

THE RULES OF NEW ZEALAND APPLES AND PEARS INCORPORATED

(As amended 29 July 2024,
and effective from 27 March 2025.)

Table of Contents

1.	DEFINITIONS	3
2.	NAME AND REGISTERED OFFICE	6
3.	OBJECTS	6
4.	MEMBERSHIP	7
5.	MEMBERSHIP FEES	11
6.	DISPUTES	12
7.	BALANCE DATE	12
8.	MEETINGS	12
9.	THE BOARD	19
10.	MEETINGS OF THE BOARD	24
11.	CONFLICTS OF INTEREST.....	25
12.	MANAGEMENT	26
13.	RECORDS	26
14.	AUDITOR.....	27
15.	METHOD OF CONTRACTING.....	27
16.	SOCIETY FUNDS.....	27
17.	BORROWING	28
18.	WINDING UP	28
19.	AMENDMENT OF RULES.....	28
20.	CONTACT PERSON	29
21.	NOTICES	29

THE RULES OF NEW ZEALAND APPLES AND PEARS INCORPORATED

1. DEFINITIONS

1.1 In these Rules unless the context otherwise requires:

- (a) "Act" means the Incorporated Societies Act 2022;
- (b) "Adverse Event" means any act of God, fire, earthquake, lightning, storm, flood or tempest, pandemic or epidemic, biosecurity issue (beyond the reasonable control of the affected party), or chemical issue (beyond the reasonable control of the affected party), or any event the Board determines is analogous to the foregoing events;
- (c) "Apples and Pears" means and includes all apples (being fruit of all species and varieties of the genus *Malus*) and/or pears (being fruit of all species of *Pyrus* and fruit of all hybrids or interspecific hybrids of those species), and a reference to "Apples and Pears" shall be read as a reference to Apples and/or Pears;
- (d) "Associate Member" has the meaning set out in the Membership Criteria;
- (e) "Associated Entity" means any person in which the Society has an ownership interest (whether directly or indirectly) and in respect of which the Society has:
 - (i) the right to receive 25% or more of the profits (however calculated); or
 - (ii) control (whether directly or indirectly) of the appointment of 25% or more of the directors or, in the case of a person which is not a company, the persons who fulfil the role of directors, however named; or
 - (iii) the right to control 25% or more of the votes cast at a meeting of the members of that person;
- (f) "Board" means Directors of the Society who number not less than the required quorum acting together as a board of Directors;
- (g) "Chairperson" means the Chairperson of the Society elected or appointed pursuant to these Rules;
- (h) "Chief Executive" means the person employed or engaged by the Society to manage the day-to-day operations of the Society (by whatever job title known);
- (i) "Complaint" has the meaning set out in section 38 of the Act;
- (j) "Consultative Group" means a Consultative Group established pursuant to these Rules and includes the Research Consultative Group;
- (k) "Deputy Chairperson" means the Deputy Chairperson of the Society elected or appointed pursuant to these Rules;

- (l) "Director" means a person holding office for the time being as a director of the Society;
- (m) "Dispute" has the meaning set out in section 38 of the Act;
- (n) "Dispute Procedures" means the procedures set out in Schedule Three;
- (o) "Exporter/Marketer" means a person who:
 - (i) sells Apples and Pears grown in New Zealand for resale in New Zealand as whole fresh fruit;
 - (ii) on behalf of another person, sells Apples and Pears grown in New Zealand for resale in New Zealand as whole fresh fruit;
 - (iii) exports Apples and Pears grown in New Zealand as whole fresh fruit,in each case, during the then current Production Season;
- (p) "Financial Year" means the 12 months ending on the balance date of the Society set out in Rule 7;
- (q) "Grower" means a person who is, or will be, primarily responsible to pay a Levy in respect of the then current Production Season or, if at any time a Levy is not in effect, then it means a person who is actively engaged in the business of producing Apples and Pears in New Zealand;
- (r) "Grower Director" means a Director elected by Grower Members pursuant to Rule 9.1(a)(i);
- (s) "Grower Member" has the meaning set out in the Membership Criteria;
- (t) "Interests Register" means the interests register kept by the Society pursuant to section 73 of the Act;
- (u) "Levy" means a levy payable to the Society under any order made pursuant to the Commodity Levies Act 1990 (or any similar payment, by whatever named called);
- (v) "Life Member" means a person designated as such under these Rules;
- (w) "Meeting" means any meeting of the Members of the Society;
- (x) "Member" means a person who is a member of the Society and includes Life Members;
- (y) "Membership Criteria" means the criteria set out in Schedule One;
- (z) "Nominated Representative" means a natural person who has been appointed by a Member which is not a natural person to represent that Member in accordance with these Rules;

- (aa) "Order" means the Commodity Levies (Apples and Pears) Order 2018 and any replacement or substitute levy order made under the Commodity Levies Act 1990 from time to time;
- (bb) "Pack House Operator" means a person who is actively engaged in the business of operating Apples and Pears pack houses or coolstores in New Zealand for the packing of Apples and Pears produced in New Zealand during the then current Production Season;
- (cc) "Post Harvest Member" has the meaning set out in the Membership Criteria;
- (dd) "Postal Ballot" includes a ballot which is conducted by post, by email or by other electronic means (including a web-based voting system);
- (ee) "Production Season" means the 12 months ended on 31 July in each calendar year;
- (ff) "Register of Members" means the register of members kept by the Society pursuant to section 79 of the Act;
- (gg) "Registrar" means the Registrar of Incorporated Societies;
- (hh) "Society" means New Zealand Apples and Pears Incorporated; and
- (ii) "Working Day" means a day when registered banks are customarily open for business in the place where the Society's registered office is located.

