

Constitution of New Zealand Sommeliers and Wine Professionals Society (Association) Incorporated

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1. Name

1.1 The name of the Society is **New Zealand Sommeliers and Wine Professionals Society (Association)** Incorporated ("the Association").

1.2 The Association is constituted by resolution dated 22nd May 2017.

2. Registered Office

2.1 The Registered Office of the Society Association is c/ Celia Hay (Chairperson), Level 3, 104 Customs Street West, Auckland 1010.



3. Constitution subject to the Act

This Constitution is subject to the Act and where there is any inconsistency between a clause and the Act, the Act prevails to the extent of the inconsistency.

4. The objects (purpose) of the Association are:

- a To create a **community** of people from around New Zealand working with wine, beverages (alcoholic and non alcoholic), wine and beverage sales, wine and beverage marketing within the sectors of hospitality, wine, wine tourism, wine education, wine marketing and sales ("community").
- b To create a community of wine and beverage enthusiasts and people who share the values of the Association.
- c To recognise those who are endeavouring or have earned professional certification through: WSET Wine and Spirit Education Trust; Court of Master Sommeliers, Association de la Sommellerie Internationale (A.S.I.) Diploma and any other associated organisation that Association recognises.
- d To foster and encourage the role of sommeliers and wine professionals and raise service standards, ethics and professionalism.
- e To foster education of wine and other beverages, (may include but not limited to: product knowledge purchasing, wine service cellaring, wine and food pairing).
- f To assist, and where possible offer guidance to, those wanting to develop career pathways as a sommelier and/or wine professional.
- g To raise funds for the purpose of assisting members or suitably qualified people to attend events through membership levies, donations, sponsorships and various fundraising activities for the purposed of assisting members and others.
- h To support international cooperation and build links to related international organisations, competitions, and events.
- i To organise and conduct conferences, events and activities which promote the objects and purposes of the Association.
- j To empower the Association to allocate and direct any monies (if any) to further promote awareness, development and networking within this community.
- k To undertake any activity as may be necessary or incidental to the attainment of such objects and purposes.
- l Pecuniary gain is not a purpose of the Association.

5. Membership

All Members shall endeavor to promote the purposes of the Association and shall do nothing to bring the Association into disrepute.

Membership shall consist of:

a) Professional Member

Professional Members are persons admitted as members who are in the reasonable opinion of the Committee working with wine, beverages (alcoholic and non-alcoholic), wine and beverage sales, wine and beverage marketing within the sectors of hospitality, wine, wine tourism, wine education, wine marketing and sales.

One vote per professional member. A member may vote by proxy as well in in person.

b) Associate Member

Associate membership shall be open to those who in the reasonable opinion of the Committee, have a sincere interest in supporting the Association and its objects and purposes. and the valuable contribution they make to enhance the reputation of wine professionals to a wider audience.

Associate members will be welcome to help organise and run events where their services have been offered

No Associate member shall have voting rights

c) Honorary Member

Honorary membership for a period of one year may be granted to persons at the discretion of the Committee who, in the reasonable opinion of the Committee, have a sincere interest in furthering the purposes of the Association.

No Honorary member shall have voting rights

d) Honorary Life Members

Honorary Life Membership may be conferred on existing members of the Association at the discretion of the Committee in recognition of his or her services to the "community" of wine professionals and the purposes of the Association.

One vote per Honorary life member. A member may vote by proxy as well in in person.

6. Satellite locations for members

The Association may establish satellite locations in such places as are deemed appropriate in order to support members. The following locations have been identified:

- Wellington
- Christchurch/Canterbury
- Queenstown/Central Otago
- Hawkes Bay

Future satellites may include: Marlborough/Nelson, Dunedin

7. Admission of Members

To become a Member, a person must:

- a) Complete an application form, agree to abide by the rules of the Association and
- b) Supply any other reasonable information the Committee requires.
- c) Admission to membership shall be at the discretion of the Committee. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- d) On admission and the payment of membership fees, the Member will receive an official confirmation email.

8. Members have the rights and responsibilities set out in these Rules.

- a) Members shall be persons who have agreed to promote the above objects and purposes, and have paid the membership fee prescribed by the Committee.
- b) Members shall be required to pay the annual membership fee prescribed by the Committee.
- c) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the secretary of his or her intention to resign.
- d) The Patron of the Association is exempt from paying membership fees.
- e) The rights, privileges and obligations of a Member are not assignable.

