

ASSOCIATION'S ADDRESS:
P.O. BOX 4048,
WELLINGTON.
TELEPHONE (04) 472-8102
FAX (04) 471-2882



NATIONAL BEEKEEPERS' ASSOCIATION of NEW ZEALAND (INC.)

FAX MESSAGE

NICK WALLINGFORD
075 442386

FROM : STEWART GOODMAN

TO : DUDLEY WARD

06 3748256

DATE : June 23 1992

No. of Pages sent: One
(including cover page)

re: Russell Berry's request for special General Meeting

1. I still have not received the legal opinion on Rule changes and general meetings
2. Material for Hastings meeting MUST be out tomorrow as this office will close 25, 26, and 29 June to facilitate our change of office.
3. Executive have to decide, with urgency -
 - (a) If they wish to call a special general meeting as requested by Russell Berry

OR

- (b) If they wish to place the rule change proposal on the agenda for the AGM (noting that we already have Nick's on the agenda).

S.C.GOODMAN

PS Copy of this fax has been sent to other Exec. members with the request that they communicate direct with you and you to let us know their decision.

DISCUSSION PAPER ON CHANGES TO THE RULES

*Prepared by Nick Wallingford, Executive member
27 July 1992*

HISTORY

The NBA rules were written in the mid-1970s. They formalised the changes to funding, voting and the nature of the conference of delegates. During a variety of re-writes several words were left out of/added to rule 29 which now present a technical and actual problem to the NBA.

This paper is written to describe the current situation and make suggestions for future actions.

RULE 29 AS IT CURRENT APPEARS

29 a) These rules may be altered by majority vote taken at the discretion of the Executive either at an Special Meeting of the Association or by postal poll in accordance with Rule 29 (a).

b) Where the Executive determines to refer a proposed alteration to the Rules to a Special Meeting particulars thereof shall be given in the notice convening the meeting.

c) Any member or Branch proposing an alteration to the Rules shall submit a notice of motion thereof to the Executive not less than 45 days prior to the date of an Annual or Special Meeting of the Association.

INTENT OF RULE 29

There are two conflicting intents in the rule. The first is that of 29 (a), that rules may only be altered '... at an Special Meeting ... or by postal poll...'.
The other is that of rule 29 (c) that says the notice of a rule change should be submitted '...not less than 45 days prior to the date of an Annual or Special Meeting ...'. This would clearly imply that the rules could be changed at an Annual Meeting.

Ivan Dickinson, a past president of the NBA and involved in the drafting of the rules, contends that the intention was that rules should only be changed at a Special Meeting or by postal poll. This was done, he says, to avoid: (1) beekeepers geographically near an Annual Meeting using the one person, one vote basis of the Annual Meeting procedure to unduly influence rule changes, and (2) to similarly avoid a situation where a large number of one vote members (ordinary members) could attend an Annual Meeting and again unfairly influence rule changes.

The argument that it was intended that rule changes were able to be considered at an Annual Meeting has two pieces of supporting evidence. These are the grammatically incorrect formation of rule 29 (a) which states '... at an (sic) Special Meeting.' This supports the view that the words 'Annual or' should appear before Special Meeting in rule 29 (a). Additionally, there are in existence copies of the rules dating from the mid to late 1970s that actually contains rule 29 (a) with the words included.

It is my belief that the original intention of the rule, as expressed by Ivan Dickinson, is the more acceptable to the NBA membership and it is to that end we should create rule changes as required.

RULE CHANGES REQUIRED

Two separate actions are necessary. The first is to change rule 29 (a) and rule 29 (c) to reflect the intent described. The second is a reaffirmation of the various rule changes that were, technically at least, made in error at various Annual Meetings in previous years.

Rule 29 (a) should be amended to change the word 'an' to 'a', so it would read in part '... at a Special Meeting.' This is a grammatical correction only.

Rule 29 (c) should be amended to replace the words 'an Annual or' and replace them with the word 'a', effectively removing reference to Annual Meetings entirely from this rule.

