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# **New Zealand Professional Florists Incorporated**



# **RULES**

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As at January 2015

## **1. NAME**

The name of the Society shall be **“The New Zealand Professional Florists Incorporated”**

## **2. REGISTERED OFFICE**

The Registered Office of the Society shall be in Wellington or such other places as the Society may from time to time determine

## **3. OBJECTIVES**

The Objectives of the Society shall be:

- (a) To promote and encourage the highest standards of floristry
- (b) To promote and encourage the exchange between members of ideas, principles and policies of floristry
- (c) To promote and conduct Assessments in floristry and to issue Masters, Diploma and Certificates bearing the Society's Seal to candidates who qualify in the Society's standards
- (d) To establish and control training schools and classes for students in floristry
- (e) To take such steps as may be deemed expedient or necessary to protect and foster the interests of floristry
- (f) To extend a watchful regard over all matters affecting florists and to give timely information to members of the Society
- (g) To provide by all lawful means for opposing legislation which the Society may consider to adversely affect the interest of its members
- (h) To purchase, take on lease, exchange or otherwise acquire any real or personal property and any rights or privileges which the Society shall think necessary or expedient for the purpose of attaining the objectives of the Society or any of them or promoting the interests of the society or its members and to sell, exchange, let on bail or lease with or without option of the purchase or in any manner dispose of any such property rights or privileges as aforesaid
- (i) To do all such things as are incidental or conducive to the attainment of the above objectives or any of them

#### **4. MEMBERSHIP**

- (a) Subject to Clause 4(b), the Society shall consist of persons, companies and partnerships engaged in or interested in floristry in New Zealand
- (b) The following persons, companies and partnerships shall be entitled to be members of the Society if their membership is first approved at a meeting of the Executive Committee:
  - i. Financial, or life members of the Society of New Zealand Professional Florists Artists (Inc)
  - ii. Holders of the Society's Diploma or Masters
  - iii. Bona fide members of Teleflora Incorporated and Interflora Pacific Unit Limited
  - iv. Those holding Life Membership or Honorary Membership of the Society, as conferred at the discretion of the Society's Executive Committee
  - v. Others (including floristry employees) who are actively engaged in or are interested in floristry
- (c) A member who ceases to meet the membership criteria set out in Clause 4(b) shall be deemed to have resigned from the Society
- (d) Any member may resign from the Society on payment of all dues owing (if any) to the Society at the date of resignation, by delivering 14 days written notice to the Secretary. This notice must be signed by the member or the members' attorney. At the expiry of such notice, the member shall cease to be a member and shall have no interest in, or claim to, the funds or property of the Society

#### **5. SUBSCRIPTIONS**

The annual subscription for membership shall be determined from time to time by the Executive Committee of the Society

#### **6. PATRON**

The Society shall annually at the Annual General Meeting elect a Patron to hold the office until the next general election. The Patron need not be a member of the Society and will not be a member of the Executive Committee

## **7. OFFICERS AND EXECUTIVE COMMITTEE**

- (a)
  - (i) The Society shall be administered by an Executive Committee which shall have full power to transact all the business of the Society
  - (ii) The Executive Committee (excluding the Assessment Co-ordinator) shall appoint an Assessment Co-ordinator, and may also appoint two assistants from Financial Certificated Accredited Assessors, and shall also determine the functions and duties of such persons. The term of the Assessment Co-ordinator shall be for two years, with terms of one year for any subsequent re-appointments. The two assistants may be appointed annually. Notwithstanding this, the Executive Committee (excluding the Assessment Co-ordinator) may also remove any person from the positions of Assessment Co-ordinator, or assistant
- (b) The Executive Committee shall consist of:
  - (i) A President who shall be elected at the Annual General Meeting. When first elected to office, the term of the President shall be for two years. Upon any re-election, the terms will be for one year each
  - (ii) A Vice President who shall be elected at the Annual General Meeting. When first elected to office, the term of the Vice President shall be for two years. Upon any re-election, the terms will be for one year each
  - (iii) One member who must be a holder of the Society's Diploma who shall be elected at the Annual General Meeting for a term of two years
  - (iv) One person who is appointed by Teleflora Incorporated. Teleflora Incorporated also has the power to remove such an Executive member and replace them with another person, at any time
  - (v) One person who is appointed by Interflora Pacific Unit Limited. Interflora Pacific Unit Limited also has the power to remove such an Executive member and replace them with another person, at any time
  - (vi) An Assessment Co-ordinator who is appointed by the Executive Committee in terms of Clause 7(a)

