

Rules & regulations

Name

1. The name of the society is **Restaurant Association of New Zealand Incorporated [Association]**.

Registered Office

2. The registered office of the Restaurant Association of New Zealand shall be 45 Normanby Road, Mt Eden, Auckland or such other place the board may determine from time to time.

Objects for which the Association is established

3. To promote the interests in all respects of providers of hospitality and foodservices.
4. To provide and promote education, information and publications relating to the provision of hospitality and foodservices.
5. To promote the training and development of employees and potential employees in the industry.
6. To promote excellence in the hospitality and foodservices industry.
7. To create and deliver industry programmes aimed to raise the standards of the industry.
8. To promote trade shows and other promotions such as awards in relation to the provision of hospitality and foodservices.
9. To make representations to and promote the industry's interests to the Government, local authorities and the public.
10. To take part in and be involved in employment relations including bargaining for Fair Pay Agreements on behalf of Restaurant Association members and non-member employers (the industry).
11. To promote entertainment and liquor services and any other services which may be provided in conjunction with hospitality and foodservices.
12. To negotiate and deal with all government departments and local authorities in relation to the provision of hospitality and foodservices.
13. To employ such persons as the Executive thinks fit for carrying out the objects of the Association.
 - (a) To do all of the foregoing in relation to all inputs into the provision of hospitality and foodservices.
14. To form joint buying groups for the purchase of inputs into the hospitality and foodservices industry.
15. To purchase, take on, lease, or in exchange on hire or otherwise acquire any real or personal property and any rights or privileges which the Association shall think necessarily expedient for the purpose of promoting the interest of the Association.
16. To communicate with business and other organisations and promote and promulgate measures for the protection and advancement of the trade and the members of the Association.
17. To do all things as are incidental or conducive to the attainment of the above objects.

Membership and classes of member

18. The Ordinary members of the Society shall consist of any person or body corporate being the provider of hospitality and foodservices.
 - (a) Associate members are persons associated with the provision of hospitality and foodservices goods and services.
 - (b) Honorary Life Members are persons who have been elected as such at Annual or Special Meetings of the Society.
 - (c) The National Committee may from time to time pass by-laws governing entry requirements of members.

Election of members

19. Every prospective member shall make application on the form prescribed by the Association and shall be deemed to be accepted for membership and admitted as a member upon payment of the appropriate entrance fee (if any), annual subscription, contribution (if any) and further subscriptions or levies (if any).
20. An application to join the Association is deemed to be a declaration by the applicant that the applicant agrees to abide by the rules and regulation of the Association. Every member shall supply the information required on the application form.
21. Applications may be rejected by the Association, which it may but is not obligated to give reasons for.

Membership registration

22. The Association shall keep a register of members recording the following particulars:
 - (a) The full name of the member
 - (b) The class of membership
 - (c) The Branch or area in which the member resides
 - (d) Members email
 - (e) Business email
 - (f) Postal Address
 - (g) The date of joining
 - (h) Any other particular information the Association deems appropriate to ensure members are served well.
 - (i) The register will be kept in accordance with the Privacy Act. However, members do give their consent for the Association to pass on their contact details to recognized partners of the Association.

Financial year

23. The financial year of the Society shall begin on the 1st January and end on the 31st December in every year or such dates as may be fixed by the National Committee.

Annual subscriptions

24. Every member (except an Honorary Member) shall pay on or before the expiry of three months after the beginning of the financial year
- (a) An annual subscription of an amount as shall from time to time be fixed by resolution of the Society in a General Meeting.
 - (b) The Society may fix the annual subscription at a different amount for any separate class of members as it sees fit.
 - (c) New members shall upon joining the Society pay an annual subscription then pertaining from the date of joining up for the subsequent 12 month period. This may be paid in advance annually, or by monthly payment, or other payment frequency, as is agreed from time to time.
 - (d) Each branch of the Society may also fix a subscription payable by members to the branch, such fee to be in addition to the national subscriptions referred to above.

Entrance fees

25. Every new member of the Association shall on application pay to the Society an entrance fee of an amount which may be fixed from time to time by resolution of the Society in a General Meeting.