9. Liability of Member

- a) No Member shall be under any liability in respect of any contract or other obligation made or incurred by the Association.
- b) The Association shall indemnify each Member against any liability properly incurred by such Member in respect of the affairs of the Association to the extent of property owned by the Association.
- c) Nothing in this clause shall prevent an action in respect of any loss or expense arising from the willful default of any person against whom such action is taken.

10. Indemnity

Each Member shall indemnify and keep indemnified the Association from and against any action, claim, demand, loss, damage, cost, expense and liability which the Association may suffer or incur or for which the Association may become liable in respect of or arising from any breach of this Constitution by the Member.

11. Ability to Contract

A Member may enter into any agreement or understanding with the Association for the supply of any goods or services for such consideration and on such other terms and conditions as would be reasonable if that person were not a Member.

12. Good Faith

All Members shall act in good faith to the Association.

13. The Register of Members

- a) The Secretary/Treasurer shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- b) Each Member shall provide such other reasonable details as the Committee requires.

14. Cessation of Membership

- a) Any Member may resign by giving written notice to the Secretary/Treasurer.
- b) Membership terminated in the following way: If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association;
 - ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - iii. State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership, which decision shall be final and binding.

15. Managing Committee of the Association ("the Committee")

The control, conduct and management of the affairs of the Association shall be vested exclusively in the Committee which in addition to any powers and authorities conferred by this Constitution on the Committee may exercise all such powers of the Association and do all such things as are within the objects (purpose) of the Association which are not by the Act or by this Constitution required to be done by the Association in General Meeting.

16. Appointment of Committee Members

At the Annual General Meeting, the Members may decide by majority vote to appoint committee members for not more than 24 months.

Only Professional Members of the Association may be Committee Members.

- a) The Committee shall comprise no less than three (3) Members and no more than nine (9) at any one time.
- b) The Association may by ordinary resolution at an Annual General Meeting increase the number of Committee Members and may decrease the number of Committee Members to not less than two (2).
- c) In the event of the vacation of office of a Committee Member, the Committee may appoint any Professional Member to fill the casual vacancy until the next Annual General Meeting.

17. Officers of the Association:

The officers of the Association shall consist of:

a) The Patron

The Patron shall be appointed for a term of 24 calendar months from the date of the first annual general meeting. It is intended that the patron be a person of high standing and respect in our community and promotes and reflects the values of the community.

b) Chair/President

The Chair shall be elected by the Committee from one of their number at the first meeting of the Committee following an Annual General Meeting and will hold office for two years. The Chair shall be eligible for re-election as chairman/president.

- The Chair is responsible for convening meetings, chairing meetings,
- Overseeing the operation of the Association;
- Providing a report on the operations of the Association at each Annual General Meeting.

c) Secretary/Treasurer

The Secretary/Treasurer may be appointed by the Committee from the elected members or from outside of the committee and shall take on such roles and responsibilities as required by the Committee.

If the Secretary Treasurer is appointed from outside the committee, they shall have no voting right on the committee.

- i. Recording the minutes of Meetings;
- ii. Keeping the Register of Members;
- iii. Receiving and replying to correspondence as required by the Committee;
- iv. Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- v. Advising the Registrar of Incorporated Societies of any rule changes.
- vi. Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained;
- vii. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Association's accounting policies.
- viii. Providing a financial report at each Annual General Meeting;
- ix. Providing financial information to the Committee as the Committee determines.

18. Elections

The officers of the Association and elected members of the Committee shall be Professional members of the Association and elected by members present and voting at the Annual General Meeting.

- i. Nominations for the Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the seventh day before the Annual General Meeting.
- ii. All retiring members of the Committee shall be eligible for re-election.
- iii. If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Committee Member to fill that vacancy until the next Annual General Meeting.

19. Cessation of Committee Membership

A Committee Member shall cease to hold office on:

- i. Resignation in writing delivered to the registered address of the Association or by email.
- ii. Absence from or unavailability for three (3) successive Committee meetings without explanation acceptable to the Committee or
- iii. If a person ceases to be a Committee Member, that person must within one month give to the Committee all Association documents and property of or belonging to the Association.