- (c) Nominations for the offices described in paragraphs 7(b) (i), (ii), (iii) and (iv) must be in writing and lodged with the Secretary 21 days before the Annual General Meeting. Such nominations must be signed by the person nominating, plus one other member, and the nominee. Members nominated for the position of President must have previously served on the Executive Committee. The Executive Committee shall take all reasonable steps to ensure that the appointment for Assessment Co-ordinator is in an alternate year to that of President and Vice President. No person may concurrently hold more than one of the seven Executive Committee positions
- (d) The Executive Committee shall meet on such occasions as the President, or in their absence or incapacity the Vice President, shall from time to time determine, or may meet at such times and places as it may itself decide. An Executive Committee meeting shall be held upon request in writing to the President of not less than five members of the Committee
- (e) At all meetings of the Executive Committee a quorum shall be fifty percent (50%) of the numerical membership of the Committee
- (f) There shall be paid to members of the Executive Committee from the funds of the Society, either actual and reasonable expenses incurred in attending a meeting of the Executive Committee or such allowance in lieu thereof as may be determined by a General Meeting of the Society

Teleflora Incorporated and Interflora Pacific Unit Limited shall pay such expenses or allowances to the Executive Committee members whom they appoint, and the Society shall not pay such expenses or allowances in respect of these members

- (g) The Executive Committee shall be empowered to co-opt members to fill casual vacancies on the Executive Committee
- (h) The Executive Committee shall also be empowered to co-opt members to fill any vacancy on the Executive Committee created if no person is elected to fill any one of the elected positions
- (i) All matters discussed at Executive Committee meetings shall remain confidential to the Executive Committee. No Executive Committee member may discuss any such matter with any other person, without the consent of the Executive Committee

## **8. PRESIDENT**

The duties of the President shall be to preside at all meetings of the Society. The President may summon Special Meetings of the Executive Committee or of the Society if in their judgment Special Meetings are necessary. The President shall be ex officio a member of the Assessing Panel and all Committees

## **9. VICE-PRESIDENT**

The duties of the Vice-President shall be to assist the President and in the absence of the President to act in their stead. In the event of the death or resignation of the President, the Vice-President shall assume the office of President and shall hold office until the next Annual General Meeting, at which shall be eligible for election as President

## **10. SECRETARY**

A Secretary shall be appointed by the Executive Committee or by a General Meeting of the Society and shall be paid such remuneration as may be decided upon by the Executive Committee or by a General Meeting of the Society

The duties of the Secretary shall be:

- (a) To keep the minutes of all meetings of the Society and to record the same in the Secretary's office
- (b) To keep a register of members of the Society
- (c) To conduct all the correspondence of the Society
- (d) To receive all monies due to the Society, issue receipts therefore and pay same into the Society's Bank Account; to pay by cheque all the accounts properly chargeable to the Society as they become due and to keep such books of account as may be necessary to record the financial years of the Society
- (e) To send out accounts to members each year for their annual subscriptions
- (f) To prepare the annual accounts which shall be duly audited
- (g) To conduct all matters relating to and incidental to the Assessing Panel
- (h) To perform such duties as may be decided upon from time to time by the Executive Committee or a General Meeting of the Society

## **11. ACCOUNTANT**

An Accountant shall be appointed at each Annual General Meeting of the Society to complete an Annual Financial Report.