1.2 In the interpretation of these Rules:

- (a) A reference to "writing" or "in writing" includes a reference to an electronic communication as that term is used in the Electronic Transactions Act 2002;
- (b) A reference to persons present or voting at a Meeting shall be deemed to include persons present or voting by proxy or by Nominated Representative;
- (c) A reference to "export" or "exporter" shall have the same meaning as in the Customs and Excise Act 2018;
- (d) A reference to a "month" means a calendar month;
- (e) References to the singular shall include the plural and reference to one gender shall include other genders;
- (f) A reference to any legislation, regulation or order includes a modification and re-enactment of that legislation enacted in substitution for, and a regulation, order-in-council and other instrument from time to time issued or made under, that legislation;
- (g) A reference to any regulation, order-in-council and other instrument from time to time issued or made under any legislation includes a modification and re-

enactment enacted in substitution for such regulation, order-in-council and other instrument.

- (h) A reference to these “Rules” is to these rules, including the schedules, as amended from time to time and a reference to a “Rule” shall be interpreted accordingly;
- (i) Headings in these Rules are included for the purpose of ease of reference only and shall not have any effect on construction and interpretation;
- (j) A reference to a person includes a partnership and also a body of persons, whether corporate or unincorporated; and
- (k) A reference to “includes” and “including” shall be by way of inclusion and shall not limit other matters to which no reference is made.

2. NAME AND REGISTERED OFFICE

2.1 The name of the Society shall be New Zealand Apples and Pears Incorporated.

2.2 The registered office of the Society shall be situated at such place as from time to time shall be decided by the Board. Notice of any change of situation of the registered office shall be sent to the Registrar.

3. OBJECTS

3.1 The Society is established for the object of promoting and developing the New Zealand Apples and Pears industry which shall include the following objects and activities:

- (a) To support market access, including crop protection to support and protect market access;
- (b) To support biosecurity, including activities to protect the industry from biosecurity risks and to support response and recovery;
- (c) To undertake advocacy and communications, representing industry views and communicating effectively with all stakeholders;
- (d) To provide extension services, including transfer of technical information;
- (e) To identify, undertake, promote, and invest (directly or indirectly) in research and development;
- (f) To support workforce attraction and development, including education and training, and maintaining viable access to labour mobility schemes;
- (g) To support environment, including understanding and promoting sustainable resource use, and minimising the environmental impact of the industry;

- (h) To promote, whether directly or indirectly and whether by means of ownership, investment or otherwise, the development and commercialisation of new plant varieties and other intellectual property for the benefit of Grower Members;
- (i) To undertake management and administrative services for the Society;
- (j) To have and support the Governance of the Society;
- (k) To undertake any obligations that are required of the Society pursuant to the Commodity Levies Act 1990, the Biosecurity Act 1993, and any other relevant legislation; and
- (l) To undertake project management tasks to enable and support the delivery of the above objects and activities.

3.2 In carrying out its objects the Society shall:

- (a) institute and maintain in place mechanisms to ensure that Members are consulted, are able to participate and are able to have their views fairly represented in each case on a regional and a national basis on issues and matters of concern to them;
- (b) liaise and work with other relevant organisations in New Zealand and overseas;
- (c) consider whether any of its functions could be more advantageously or efficiently carried out by another person; and
- (d) have all the capacity, rights, powers, and privileges set out in the Act, including the power to do all things and make such arrangements whatsoever which are incidental or conducive to the objects of the Society and which, in the opinion of the Board, can advantageously be carried out, performed, done or executed for the benefit of the Society and its Members and for the furtherance of its objects.

4. MEMBERSHIP

4.1 Classes of Members

- (a) There shall be four classes of Members:
 - (i) Members;
 - (ii) Post Harvest Members;
 - (iii) Associate Members; and
 - (iv) Life Members.

- (b) Membership Criteria (other than for Life Members) shall be as set out in Schedule One.
- (c) The Board may recommend to an Annual General Meeting of the Society that a natural person be designated a Life Member of the Society in recognition of special services rendered by the person to the Apples and Pears industry in New Zealand. The approval of 67% of the votes of those entitled to vote and voting on the resolution shall be necessary to designate a Life Member. The Life Member must consent to becoming a Life Member, as required by the Act.

4.2 Conditions of Membership

- (a) A Member shall not (whether by action or omission to act) do any act or thing which is contrary to the best interests of the Society or the Apples and Pears industry or which may bring the Society or the Apples and Pears industry into disrepute.
- (b) The Board may from time to time impose conditions which are consistent with the objects of the Society on persons being or becoming Members or any class or classes of Members and which are applicable to all persons being or becoming Members or any class or classes of Members.

4.3 Application for Membership

- (a) Any person who wishes to become a Member (other than Life Members) must complete the Society's membership registration process or application form applicable to the class or classes of membership for which that person qualifies (which shall include the consent of the applicant to becoming a Member, as required by the Act) and must provide such details and information as the Board may require.
- (b) A person may be granted membership in one or more of the classes of membership at the same time (but will be entitled to vote only in one class).
- (c) A person who applies to become a Grower Member becomes a Grower Member on completion of the Society's membership registration process. Where a person has applied for another class of membership then the Board shall consider that person's application at the next Board meeting. The Board may either accept or decline the application and inform the applicant in writing of the outcome of the application, or adjourn the consideration of the application and call for more information regarding the applicant.
- (d) The Board may not unreasonably decline any application for membership or for any class of membership.
- (e) If the application is declined, the Board must advise the applicant in writing of its reasons for declining the application and the applicant may seek a rehearing in person at the Board meeting following notification that the application has been declined. If the application is declined after the rehearing, no further

application from that applicant will be considered by the Board during that Production Season.

- (f) An applicant for Associate membership or Post Harvest membership shall only become a Member upon receipt by the Board of the relevant membership fee (if any) for such class of membership.

4.4 Change of Membership Status

Any Member may apply for membership in a different or additional class by written notice to the Board. Every such notice shall (unless otherwise stated in the notice) take effect from the time of approval by the Board. Rule 4.3 shall apply to such an application with all necessary modifications.