The wording suggested by Morrison and Morpeth for resolution of the previous rule changes reads: 'That it is resolved that in order to avoid any doubts as to the validity of rule changes since 1976 the following rule changes are hereby adopted and are deemed to be validly made with effect from the respective dates of registration.' The rules affected should then be listed.

METHOD OF CHANGING THE RULES

The NBA has three options to carry out the above rule changes.

1. Postal poll of the membership
2. Special meeting to occur between now and the next conference
3. Special meeting to occur immediately prior to next conference

A postal poll of the membership would cost the NBA about \$2000 in direct costs. It would have the advantage of providing a relatively uncomplicated solution. It could occur as soon as is convenient.

A Special Meeting called for a time and place away from the Annual Conference would cost the NBA a minimum of about \$2000 in direct costs (travel and one meal for 6 executive members, Executive Secretary and Executive Officer). It would cost at a bare minimum an additional \$3500 in indirect costs to have one delegate from each branch in attendance. I would actually expect that the NBA would feel somewhat obliged to pay some or all of this cost as a direct cost, too, rather than letting it fall to the branches or individual delegates.

The third option, a Special Meeting called for immediately prior to next year's Conference, would have the advantage of creating minimal additional trouble and expense to the NBA. It has two disadvantages that I am aware of. One is that both of the first suggestions could, if necessary, be accompanied by any additional rule changes the membership might desire to be actually in effect at next year's Annual Meeting/Conference if passed. Based on discussion at the 1992 Conference, I do not feel that this is an overbearing consideration.

The second disadvantage would be that the various rules that require reaffirmation would not be changed until next July. The NBA would need specific reassurance that none of these changes could be used against us in that time. The only one that has particular import to me is the one related to the provision of a taxation exemption. With an assurance from the IRD that no action would be taken on the basis of this rule not being reaffirmed until July 1993, I believe that this is the option we should follow.

RECOMMENDATION

'That the Executive Secretary seek assurance from the IRD that no action prejudicial to the NBA will be taken on our technical breach in passing rule 29 (e).'

'That the NBA inform membership of its intention to hold a Special Meeting in conjunction with Conference in 1993 to change rule 29 and to reaffirm rule changes made in previous years. Such notice to remind them of the need to provide any other rule changes for consideration at this meeting at least 45 days prior to the meeting.'

NICK WALLINGFORD

075-442386

NATIONAL BEEKEEPERS ASSOCIATION OF NEW ZEALAND INC

FAX TO : DUDLEY WARD

26 JUNE 1992

FROM : STEUART GOODMAN

06-3748256

I reiterate my comments made to Frances Trewby yesterday and yourself this morning.

- a) Have the Executive decided to call a special general meeting (at the request of Russell Berry)
- b) Are the executive satisfied that a 7.45 a.m. start will enable conclusion to be effected in time for the AGM to commence at 9.00 a.m.
- c) Has the Executive concurred on material to be sent to members.

For my name to be used on this notice I require faxed affirmative advice to these three queries.

In the event of a negative, the notice must NOT have my name on it, but must go out in the name of the Executive.

If distribution of the notice is effected other than from this office the Executive must accept responsibility for any failure to meet the notice of meeting requirement.

For courtesy faxed copies have been sent to Keith, Nick, Gerard and Frances, and by Fast post to Michael.



STEUART

PROPOSED AMENDMENTS TO NBA RULES

Proposed by Nick Wallingford

The Hive Levy Act 1975 will cease to exist on 1 January 1996. The Act currently provides the primary source of funding for the NBA. Its loss will compel a number of changes to the NBA rules, perhaps even to the basic structure/functions of the Association. I propose the following amendments to our existing rules prior to these more comprehensive future changes. The intent of these amendments is to:

- Provide consistency in numbering and labelling
- Remove redundant provisions in the rules
- Correct several relatively minor errors
- Gender bias

Conventions for consistency in the rules:

Each of the 30 rules will have a number and a title.

Rule titles will be in all uppercase.