## **12. BANK ACCOUNT**

- (a) A Bank Account shall be opened in the name of the Society and shall be operated upon joint signatures of duly authorised officers and the Secretary as nominated by the Executive Committee
- (b) Such authorised officers and Secretary shall have power to endorse all cheques or other negotiable instruments payable to or by the Society

## **13. BOOKS**

The books and other records of the Society kept by the Secretary shall be open to inspection by any member of the Society at any reasonable time

## **14. FINANCIAL YEAR**

The Society's financial year shall end on 31 August in each year

## **15. GENERAL MEETING**

The Annual General Meeting shall be held at a time and place fixed by the Executive Committee for the following purposes:

- (a) To receive a report, balance sheet and statement of accounts for the preceding year
- (b) To elect officers for the ensuing year
- (c) To appoint an Accountant for the ensuing year
- (d) To decide on any motions of which due notice has been given or which any member may, with the permission of the meeting, introduce
- (e) To deal with any other matters which may consistently with these Rules be introduced at such meeting
- (f) General Meetings shall be called by notice in writing by the Secretary stating the time and place of the meeting and the business to be dealt with, sent to each member at least fourteen (14) days before the date appointed for such meeting
- (g) A Special General Meeting may be called at any time by the President, or upon request in writing to the President or the Secretary, by any seven (7) members of the Society
- (h) At all General Meetings of the Society the quorum shall be 10% of financial members

- (i) That the Chairman may, with the consent of the meeting adjourn the same, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting so adjourned (and)? that the accidental omission to give notice of a meeting or of the non-receipt of such notice by a person entitled thereto shall not invalidate any resolution or proceedings of the meeting

## **16. VOTING**

- (a) All questions at any meeting of the Society shall be determined by a majority of members present and voting
- (b) Voting shall be by show of hands, unless a ballot be requested by two members present in which case the Chairman of the Meeting shall arrange accordingly
- (c) On each occasion on which it is necessary to vote, each financial or life member (excluding affiliated) shall be entitled to one vote. Partners of a firm are entitled to the rights and privileges of membership but collectively rank as one member for the purposes of voting. A limited company is entitled to vote through its duly authorised representative
- (d) The President or Chairman for the time being may have a casting vote in addition to his deliberative vote
- (e) On all matters pertaining to the Assessing Panel voting shall be restricted to Financial Diploma or Master Holders

## **17. ALTERATION OF RULES**

- (a) These rules may be altered, added to, rescinded or other wise varied or amended by a resolution passed by a two-thirds majority of those present at any Annual General Meeting or at a special meeting of which fourteen (14) days notice shall have been given
- (b) By-laws not inconsistent with these Rules may be made, altered, added to, rescinded or otherwise varied or amended by a resolution passed by a simple majority of those present at an Annual General Meeting or at a Special General Meeting of which fourteen (14) days notice shall have been given
- (c) Every such notice shall set forth the purpose of the proposed alteration, addition, rescission, variation or amendment and shall be given to each member by post
- (d) Amendments to these Rules or to the By-laws may be proposed by a resolution of the Executive Committee or by notice to the Secretary in writing signed by not less than ten (10) percent of the active members. After the passing of such resolution or the receipt of such notice the Executive Committee may call a Special General Meeting to deal with the matter and if a Special General Meeting shall not be called the proposal shall be submitted to the next Annual General Meeting

- (e) No addition to or alteration or rescission of the rules shall be approved if it affects the Pecuniary Profit Clause or the Winding Up Clause, and that no member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society