4.5 Resignation or Removal from Membership

- (a) Any Member may resign from membership by written notice to the Society. Every such notice shall (unless otherwise stated in the notice) take effect from the beginning of the next Production Season.
- (b) A notice in writing from a Member to the Society stating that the Member no longer meets the Membership Criteria relevant to the Member's class of membership shall be deemed to be a notice of resignation from that class of membership.
- (c) If any Member, or any Nominated Representative, principal, trustee, partner or officer of a Member, is convicted of an indictable offence or is adjudged bankrupt or makes a compromise with creditors or if any effective resolution or order of court is passed or made for the winding up or dissolution of any company or other body corporate or unincorporate which is a Member, then that Member shall without release from any prior liability to the Society forthwith cease to be a Member, but the Board may in its discretion, by resolution of the Board, reinstate the Member.
- (d) A Member ceases to be a Member on termination of a Member's membership following a dispute resolution process under the Dispute Procedures.
- (e) The Board may, at any time, end a Member's membership by resolution of the Board if:
 - (i) the Member has failed to pay any Levy or other membership fee when due;
 - (ii) the Member no longer meets the relevant Membership Criteria; or
 - (iii) the Board is satisfied that the Member, or any Nominated Representative, principal, trustee, partner or officer of a Member:

- (A) is in default of any of the Member's obligations under these Rules (including obligations to pay membership fees or to provide information); or
- (B) has acted (whether by action or omission to act) in a manner which is not in the best interests of the Society or the Apples and Pears industry or which may bring the Society or the Apples and Pears industry into disrepute,

PROVIDED THAT the Board shall not end any Member's membership under Rule 4.5(e)(iii) unless the Board has first advised the Member in writing of the fact that it intends to consider ending the Member's membership and the reasons for doing so, and has afforded the Member a reasonable opportunity to be heard.

4.6 Register of Members

- (a) The Society shall keep a Register of Members, in accordance with the Act.
- (b) The Register of Members must contain:
 - (i) the name of each Member;
 - (ii) the Member's membership class;
 - (iii) the last known contact details of each Member;
 - (iv) the date on which each person became a Member;
 - (v) the name of each person who has ceased to be a Member of the Society within the previous 7 years and the date on which each person ceased to be a Member; and
 - (vi) any other information required by the Act.
- (c) A Member shall notify the Society in writing of any changes to the information recorded on the register in relation to that Member.
- (d) The Society must ensure that the Register of Members is updated as soon as practicable after becoming aware of changes to the information recorded on the register.

4.7 Provision of Information

- (a) The Board may from time to time require any Member or class of Members to provide information to the Society concerning any matter which is relevant to the application of these Rules to that Member or class of Members in such form, within such period, and at such time or times as the Board determines.
- (b) A Member shall provide all information in such form, within such period, and at such time or times as the Board requires pursuant to Rule 4.7(a).

- (c) If a Member fails to provide any information to the Society as and when required, then in addition to any other action that it may take under these Rules, the Board may, by written notice to the Member, suspend all, or a part of, that Member's voting rights until such time as the Board is satisfied that the information has been provided.

4.8 Nominated Representative

- (a) A Member which is not a natural person may appoint a natural person as its Nominated Representative to act on its behalf, including to attend, vote and be heard at Meetings, by giving a written notice to the Society which:
 - (i) must be signed by at least 1 director of the Member or, if the Member is not a company, a person holding a position equivalent to that of a director;
 - (ii) must be deposited with the Society:
 - (A) at its registered office; or,
 - (B) in the case of an appointment that is specific to a Meeting or Meetings, in the same manner as a proxy would have to be deposited to be effective at that Meeting or those Meetings; and
 - (iii) may specify that it is valid for a specific Meeting or Meetings, time or purpose in which case the appointment shall be valid in accordance with its terms.
- (b) No Member may have more than 1 Nominated Representative.
- (c) A Member may, at any time by notice in writing to the Society, revoke the appointment of its Nominated Representative.
- (d) If a Member which is not a natural person does not have a current Nominated Representative, then in the absence of actual knowledge to the contrary, the Society may recognise any person who is, or purports to be, a director or officer of the Member or, if the Member is not a company, a person who holds or purports to hold a position equivalent to that of a director of the Member, as the Member's authorised representative to act on its behalf, including to attend, vote and be heard at Meetings.

5. MEMBERSHIP FEES

- 5.1** The Board may from time to time determine the amount (or manner of calculation of the amount) of any annual membership fee payable by any class of Members, and to:
 - (a) determine different amounts for different classes of Member; and
 - (b) provide for a discount for prompt payment.

- 5.2** Upon an application for membership being granted, the Member shall be liable to pay the annual membership fee for the Member's class of membership. The Board may, in its discretion, reduce pro rata the membership fee for a Member joining or changing its class of membership during a membership year.
- 5.3** Where any Member or class of Members pays to the Society a Levy, the Board may deem such payment as constituting payment in full of the relevant membership fee.
- 5.4** If a Member fails to pay any applicable membership fee in full by the due date for payment, the Board may by written notice to the Member, suspend all, or a part of, that Member's voting rights until such time as the membership fee is paid in full.

6. DISPUTES

If a Dispute arises, the Dispute Procedures shall apply.

7. BALANCE DATE

The balance date for the Society shall be 31 March in each year, unless the Board adopts another date from time to time.

8. MEETINGS

8.1 Annual General Meeting

- (a) An Annual General Meeting of the Society shall be held within 6 months of the end of each Financial Year and not later than 15 months after the previous Annual General Meeting at such time and place as the Board from time to time determines.
- (b) The purpose of the Annual General Meeting shall be to:
- (i) receive an Annual Report from the Board,
 - (ii) appoint an auditor for the ensuing Financial Year; and
 - (iii) consider any matters of general business which may be duly submitted to the Meeting.
- (c) The Annual Report shall contain the following matters:
- (i) an annual report on the operations and affairs of the Society during the preceding Financial Year;
 - (ii) audited financial statements of the Society for the preceding Financial Year;
 - (iii) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during the preceding Financial Year

(including a brief summary of the matters, or types of matters, to which those disclosures relate); and

- (iv) a report on each Associated Entity in which the proceeds of any Levy have been invested during the preceding Financial Year which shall include:
 - (A) sufficient information to enable Grower Members to determine how the investment has, or is anticipated to, benefit Grower Members; and
 - (B) the criteria used by the Board in exercising the Society's control (whether directly or indirectly) over the appointment of the directors or, in the case of a person which is not a company, the persons who fulfil the role of directors, however named, of the Associated Entity.
- (d) At least 10 Working Days' notice of every Annual General Meeting shall be given to every Member.
- (e) The notice shall state the business to be transacted at that Meeting, including the full text of any resolution which is proposed to be adopted at that Meeting, and shall include a copy of the Annual Report.