20. Committee Meetings

- i. The Committee shall meet as often as may be required to conduct the business of the Association and not less than four (4) times each calendar year.
- ii. Notice of Meetings shall be given at the previous Committee meeting or by seven (7) days written notice, sent by any means or by such other notice as shall be ratified by the Committee.
- iii. Quorum: A quorum for the purposes of a meeting of the Committee must consist of four or 50% of the committee members one of whom to be the Patron or the Chair/President. If within half an hour after the time appointed for a meeting, a quorum is not present, the meeting shall be dissolved and shall stand adjourned to a day, time and place determined by the Chair/President/ of the Association.
- iv. Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- v. The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Patron shall chair that meeting;
- vi. Decisions of the Committee shall be by majority vote. The Chair/President or person acting as Chair/President has a casting vote only when the votes are equally split.
- vii. Voting: Only Committee Members present at a Committee Meeting may vote provided however when a significant decision is required, a resolution of not less than seventy-five percent (75%) majority of committee members present is required and in addition all current committee members have received prior notice of the significant decision via email.

21. Delegation of Powers to Subcommittee or Manager

- i. The Committee may delegate any of its powers to committees consisting of such member or members of their body as they think fit or to a Manager.
- ii. Any committee so formed or Manager so appointed shall in the exercise of the powers so delegated conform to directions of the Committee.

22. Joining Fees, Subscriptions and Levies

If any Member does not pay a Subscription or levy by the date set by the Committee or the Association, the Secretary will give written notice that, unless the arrears are paid within two months, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Association have no Membership rights and shall not be entitled to participate in any Association activity.

23. Use of its money and other assets

The Association may only use its money and other assets if:

- i. It is for a purpose of the Association;
- ii. It is not for the sole personal or individual benefit of any Member (except pursuant to clause 11); and
- iii. That use has been approved by the Committee.

24. No Indebtedness

- i. The Association shall not borrow any money other than short-term borrowing to cover any temporary shortfall in meeting the Association's obligations under this Constitution, except by Special Resolution.
- ii. Matters not covered in these rules shall be decided upon by the Committee and in accordance with the purpose and objects herein and the Act.

25. Financial Year

The financial year of the Association begins on 1 July of every year and ends on 30 June of the next year. The Association shall appoint an accountant to review the annual financial statements of the Association.

26. Common seal

The Committee shall obtain a common seal for the use of the Association and shall provide for its safe custody. The common seal shall not be used except by resolution of the Committee. Every instrument to which the common seal is affixed shall be signed by two members of the Committee.

27. Association meetings

An association meeting is either an Annual General Meeting or a Special General Meeting.

28. Annual General Meeting

The Annual General Meeting shall be held once every year no later than five months after the Association's balance date. The Committee shall determine when and where the Association shall meet within those dates. Receiving any minutes of the previous Association's Meeting(s);

- a) The Chair/President's report on the business of the Association;
- b) The Treasurer's report on the finances of the Association, and the Annual Financial Statements;
- c) Election of Committee Members;
- d) Motions to be considered;
- e) General business.

The Secretary/Treasurer shall:

- a) Give all Professional Members at least 28 days Written Notice of the Annual General Meeting together with agenda and proposed resolutions.
- b) The Secretary/Treasurer will provide:
 - i. A copy of the Chair/President's Report on the Association's operations and of the Annual Financial Statements as approved by the Committee,
- c) The Secretary/Treasurer will provide:
 - i. A list of Nominees for the Committee, and information about those Nominees if it has been provided will be included with the agenda. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).
 - ii. If the Secretary has complied with the provisions of this clause 28 in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

29. Special General Meetings

A Special General Meeting may be called by the Committee or if the Committee receives a written request signed by no less than 20% of the Professional Members entitled to vote.

The Secretary/Treasurer shall:

- i. Give all Professional Members at least 28 days Written Notice of the business to be conducted at any Special General Meeting.
- ii. No business shall be transacted at any Special General Meeting other than business of which notice has been given by the Secretary/Treasurer at least 14 days before the date of such meeting.

30. Quorum

No Association Meeting may be held unless at no less than 20% of eligible Members are present personally or by proxy. This shall constitute a quorum.

Adjourned Meetings:

If within half an hour after the time appointed for a meeting a quorum is not present the meeting shall be dissolved and shall stand adjourned to a day, time and place determined by the Chair/President of the Association.

31. Voting at General Meetings

All Members may attend. All Professional Members may vote at Association Meetings.

All Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Patron of Association shall chair that meeting. Any person chairing an Association Meeting has a casting vote.