Labelling convention to follow this pattern:

1 RULE TITLE

Sub-text of rule if not differentiated by defined clauses. If there are no numbered/lettered items/levels of detail, the text of the rule appears in paragraph style.

- a) First level of defined detail
- b) Second item, first level of defined detail, etc
 - i) second level of defined detail
 - ii) second item, second level of defined detail, etc
- c) Third item, first level of defined detail

AMENDMENTS TO PROVIDE CONSISTENCY IN NUMBERING AND LABELLING

Rule	Change proposed
1.	Amend by removing the (centred) title NAME and including it as part of the numbering system as per rules 5-26.
2.	Amend by removing the (centred) title INTERPRETATION and including it as part of the numbering system as per rules 5-26.
3.	Amend by removing the (centred) title REGISTERED OFFICE and including it as part of the numbering system as per rules 5-26.
4.	Amend by removing the (centred) title OBJECTS AND POWERS OF THE ASSOCIATION and including it as part of the numbering system as per rules 5-26.
5.	Amend by removing the (centred) title MEMBERSHIP OF THE ASSOCIATION and amend the title of rule 5 to read 'CATEGORIES OF MEMBERSHIP OF THE ASSOCIATION'.
6.	Amend title word 'MEMBERS' to read 'MEMBERSHIP' for consistency in grammatical usage.
7.	Amend title word 'MEMBERS' to read 'MEMBERSHIP' for consistency in grammatical usage.
14.	Amend by removing the (centred) title OFFICERS and amend the title of rule 14 to read 'OFFICERS'.
19.	Amend by deleting heading label '1)' which has no meaning in the context and numbering of the rule. '2)' to be relabelled 'g)', '3)' to be relabelled 'h)', '4)' to be relabelled 'i)'. These re-labellings result in no change of meaning or intent to the rules.
19.	Amend reference in rule 19 part 3 to 'paragraph (2) (iii)' to read 'paragraph (g) (iii) in light of re-labelling amendment described above.
23.	Amend by removing the (centred) title BRANCHES and amend the title of rule 23 to read 'ESTABLISHMENT OF BRANCHES' for consistency in grammatical usage.
24.	Amend the title of rule 24 to read 'OPERATION OF BRANCHES' for consistency in grammatical usage.
26.	Amend reference to Rule 19 (f) (1) (iii) to read Rule 19 (f) (iii) in light of changes to numbering above.

AMENDMENTS TO REMOVE REDUNDANT PROVISIONS

- 13. b) Delete all after 'of the levy due'. The NBA collects the Hive Levy so no longer needs the presentation of receipted evidence as was at one time the case.
- 16. a) Amend by deleting last sentence as no longer required (used for first few years of operation under these rules).
- 16. b) Amend by deleting everything after 'expiration of their terms be eligible for re-election' as no longer required (used for first few years of operation under these rules).

AMENDMENTS CORRECT EXISTING ERRORS

- 2. a) Amend reference to 'Hive Levy Act 1975' to read 'Hive Levy Act 1978'.
- 16. e) Change reference from 'Regulations' to 'Act'. There are no regulations associated with 'The Act' which is defined in the rules as the Hive Levy Act 1975 (see above).
- 19. Amend all references in rule 19 to 'Rule 24' to read 'Rule 26'. This appears to have been a longstanding error in our rules.