8.2 Special General Meetings

- (a) The Board shall convene a Special General Meeting on a date and at a venue determined by the Board:
 - (i) upon the direction of the Board by simple majority from time to time, for the consideration of such matters as it determines; or
 - (ii) by the Chairperson if 5 or more Directors are prevented from voting on a matter under section 64(1) of the Act and Rule 11.5 of these Rules; or
 - (iii) upon the requisition in writing of at least 15% in number of the Members stating the purpose for which the Meeting is required.
- (b) At least 10 Working Days' notice of every Special General Meeting shall be given to every Member.
- (c) The notice shall state the business to be transacted at that Meeting, including the full text of any resolution which is proposed to be adopted at that meeting.
- (d) No resolution may be passed at a Special General Meeting unless the full text of that resolution was included in the notice of the Meeting or, if the Meeting is adjourned, in a notice which is given to Members of the adjourned meeting and which complies with Rules 8.2 (b) and 8.2(c).

8.3 General Provisions Regarding Notice

- (a) No business other than that stated in the notice convening the Meeting shall be transacted at any Meeting but if a Meeting is adjourned, a new notice which complies with Rules 8.2(b) and 8.2(c) may be given to Members of the matters to be considered at the adjourned meeting.
- (b) The accidental omission to give notice of a Meeting to, or the failure to receive notice of a Meeting by, a Member does not invalidate the proceedings at that Meeting.
- (c) The period applicable to a notice of a Meeting shall be counted from and including the day on which the notice is delivered or deemed to be delivered and shall end on the day before the day of the Meeting.

8.4 Chairperson of Meeting

- (a) The chairperson of a Meeting shall be the Chairperson of the Board, or in the Chairperson's absence, the Deputy Chairperson.
- (b) If the Chairperson and Deputy Chairperson are unavailable, the Board shall appoint one of its number to chair the meeting in their absence.
- (c) The chairperson of a Meeting shall not have a casting vote in the case of an equality of votes.

8.5 Quorum

A quorum for a Meeting is 20 Members present in person, by proxy or by Nominated Representative.

8.6 Proxy

- (a) Any instrument appointing a proxy shall be in writing in the form attached as Schedule 2, or in similar form.
- (b) No proxy is effective in relation to a Meeting unless a copy of the notice of appointment is produced:
 - (i) before the start of the Meeting; or,
 - (ii) if the notice of Meeting so provides, at the registered office of the Society at least 24 hours before the start of the Meeting,
- (c) A proxy for a Member is entitled to attend, vote and be heard at a Meeting as if the proxy were the Member.

8.7 Voting Rights

Grower Members

- (a) On all matters in respect of which a Grower Member is entitled to exercise a vote, a Grower Member shall have:
- (i) 1 vote for each kilogram of Apples and Pears grown by the Member and sold for consumption or for resale in New Zealand as whole fresh fruit; and
 - (ii) 1 vote for each kilogram of Apples and Pears grown by the Member and exported as whole fresh fruit,
- in the most recent full Production Season as determined by the Society in accordance with its records.
- (b) Grower Members shall be entitled to vote on any resolution regarding a Levy and on all other matters.
- (c) No Member other than a Grower Member shall be entitled to vote on a resolution regarding:
- (i) a Levy;
 - (ii) the amendment of these Rules; or
 - (iii) the appointment or removal from office of a Director who has been, or is to be, appointed by Grower Members.

Post Harvest Members

- (d) On all matters in respect of which a Post Harvest Member is entitled to exercise a vote, a Post Harvest Member who is a Pack House Operator shall have: 1 vote for each kilogram of Apples and Pears grown in New Zealand and packed by that Member for:
- (i) sale for consumption or resale as whole fresh fruit in New Zealand; or
 - (ii) export as whole fresh fruit,
- in the most recent full Production Season as determined by the Society in accordance with its records;
- (e) On all matters in respect of which a Post Harvest Member is entitled to exercise a vote, a Post Harvest Member who is an Exporter/Marketer shall have 1 vote for each kilogram of Apples and Pears grown in New Zealand which the Member:
- (i) sold in New Zealand for resale in New Zealand as whole fresh fruit;

- (ii) sold on behalf of another person for resale in New Zealand as whole fresh fruit, or
 - (iii) exported as whole fresh fruit,
- in the most recent full Production Season as determined by the Society in accordance with its records.
- (f) Post Harvest Members shall be entitled to vote on all matters other than a resolution regarding:
 - (i) a Levy;
 - (ii) the amendment of these Rules; and
 - (iii) the appointment or removal from office of a Director who has been, or is to be, appointed by Grower Members.

Associate Members

- (g) An Associate Member shall not have any right to vote on any matter.

Life Members

- (h) A Life Member shall not have any right to vote on any matter, unless the Life Member retains current membership of another class of membership.

Membership in more than one class

- (i) A Member that belongs to more than one class of membership is entitled to vote only in one class, and must elect the class in which it is voting at the time of voting.