## **18. ASSESSING PANEL**

- (a) The Executive Committee shall have the power to appoint, annually, Financial Certificated Accredited Assessors to form an Assessing Panel. The Assessment Co-ordinator and any assistants to the Assessment Co-ordinator (who have been properly appointed), together with the President and Vice President will all be members of this Panel, ex officio, regardless of their assessment qualifications, or lack of them
- (b) The Assessing Panel shall control all matters pertaining to the conduct of the Society's assessments and training policies other than the fixing of fees which shall be fixed by the Executive Committee. They shall be responsible to the Executive Committee at all times
- (c) The duties of the Assessment Co-ordinator shall be to:
  - (i) implement Society assessments as enunciated in Rule 3(a) to 3(d)
  - (ii) in implementing (i) use services of all Accredited Assessors and any other suitably qualified persons
  - (iii) make recommendations to the Executive for any changes or improvements to existing procedures. Prior to so doing the opinions of all Accredited Assessors will be sought through meetings or notification in the Society's newsletters and the majority opinion of those responding will form basis of each recommendation
  - (iv) act as co-ordinator between Executive and Accredited Assessors
- (d) The Executive committee shall not have power to veto decision is of the Assessing Panel regarding the standards set by the Panel, the marks awarded to any candidate or the granting of a Certificate to any candidate
- (e) The Assessment Co-ordinator shall co-ordinate Assessors, being Diploma or Master Holders to assist in conducting assessments and other panel activities
- (f) Any meeting of the Assessing Panel the quorum shall be eight (8)

## **19. COMMON SEAL**

- (a) The Common Seal of the Society shall be held by the Secretary who shall be responsible for the safe custody thereof
- (b) The Common Seal of the Society shall not be affixed to any instrument or writing except pursuant to a resolution of the Executive Committee and in the presence of a member of the Executive Committee and the Secretary

## **20. CONTROL AND INVESTMENT OF FUNDS**

- (a) All monies received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account at a Bank or Banks to be nominated by the Executive Committee
- (b) All real and personal property belonging to the Society shall be held and disposed of in the corporate name of the Society
- (c) The Society shall, in addition to other powers vested in it, have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority or otherwise as the Society shall think fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Society passed in general meeting
- (d) No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society

## **21. REMOVAL OF OFFICERS**

Any member of the Executive Committee or any other officer of the Society may be removed from office by a vote of the majority of members present at a Special General Meeting called to consider such removal; provided that at least fourteen (14) days notice in writing is given to each member that a meeting is to be held for such a purpose

## **22. EXPULSION AND SUSPENSION OF MEMBERS**

- (a) The majority of members present and voting at an Annual or Special General Meeting of the Society may expel by resolution any member whose conduct, in their opinion, renders them unfit to be a member of the Society and such member shall cease to be a member of the Society from the date of such resolution
- (b) Any member who is adjudicated bankrupt, whose affairs are in liquidation or who compounds with his creditors under the provisions of any Act relating to bankruptcy, shall thereupon cease to be a member of the Society, but may be readmitted at any subsequent General Meeting of the Society by the vote of a majority of members present and voting
- (c) Any member against whom criminal proceedings have been instituted may, by resolution of a General Meeting, be suspended from membership
- (d) Written notice of a resolution to expel a member under these Rules must be given to the Secretary at least twenty-one (21) days before the meeting at which such resolution is to be moved and the Secretary shall inform the members of the notice at least fourteen (14) days before the day of such meeting

### **23. VOLUNTARY WINDING-UP OF THE SOCIETY**

The Society may be wound up voluntarily if the Society at a General Meeting of its members passes a resolution requiring the Society so to be wound-up and the resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed

### **24. DISPOSITION OF PROPERTY IN EVENT OF WINDING-UP**

If upon the winding-up of the Society there remains after the payments of its debts and liabilities a surplus of assets, the same shall not be distributed to members of the Society but shall be given or transferred to some other association(s) or institution(s), having objectives similar to the objectives of this Society 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 Society provided herein; such association(s) or institution(s) to be determined by a resolution of members of the Society 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 effect cannot be given to this provision then to such charitable objectives as may be determined by a resolution of the members of the Society at or before the time of dissolution