AMENDMENTS TO CORRECT GENDER BIAS

- 11. Amend reference to 'he' to read 'the authorised person'.
- 12. a) to e) Amend references to 'him' and 'he' to read 'the member'.
- 16. f) Amend reference to 'he' to read 'that person'.
- 19. (1) f) ii) Amend reference to 'him' to read 'the delegate'.
- 19. (2) Delete word 'his' as unnecessary to the meaning.
- 19. (2) i),ii,iii) Amend references to 'him' to read 'the delegate' and 'his' to read 'the delegate's'.
- 19. (3) Amend reference to 'his' to read 'the delegate's' and 'he' to 'the delegate'.
- 22. b) Amend reference to 'his' to read 'the President's'.
- 22. c) to f) Amend all references to 'Chairman' to 'Chairperson'.
- 22. e) Amend reference to 'his' to read 'the Chairman's'.
- 23. c) Amend reference to 'he' to read 'the member'.
- 24. b) Amend reference to 'Chairman' to 'Chairperson'.
- 24. e) Amend reference to 'his' to read 'a'.
- 25. b) Amend reference to 'Chairman' to 'Chairperson'.
- 26. e) Amend references to 'his' to 'that member's'.
- 26. f) iii),iv) Amend references to 'his' and 'he' to 'that member's' and 'that member'.
- 26. f) Amend reference in last paragraph from 'his' to 'the Secretary's'.
- 27. b) Amend reference to 'him' to 'the Executive Secretary'.

CHANGES REQUIRED BASED ON ERROR IN RULES IDENTIFIED BY R BERRY AND DISCUSSED AT ANNUAL MEETING 1992

- 29. ALTERATION TO RULES
 - a) These rules may be altered by majority vote taken at the discretion of the Executive either at an Special Meeting of the Association or by postal poll in accordance with Rule 27 (a).
AMENDMENT: Amend 'at an Special Meeting' to read 'at a Special Meeting'.
 - c) Any member or Branch proposing an alteration to the Rules shall submit a notice of motion thereof to the Executive not less than 45 days prior to the date of an Annual or Special Meeting of the Association.
AMENDMENT: Amend 'an Annual or Special Meeting' to read 'a Special Meeting'.

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NATIONAL BEEKEEPERS' ASSOCIATION of NEW ZEALAND (INC.)

PH. 385 4229
FAX 385 8522

MEMORANDUM

TO: Nick Wallingford, Executive Member, N.B.A.
FROM: Steuart Goodman, Executive Secretary, N.B.A.
DATE: 3 February 1993

- 1.0 Have no problem with your proposed amendements to "tidy up" the Constitution. Am uncertain about the removal of the centred titles.
- 1.1 Rule 29 is still in the vague category, because a member will not know about a special general meeting with the 45 day requirement. Under Rule 22(a) only 21 days notice is required. However if he or she is part of a group requisitioning a special general meeting under Rule 20B, then they must state the object of the special general meeting. Although it does allow executive to call a special general meeting at the time of the annual general meeting.
- 2.0 We are very sexist in our Rules as we constantly refer to he - such as :
- Rule 11
12 (several times)
16F
22B E
23C
24E
- 3.0 Rule 13(B) we need to delete - "and presentation to the Executive Secretary of receipted evidence thereof"
- 4.0 We need to discuss the agenda format set out in 18B
- 5.0 Under Rule 18(c) are "a show of hand" or "secret ballot" mutually exclusive.
- 6.0 As Rule 18(a) requires the Annual General Meeting and therefore Conference to be held as near as practicable in July would it be better to specify a date such as 15 May, under Rule 19c. The present requirement is "at least" 45 days prior to its commencement.

- 7.0 Some consideration should be given to a Review of Branch Geographic areas as provided under Rule 23B. What happens if they get below 10? (23A)
- 8.0 Rule 24E infers that the delegate appointed must be constant ? i.e. same person for both meetings.
- 9.0 Rule 25 Clause F (IV) infers that the member must be personally present at the meeting at which the poll is taken, i.e. the Branch Meeting - but noting also the provision of Rule 19F (iii) that the member must be personally present at the Conference.
- 10.0 Rule 26D requires us to send to all Branches a list of their members and their poll voting entitlement etc and to be sent as soon as practical at the commencement of each year. Note there is no requirement for updates etc.
- Non or late payment of a subscription does not prohibit an ordinary member from voting. Rule 12(c) has been used to prohibit a commercial member from voting. However payment (however late) from a commercial beekeeper has seen their voting rights reinstated.
- 11.0 Should we include "Newsletter" in Rule 27B as well as "Associations journal".

Herewith endeth the gospel from the Goodman (!)

S C Goodman.