8.8 Adjustments by the Board

- (a) The determination by the Society as to the voting rights of any Member shall, in the absence of proof of manifest error, be final and binding **PROVIDED THAT** if the Board is satisfied on reasonable grounds that information contained in the Society's Records is incorrect, or that an error has occurred, the Board may, by written notice to the Member, recalculate that Member's voting rights having regard to the Board's assessment of the correct information.
- (b) If in any Production Season a Grower Member's Apples and Pears production has been materially reduced by an Adverse Event, the Grower Member may apply to the Board to have its voting entitlement varied from an entitlement based on the Member's actual production in that Production Season to an entitlement based upon the Member's last Production Season of full production, according to the records held by the Society. The Board may in its sole discretion, grant the Member's application in whole or in part, or decline

the application, and the Board's determination shall be final and binding on the Member.

8.9 Majority Voting

Unless otherwise provided in these Rules, every resolution of the Society shall be duly made if a simple majority of the valid votes recorded are in favour of the resolution.

8.10 Voting at Meetings

- (a) At any Meeting a resolution put to the vote shall be decided by a show of hands unless a poll is (before, or on, the declaration of the result of the show of hands) demanded by the Chairperson of the Meeting or at least 4 Members.
- (b) Unless a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- (c) If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- (d) A poll demanded on a question of adjournment shall be held forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson directs.

8.11 Postal and Electronic Voting

- (a) Any matter which may be determined at a Meeting may, at the discretion of the Board, be determined by a Postal Ballot of Members.
- (b) If the Board so determines (which determination shall be evidenced by a statement to that effect in the notice of the meeting), Members may cast a Postal Ballot on all or any of the matters to be voted on at a Meeting by sending a written notice of the manner in which the Member's votes are to be cast to a person authorised to receive and count votes cast by Postal Ballot at that meeting. The notice must reach that person before the date and time specified as the date and time by which votes must be returned ("**Closing Date and Time**").
- (c) The notice calling for a Postal Ballot or permitting the casting of votes by Postal Ballot at a Meeting shall be in such form as the Board determines but shall state:
 - (i) that Members are entitled to vote by Postal Ballot;

- (ii) the name and address of the person or persons authorised by the Board to receive and count votes cast by Postal Ballot;
 - (iii) the text of the resolution to be voted on; and
 - (iv) the Closing Date and Time by which votes cast by Postal Ballot must be returned.
- (d) It is the duty of a person authorised to receive and count votes cast by Postal Ballot:
- (i) to collect together all votes cast by Postal Ballot received by the Closing Date and Time;
 - (ii) in relation to each resolution to be voted on, to count the number of votes in favour of, and against, the resolution;
 - (iii) to sign a certificate that he or she has carried out the duties set out in paragraphs (i) and (ii) of this Rule and which sets out the results of the counts required by paragraph (ii) of this Rule; and
 - (iv) to ensure that the certificate required by paragraph (iii) of this Rule is presented to the Chairperson.
- (e) Except as specified in this Rule the Board may determine the manner in which it conducts a postal vote.

8.12 Methods of Holding Meetings

A Meeting must be held by a quorum of Members:

- (a) being assembled together at the time and place appointed for the Meeting;
- (b) participating in the Meeting by means of audio link, audiovisual link, or other electronic communication; or
- (c) by a combination of both of the methods described in paragraphs (a) and (b).

8.13 Minutes

- (a) The Board must ensure that full and accurate minutes are kept of all proceedings at Meetings of the Society.
- (b) Minutes which have been signed correct by the Chairperson of the Meeting are prima facie evidence of the proceedings.

8.14 Other Proceedings

- (a) Unless otherwise provided in these Rules, all Members shall have the right to speak at meetings of the Society.
- (b) Subject to these Rules, a meeting of Members may regulate its own procedure.

9. THE BOARD

9.1 Composition of Board

- (a) The Board shall comprise at least 7 and up to 9 Directors, of whom:
 - (i) 7 Directors shall be elected by Grower Members; and
 - (ii) up to 2 Directors may be appointed by the Board from time to time for such term of office as the Board determines, and any Director so appointed may be removed and replaced by the Board (including during their term of office).
- (b) The persons who are eligible to be elected as a Director under Rule 9.1(a)(i) are natural persons who are, at the time of their election, either a Grower Member or a person who is engaged as an employee of a Grower-owned entity or an associated entity of the Grower and who are not disqualified by subsection (3) of section 47 of the Act from being appointed as a Director; and
- (c) The persons who are eligible for appointment as a Director under Rule 9.1(a)(ii) are natural persons who are not disqualified by subsection (3) of section 47 of the Act from being appointed as a Director.
- (d) No person appointed as a Director under Rule 9.1(a)(ii) may hold office for a consecutive period of 12 years from the date they took office.

9.2 Election of Directors

The election of Directors to be elected by the Members pursuant to Rule 9.1 shall be conducted as follows:

- (a) The Board shall call for nominations for election to the Board from Grower Members at least 2 months before the Annual General Meeting of the Society by written notice to all Grower Members. The notice shall:
 - (i) specify that nominations must be returned to the Board within the time specified in the notice which shall not be less than 21 days after the date of the notice; and
 - (ii) identify the Directors whose term of office is due to end pursuant to paragraph (e) of this Rule;
- (b) A nomination must be signed by the nominee, and by the person making the nomination and the person seconding the nomination both of whom must be Grower Members;
- (c) If the nominations received by the Board from Grower Members do not exceed the number of Directors to be elected in that year, the Board shall then declare those so nominated elected and those nominated shall take office at the conclusion of the next Annual General Meeting;

- (d) If the nominations received from Grower Members exceed the number of Directors to be elected in that year, then the election of Directors shall be determined by a Postal Ballot of Grower Members. The Postal Ballot shall be conducted in accordance with paragraphs (c) to (e) of Rule 8.11 except that a reference to “at a Meeting” shall be deemed to be a reference to “on the election of a Director”. Those Directors elected by Postal Ballot shall take office from the conclusion of the next Annual General Meeting;
- (e) Subject to Rule 9.3, every Director elected by Grower Members pursuant to Rule 9.1 shall hold office until the end of the third Annual General Meeting after they take office; and
- (f) A Grower Director whose term of office is due to expire may offer him or herself for re-election PROVIDED THAT no person shall be eligible for re-election as a Grower Director if, as at the date of the next Annual General Meeting, that person will have served as a Director for a consecutive period of 12 years from the date they took office.