On any given motion at an Association Meeting, the Chair/President shall in good faith determine whether to vote by and the rules thereof:

- a) Voices;
- b) Show of hands; or
- c) Secret ballot

32. Motions at Association Meetings

Any Member may request that a motion be voted on ("Member's Motion") at a particular Association Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member's Motion is signed by at least 5% of eligible Members:

- i It must be voted on at the Association Meeting chosen by the Member; and
- ii The Secretary must give the Member's Information to all Members at least 14 days before the Association Meeting chosen by the Member; or
- iii If the Secretary fails to do this, the Member has the right to raise the motion at the following Association Meeting.

33. Proxies:

The appointment of a proxy must be in writing and given by the member or the member's attorney, duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll (show of hands). A Member shall be entitled to instruct his or her proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.

Form of Proxy:

The instrument appointing a proxy may be in one of the following forms or in a common or usual form:

Proxy option one

I.....of being a member of the New Zealand Sommeliers and Wine Professionals Association hereby appoint..... of..... failing him or her.....of..... as my proxy to vote for me on my behalf at the (annual) general meeting of the New Zealand Sommeliers and Wine Professionals Association to be held on theday of.....and at any adjournment thereof.

My proxy is hereby authorized to use their discretion in determining my proxy votes.

Member:

Signed this.....day of 20...

Date

Proxy option two

I.....of being a member of the New Zealand Sommeliers and Wine Professionals Association hereby appoint..... of..... failing him or her.....of..... as my proxy to vote for me on my behalf at the (annual) general meeting of the New Zealand Sommeliers and Wine Professionals Association to be held on theday of.....and at any adjournment thereof.

My proxy is hereby authorized to vote in favour of/against the following resolutions: (list)
And may use their discretion in the event resolutions are modified after the last date of this proxy appointment.

Member:

Signed this.....day of 20...

Date

34. Altering the Rules

- i. The Association may alter or replace these Rules at an Association Meeting by a resolution passed by three quarters or [75%] majority of those Members present and voting.
- ii. When a Rule change is approved by a General Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

35. Winding up

If the Association is wound up:

- i. The Association's debts, costs and liabilities shall be paid;
- ii. Surplus Money and Other Assets of the Association may be disposed of: By resolution; or
According to the provisions in the Incorporated Societies Act 1908; but iii No distribution may be made to any Member;

36. Definitions

In these Rules:

- a) "Act" means the Incorporated Societies Act 1908
- b) "Annual General Meeting" means a meeting of Members convened under clause 21.
- c) "Association Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- d) "Committee" means the committee responsible for the management and administration of the Association.
- e) "Committee Member" means a member of the Committee.
- f) "General Meeting" means either an Annual General Meeting or a Special General Meeting.
- g) "Majority vote" means a vote made by more than half (50%) of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- h) "Member" means a member of the Association.
- i) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Association.
- j) "Notice of Meeting" means notice of a General Meeting given in accordance with clause 28 and 29
- k) "Significant decision" means: expenditure of funds above \$1500, Media Policy, Public statements on behalf of the Association or any other committee decision that two members of the Committee agree at the relevant Committee meeting should be deemed a "significant decision" under clause 20
- l) "Special General Meeting" means a meeting of Members convened under clause 29
- m) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- n) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

37. Interpretation

- a) A reference to a person includes that person's successors and permitted assigns.
- b) A reference to any legislation includes any amendment to it, any consolidation or replacement of it, and any subordinate legislation made under it.
- c) If any provisions of this Constitution is judged invalid, illegal or unenforceable, then the offending provision (in whole or in part) will be deemed to be severed from this Constitution and will not affect the validity, legality or enforceability of the remaining provisions
- d) Words defined in the Act or Regulations shall have the same meanings when used in this Constitution.

It is assumed that:

- i. Where a masculine is used, the feminine is included
- ii. Where the singular is used, plural forms of the noun are also inferred
- iii. Headings are a matter of reference and not a part of the rules



CERTIFICATE OF INCORPORATION

**NEW ZEALAND SOMMELIERS AND WINE
PROFESSIONALS ASSOCIATION INCORPORATED**

2671211

NEW ZEALAND SOMMELIERS AND WINE PROFESSIONALS ASSOCIATION
INCORPORATED is incorporated under the Incorporated Societies Act 1908 this 22nd day
of May 2017.

Registrar of Incorporated Societies

