee as may from time to time in the opinion of the Council or the Board be necessary or desirable.

(v) Invest the funds of the Federation and generally to deal with the property of the Federation in such manners as it thinks fit.

12. DUTIES AND POWER OF PRESIDENT

(a) It shall be the duty of the President -

(i) To supervise the business and affairs of the Federation.

- (ii) To attend and preside over meetings of the Federation and to keep order thereat, to conduct the business and to decide on all points of order.
- (iii) To obey all such lawful instructions, and to do and perform all such lawful things and acts as may be given or required to be done by any meeting.
- (iv) To do and perform such lawful duties as may usually appertain to the Office of President.
- (v) At all meetings to exercise a deliberative vote and in cases of equality of voting a casting vote.
- (vi) To decide the order of business, to put motions, and to declare the result of voting.
- (vii) To order the removal from a meeting of any person obstructing the business of a meeting or behaving in a disorderly manner, or of any person not entitled to be present.
- (viii) By resolution of the meeting and in the absence of a quorum, to adjourn a meeting or to declare a meeting closed.
- (ix) Generally to do and perform such other lawful things and acts as may be necessary or desirable to carry on the business of a meeting with order and regularity.

13. DUTIES AND POWER OF VICE PRESIDENT

It shall be the duty of the Vice President to assist the President in carrying out the duties appertaining to his office, and in the absence of the President, the Vice President shall have and may exercise all the power and shall perform all the duties of the President.

14. FINANCE

- (a) The financial year of the Federation shall end on the 30th day of November in each year.
- (b) Subscriptions for members shall be fixed in accordance with the provisions of the Rule 7 hereof but if during any year it shall appear to the Board that the income of the Federation will be insufficient to meet expenditure the Board shall have the power to require payment from members of such further levy as it may determine.
- (c) Any member elected during the currency of a financial year shall pay such proportion of the annual subscription as the Board shall decide.
- (d) All moneys received by the Federation shall be paid into a Bank Account opened in the name of the Federation and from which authorised payments shall be made by cheques signed by one member of the Board and the Executive

Director, or other person duly appointed by the Board for such purpose, provided however that there shall be an Imprest Account operated by the Executive Director alone for such maximum amount as may from time to time be determined by the Board, which shall be reimbursed in respect of payments made, by a cheque signed by one member of the Board and the Executive Director or other person duly appointed by the Board for such purpose, subject to vouchers supporting such reimbursement being countersigned by a member of the Board.

- (e) The travelling expenses of all ex officio members, members and delegates, attending the June and November Council Meetings, and any meetings of sectional interests of the retail trade, or Committees of Board held in conjunction with Council meetings, shall be included in a Pool Account of travelling expenses, and shall be debited to ordinary members in the same proportion as their subscription bears to the total ordinary member subscription income.

15. OFFICERS

- (a) The Board shall appoint an Executive Director and a Secretary and such other paid officers and staff of the Federation as it may from time to time deem necessary who shall be paid remuneration as the Board may from time to time determine.
- (b) The Executive Director shall
- (i) Attend all meetings of the Federation and shall keep minutes of all proceedings.
 - (ii) Keep a register of all members of the Federation.
 - (iii) Conduct all correspondence of the Federation.
 - (iv) Present an annual report to each Annual General Meeting of the affairs and activities of the Federation for the preceding year.
 - (v) Prepare or be responsible for the preparation of a properly audited balance sheet to be presented at each Annual General Meeting.
 - (vi) Generally to carry out such further duties as the Council or the Board shall direct.
- (c) The Executive Director may be suspended by the Board and may be subsequently removed from office or reinstated by a majority vote of members of the Council.

- (d) The Executive Director shall be responsible for the operation of the office of the Federation and shall have power to hire engage or dismiss staff PROVIDED THAT the appointment or termination of appointment of a Secretary of the Federation shall be subject to the approval of the Board.
- (e) The Board may from time to time appoint an acting Executive Director during the absence of the Executive Director.

16. AUDITORS

The Annual General Meeting shall in each year appoint an Auditor who shall be a member of the New Zealand Society of Accountants at such remuneration as may be decided at such meeting.

17. COMMON SEAL

The Federation shall have a Common Seal which Seal shall be kept at the Registered Office and shall only be affixed to documents in the presence of the President and Secretary or in the presence of two members of the Board, or one member of the Board and the Executive Director or other person duly appointed by the Board for such purpose.

18. EXPULSION OF MEMBERS

- (a) The Council may by resolution, expel any member whose conduct in its opinion, renders him unfit to be a member of the Federation, and such member shall cease to be a member of the Federation as from the date named in such resolution, provided that written notice of intention to move a resolution to expel a member under this rule must be given to the Secretary at least one calendar month before the meeting of the Council at which such resolution is to be moved, and the Secretary shall inform the member concerned of the notice at least 21 days before the day of such meeting: and provided further that the member concerned shall have the right to attend the said meeting and make representations prior to the resolution being put.
- (b) Any member who is adjudicated bankrupt, or whose affairs are in liquidation, or who compounds with his creditors under the provision of any Act relating to bankruptcy shall thereupon cease to be a member of the Federation.

- (c) Any member against whom any criminal proceedings may have been instituted, may at the discretion of the Council be suspended from membership but unless action is taken under Rule 18 (a) within one month from the conclusion of such proceedings, the suspension shall thereupon be deemed to have been revoked, if the Council has not earlier decided accordingly.

19. REGULATIONS

The Council or the Federation by resolution in general meeting may from time to time make amend or rescind regulations or bylaws not inconsistent with the provisions of the Incorporated Societies Act or with the Rules of the Federation for the purpose of regulating or controlling the affairs of the Federation or for such other purposes as the Federation may by such resolution from time to time determine.

20. DISPOSITION OF PROPERTY IN EVENT OF WINDING UP

If upon the winding up of the Federation there remains after the payments of its debts and liabilities a surplus of assets, the same shall not be distributed to members of the Federation but shall be given or transferred to some other association or associations, institution or institutions, having objects similar to the objects of the Federation and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation provided herein; such association or associations, institution or institutions to be determined by a resolution of members of the Federation at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New Zealand as may have or shall acquire jurisdiction in the matter, and, if and so far as effect cannot be given to this provision, then to such charitable object or objects as may be determined by a resolution of the members of the Federation at or before the time of dissolution.

21. ALTERATION OF RULES

The Rules of the Federation may be altered added to or rescinded by the Annual General, Special or Extraordinary Meeting provided the notice of such meeting specifies the nature of the amendment or by a special general meeting called for this purpose, of which at least 14 days notice shall be given by the Secretetary, such notice to specify the nature of the amendment.