9.3 Vacancy of Office

The office of any Director shall become vacant if the Director:

- (a) dies;
- (b) resigns in writing;
- (c) is absent without leave of the Chairperson from more than 2 successive Board meetings;
- (d) is removed from office at an Annual or Special General Meeting by a resolution of Growers (but only if the notice of meeting stated that one of the matters to be considered at the Meeting was the removal of the Director);
- (e) was appointed by the Board pursuant to Rule 9.1(a)(ii) and is removed from office by the Board or has held office for a consecutive period of 12 years from the date they took office; or
- (f) ceases to be eligible for appointment as a Director pursuant to Rule 9.1(b) or Rule 9.1(c).

9.4 Filling of Vacancy

If a vacancy arises on the Board, the Board may either:

- (a) conduct an election process under Rule 9.2 (with such modifications as the Board considers necessary); or
- (b) appoint such person as it thinks fit to fill the vacancy.

Every person so elected or appointed shall hold office for the unexpired portion of the term of office of the Director in whose place they have been elected or appointed, but shall be eligible for re-election.

9.5 Duties of Directors

- (a) In exercising powers or performing duties as a Director, each Director shall:
 - (i) act in good faith and in what the Director believes to be the best interests of the Society;
 - (ii) exercise a power as a Director for a proper purpose;
 - (iii) not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules;
 - (iv) exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account:
 - (A) the nature of the Society;
 - (B) the nature of the decision; and
 - (C) the position of the Director and the nature of the responsibilities undertaken by him or her.
- (b) A Director must not:
 - (i) agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors;
 - (ii) cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society's creditors; or
 - (iii) agree to the Society incurring an obligation unless the Director believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

9.6 Indemnities and Insurance

- (a) The Society may, in accordance with subpart 6 of the Act, indemnify a Director, officer, a Member, or an employee of the Society for:
 - (i) liability to any person other than the Society for any act or omission in their capacity as a Director, officer, a Member, or an employee of that Society (not being a liability specified in paragraph (b));

- (ii) subject to paragraph (c), costs incurred by the Director, officer, Member, or employee in defending or settling any claim or proceeding relating to that liability.
- (b) The liabilities for which the Society may not indemnify a Director, officer, a Member, or an employee of the Society are:
 - (i) criminal liability; and
 - (ii) a liability that arises out of a failure to act in good faith and in what the Director, officer, Member, or employee believes to be the best interests of the Society when acting in their capacity as a Director, officer, a Member, or an employee of the Society.
- (c) The Society may indemnify a Director, officer, a Member, or an employee of the Society for any costs incurred by them in defending or settling a proceeding that relates to liability of a kind referred to in paragraph (a)(i) if:
 - (i) judgment is given in their favour or if they are acquitted; or
 - (ii) the proceeding is discontinued.
- (d) The Society may, with the prior approval of the Board, effect insurance for a Director, officer, a Member, or an employee of the Society in respect of:
 - (i) liability (other than criminal liability) of a kind referred to in section 94 of the Act; or
 - (ii) costs incurred by the Director, officer, Member, or employee in defending or settling any claim or proceeding relating to that liability; or
 - (iii) costs incurred by the Director, officer, Member, or employee in defending any criminal proceedings:
 - (A) that have been brought against the Director, officer, Member, or employee in relation to any alleged act or omission in their capacity as a Director, officer, Member, or employee; and
 - (B) in which they are acquitted.
- (e) The Directors who vote in favour of authorising the insurance under paragraph (d) must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Society.
- (f) For the purposes of section 98 of the Act, the Society is expressly authorised to indemnify a Director or officer, or to effect insurance for a Director or officer, for the following matters:
 - (i) liability (other than criminal liability) for a failure to comply with:
 - (A) a duty under sections 54 to 61 of the Act (officers' duties); or

- (B) any other duty imposed on the Director or officer in their capacity as an officer; and
- (ii) costs incurred by the Director or officer for any claim or proceeding relating to that liability.

9.7 Research Consultative Group

- (a) The Board shall establish a Research Consultative Group, for the purpose of providing advice to the Board on all matters relating to research activities.
- (b) The membership of the Research Consultative Group shall be determined by the Board **PROVIDED THAT:**
 - (i) all of the members of the Research Consultative Group shall be persons who have an understanding of research issues; and
 - (ii) at least half of the members of the Research Consultative Group shall be persons who are Grower Members or Nominated Representatives of Grower Members.
- (c) The proceedings of the Consultative Group shall be governed by such rules as the Board may determine from time to time including as to the timing and content of reports to the Board.

9.8 Other Consultative Groups

- (a) The Board may establish and disestablish such Consultative Groups, with such areas of interest and terms of reference, as it thinks fit.
- (b) The membership of any Consultative Group may consist of only Directors, a mix of Directors and others or only persons other than Directors and may be chosen on a regional basis if the Board so determines.
- (c) The proceedings of a Consultative Group shall be governed by such rules as the Board may determine from time to time including as to the timing and content of reports to the Board.

9.9 Regional Liaison

The Board shall take such steps as it considers are reasonable to establish communication and consultation both:

- (a) between the Society and Members within the different regions; and
- (b) among the Members within the different regions,

so that the Society will be aware of regional issues and be able to assist in facilitating measures to deal with such issues on a regional basis.

10. MEETINGS OF THE BOARD

10.1 Chairperson and Deputy Chairperson

- (a) The Board shall elect one of their number as Chairperson of the Board.
- (b) The Board may elect one of their number as Deputy Chairperson of the Board.
- (c) The Director elected as Chairperson holds that office until they die or resign or the Directors elect a Chairperson in their place.
- (d) The Director elected as Deputy Chairperson holds that office until they die or resign or the Directors elect a Deputy Chairperson in their place.

10.2 Convening Meetings

Meetings of the Board may be convened by written notice to all of the Directors at such times and places as the Chairperson or the Board from time to time determines. At least 6 meetings of the Board shall be convened each calendar year.

10.3 Quorum

The quorum for a meeting of the Board shall be 5 Directors.

10.4 Voting

Each Director shall have one vote on any resolution at a Board meeting.

10.5 Notice

Not less than 5 days written notice of a meeting of the Board must be sent to every Director, and the notice must include the date, time, and place of the meeting and the matters to be discussed. An irregularity in the notice of a meeting is waived if all directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all directors entitled to receive notice of the meeting agree to the waiver.

10.6 Manner of Holding Board Meetings:

- (a) A Meeting must be held by a quorum of Directors:
 - (i) being assembled together at the time and place appointed for the meeting;
 - (ii) participating in the meeting by means of audio link, audiovisual link, or other electronic communication; or
 - (iii) by a combination of both of the methods described in paragraphs (a) and (b).

10.7 Written Resolution: A resolution in writing signed or assented to by a majority of the Directors entitled to receive notice of a Board meeting shall be valid and effectual

as if it had been passed at a Board meeting duly convened and held. Any such resolution may consist of several documents (including email or other forms of electronic communication) in like form, each signed or assented to by one or more Directors. A copy of any such resolution must be entered in the records of Board proceedings.

10.8 Other Proceedings: Except as provided in this Rule 10, the Board may regulate its own procedure.

11. CONFLICTS OF INTEREST

11.1 Where a Director is interested (as defined in the Act) in a matter relating to the Society, the Director must, as soon as practicable after the Director becomes aware that they are interested in the matter, disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Board; and
- (b) in the Interests Register kept by the Society.

11.2 A Director who has a conflict of interest:

- (a) must not vote or take part in a decision of the Board relating to the matter and may not be present at the time of the decision of the Board, unless the matter relates to an Adverse Event and Rule 11.5 applies; but
- (b) may sign any document relating to the entry into a transaction or the initiation of the matter; and
- (c) may take part in any discussion of the Board relating to the matter (unless the Board decides otherwise).

11.3 A Director who is prevented from voting on a matter under the Act and these Rules may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

11.4 Paragraphs (a) and (b) of Rule 11.2 do not apply to a Director if all Directors who are not interested in the matter consent to the Director so acting.

11.5 If 5 or more of the Directors are prevented from voting on the matter under Rule 11.2(a):

- (a) and the matter relates to an Adverse Event and, in the opinion of the non-conflicted Directors, requires a decision to be made by the Board, then the Board may consider and determine the matter and all Directors shall be entitled to vote notwithstanding any conflict of interest; and

- (b) in any other case, either a Special General Meeting of the Society must be called to consider and determine the matter or the matter must be put to the next Annual General Meeting for determination.

11.6 Section 64(3) of the Act is hereby negated.

11.7 No Member of the Society or any person associated with a Member shall participate or materially influence any decision made by the Society, in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

12. MANAGEMENT

12.1 Subject to Rule 12.2, the business and affairs of the Society must be managed by or under the direction or supervision of the Board.

12.2 The Board has, and may exercise, all the powers necessary for managing, directing and supervising the management of the business and affairs of the Society except to the extent that these Rules expressly require those powers to be exercised by the Members or any other person.

12.3 The Board may delegate to a committee of Directors, a Director, or an employee of the Society or any other person any one or more of its powers, other than this power of delegation.

12.4 To the extent that the Board delegates a power, the Board is responsible for the exercise of the power by the delegate as if the power had been exercised by the Board, unless the Board:

- (a) believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on Directors of the Society by these Rules; and
- (b) has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

13. RECORDS

13.1 The Board shall ensure that:

- (a) a record is kept of all proceedings of the Society and the Board;
- (b) the Register of Members and Interests Register required by the Act are kept;
- (c) a correct record is kept of all monies due to the Society, or all payments made by the Society; and

- (d) all correspondence, records and reports connected with the Society are kept for a reasonable period.

14. AUDITOR

14.1 The auditor shall be a qualified auditor who is not a Member.

14.2 The auditor shall audit the financial statements of the Society.

15. METHOD OF CONTRACTING

15.1 Unless expressly required by law, a contract or other enforceable obligation may be entered into by the Society as follows:

- (a) An obligation which, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Society in writing signed under the name of the Society by:
 - (i) 2 or more Directors; or
 - (ii) a Director, whose signature must be witnessed; or
 - (iii) 1 or more attorneys appointed by the Society;
- (b) An obligation which, if entered into by a natural person, is, by law, required to be in writing, may be entered into on behalf of the Society in writing by a person acting under the Society's express or implied authority; and
- (c) An obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Society in writing or orally by a person acting under the Society's express or implied authority.

16. SOCIETY FUNDS

16.1 All monies received by or on behalf of the Society shall forthwith be paid to the credit of the Society in a bank account nominated by the Board and all payments and withdrawals drawn on the account shall be signed by any one or more persons appointed for that purpose by the Board.

16.2 The Society may from time to time invest and reinvest the whole or any part of its funds not required for the immediate business of the Society. The Board in exercising their powers pursuant to this Rule shall exercise the care, diligence, and skill that a prudent person of business would exercise in managing the affairs of others.

16.3 None of the income and property of the Society shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits to Members of the Society.

17. BORROWING

The Society may in addition to the other powers vested in it 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 security and upon such terms as to priority and otherwise as the Society thinks fit.

18. WINDING UP

18.1 The Society may be wound up voluntarily, by the Members resolving either to have the Society removed from the Register or to appoint a liquidator, in each case in accordance with Part 5 of the Act.

18.2 If the Society is wound up, any surplus assets after payment of the Society's liabilities and the expenses of the winding-up shall be distributed to such one or more not-for-profit entities for purposes which are of a kind or nature similar to, or substantially similar to, those of the Society as determined by the Members in the resolution to remove the Society from the Register or to appoint a liquidator (as the case may be) or, in any other case, by the Board.

18.3 For the avoidance of doubt, no part of any surplus assets may be paid to or distributed amongst the Members or other owners of the Society.

19. AMENDMENT OF RULES

19.1 With the exception of this Rule, these Rules may be amended by a resolution passed by at least 75% of the votes of Grower Members entitled to vote and voting at a Meeting of which 10 Working Days' notice has been given. No alteration shall be made to these Rules if it would enable the income or other funds of the Society to be used for or be available for the private pecuniary profit of any Member or in any other way would affect the charitable or non-profit status of the Society.

19.2 Every notice given in terms of Rule 19.1 shall set out the wording and purpose of the proposed amendment to these Rules.

19.3 Duplicate copies of every amendment to these Rules shall forthwith be delivered to the Registrar in accordance with the Act.

19.4 The Society may from time to time make, amend or rescind regulations or by-laws not inconsistent with these Rules governing the affairs of the Society and the procedures at its Meetings.

19.5 The decision of the Board on the interpretation of these Rules or any matter or thing not contained in these Rules and which pertains to the Society shall be conclusive and binding on all Members unless revoked at a Meeting.

20. CONTACT PERSON

For the purposes of the Act, the contact person of the Society shall be the Chief Executive.

21. NOTICES

21.1 Any notice required or permitted to be given under these Rules shall be validly given if sent to the last known address of the person as shown in the records of the Society and shall be deemed to have been delivered:

- (a) if delivered by hand, on delivery;
- (b) if given by post, on the fifth Working Day after posting;
- (c) if by delivery, then upon delivery; and
- (d) if by email, then on the first Working Day following the day on which the email is sent.

21.2 The Board may, in its discretion, make and amend such further provisions relating to the receipt and delivery of notices as it considers appropriate.

SCHEDULE ONE
ELIGIBILITY FOR MEMBERSHIP

(1) Grower Members

Persons who are Growers.

(2) Associate Members

Persons associated with the Apples and Pears industry during the then current Production Season including nurserymen, spray companies and consultants, but excluding Grower Members and Post Harvest Members.

(3) Post Harvest Members

Persons who are Pack House Operators, Exporter/Marketers or both.

SCHEDULE TWO

Form of Proxy

NEW ZEALAND APPLES AND PEARS INCORPORATED (“the Society”)

I/We _____
being a Member/Members of the Society hereby appoint _____
or in that person’s absence, _____, as my/our proxy
to vote for me/us on my/our behalf at the general meeting of the Society to be held
on the ___ day of _____ 20___, and at any adjournment thereof.

My/our voting Entitlement pursuant to the Rules of the Society is
_____ votes.

This form is to be used as follows [insert resolution numbers and whether for or
against]

Resolution No. [] For/Against*

Resolution No. [] For/Against*

Resolution No. [] For/Against*

Resolution No. [] For/Against*

[*Delete One]

Unless otherwise instructed the proxy will vote as they think fit.

SIGNED this ___ day of _____ 20___,

Signature of Member/Members:

SCHEDULE THREE

Dispute Procedures

1 Overview of this schedule

This Schedule sets out the procedures to be followed relating to Disputes (as defined in section 38 of the Act).

2 How Complaint is made

2.1 A Member or a Director may make a Complaint by giving to the Board (or a complaints subcommittee, if the Board has established one) a notice in writing that:

- (a) states that the Member or Director is starting a procedure for resolving a Dispute in accordance with these Rules; and
- (b) sets out the allegation to which the Dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the Society.

2.2 The Society may make a Complaint involving an allegation against a Member or a Director following a resolution of the Board to do so by giving to the Member or Director a notice in writing that:

- (a) states that the Society is starting a procedure for resolving a Dispute in accordance with these Rules; and
- (b) sets out the allegation to which the Dispute relates.

2.3 The information given under clause 2.1(b) or clause 2.2(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

3 Person who makes Complaint has right to be heard

3.1 A Member or a Director who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.

3.2 If the Society makes a Complaint:

- (a) the Society has a right to be heard before the Complaint is resolved or any outcome is determined; and
- (b) a Director may exercise that right on behalf of the Society.

3.3 Without limiting the manner in which the Member, Director, or Society may be given the right to be heard, they must be taken to have been given the right if:

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Director's, or Society's written statement or submissions (if any) are considered by the decision maker.

4 Person who is subject of Complaint has right to be heard

- 4.1 This clause applies if a Complaint involves an allegation that a Member, a Director, or the Society (the **respondent**)—
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under these Rules or bylaws or the Act; or
 - (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 4.2 The respondent has a right to be heard before the Complaint is resolved or any outcome is determined.
- 4.3 If the respondent is the Society, a Director may exercise the right on behalf of the Society.
- 4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

5 Investigating and determining Dispute

- 5.1 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint made in accordance with these Rules, ensure that the Dispute is investigated and determined under these Rules.
- 5.2 Disputes must be dealt with under these Rules in a fair, efficient, and effective manner.

6 The Society may decide not to proceed further with a Complaint

- 6.1 Despite clause 5, the Society may decide not to proceed further with a Complaint if:
- (a) the Complaint is trivial; or

- (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a Member or a Director has engaged in material misconduct;
 - (ii) that a member, a Director, or the Society has materially breached, or is likely to materially breach, a duty under these Rules or bylaws, the Act or any other relevant legislation; or
 - (iii) that a Member's rights or interests or Members' rights or interests generally have been materially damaged; or
- (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under these Rules; or
- (e) there has been an undue delay in making the Complaint.

7 The Society may refer matter

7.1 The Society may refer a Complaint to:

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

7.2 The Society may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8 Decision makers

A person may not act as a decision maker in relation to a Complaint if 2 or more Directors or (if there is a complaints subcommittee) 2 or more members of the complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

9 Time periods and other matters

Except as set out in this Schedule 3, the Board, or any complaints subcommittee, shall determine the timetable to be followed in any investigation, including the dates by which any submissions are due, any hearings will be held and any determination will be made.