Contributions

26. Subject to the provisions of clauses 29 and 30 hereof (relating to the resignation or bankruptcy of a member and re-election of the member or the member's nominee to the society) every new member shall forthwith, if required by the Society in a General Meeting, pay to the Society by way of contribution to its funds a sum equal to that which every member would have received out of the surplus assets of the Society in the event of a winding-up immediately prior to the confirmation of the new member for which purpose the balance sheet of the Society adopted by the Society immediately prior to such confirmation shall be conclusive both to the identity and also as to the value of such assets.

Further subscriptions or levies

27. Every member (except an Honorary Member) shall in addition to all other monies payable forthwith pay to the Society all and every sum or sums of money or further subscriptions or levies (if any) not exceeding in any one case the amount of the members' annual subscription for the current year which shall at any time and from time to time by resolution in a General Meeting be levied by the Society and which the Society shall consider necessary or expedient for the propose of furthering the interest of the Society and its members.

Penalties

28. The Society may impose upon any member whose entrance fee of subscription is in arrears and unpaid for the space of one calendar month from the due date thereof, a fine not exceeding ten percent of the amount of such arrears.

Resignation of members

29. Any member may resign from membership by giving to the Association notice in writing to that effect and every such notice shall unless otherwise expressed take effect as from the end of the current year.

Bankruptcy of members

30. If any member shall be convicted of an indictable offence or be judged a bankrupt or make a composition with the member's creditors or of any effective resolution or order of court be passed or made for the winding up or dissolution of any company or other body corporate which shall be a member then such member shall without being released from any antecedent liability to the Society forthwith cease to be a member but the Society may in its discretion reinstate the member without payment of entrance fee or contribution as a new member.

Expulsion of members

31. The Association may at any time by email invite any member within a specified time to retire for breach of these rules. The member whose expulsion is under consideration shall be allowed to offer an explanation verbally and/or in writing and the elected Management Committee shall make a decision on whether the member is able to continue as a member with the Association.

Payment to members

32. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation 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 paid shall be reasonable and relative to that which would be paid in an arms length transaction (being at open market value). The provisions and efforts of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

Alteration of rules

33. These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a majority vote of the National Committee and also, by a proxy in writing at a General Meeting of which fourteen days notice has been given.
- (a) Every such notice shall set forth the purport of the proposed alteration, addition, rescission, or other amendment.
- (b) Duplicate copies of every such alteration, addition, rescission, or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.

- (c) No addition to or alteration or recession of the rules shall be approved if it affects the payments to members or the winding up clauses.

Annual general meeting

34. The Annual General Meeting shall be held in each calendar year on such a date, time and place as shall be fixed by the National President and Chief Executive or in the event of their default absence or inability by the National Committee for the following purposes:
- (a) To receive from the Chief Executive a report balance sheet and statement of accounts for the preceding year and an estimate of the receipts and expenditure for the current year.
 - (b) To fix the amounts payable by way of annual subscriptions, entrance fees, contributions, further subscriptions or levies and the proportion of the annual subscription to be paid to the Society.
 - (c) To fill the vacancies in the National Committee and to appoint an auditor for the ensuing year.
 - (d) To decide on any resolution which may be duly submitted to the meeting.

Special general meeting

35. The National President and Chief Executive or, in their absence or inability, any other two members of the National Committee, may at any time for any special purpose call a Special General Meeting and they shall do so forthwith upon the requisition in writing of any ten members stating the purposes for which the meeting is required.

Ordinary general meetings

36. Ordinary General Meetings may be held from time to time at such times and places as the National President and Chief Executive direct or, in their absence or inability, at such times and places as any other two members of the National Committee shall direct for the purposes of transacting the business of the Society and deciding upon such resolutions as shall be duly submitted to the meeting.

Notice of meetings and business

37. Fourteen days before the Annual General Meeting and Special General Meeting or any other General Meeting a notice thereof and of the business to be transacted thereat together with a copy of the auditor report and balance sheet in the case of the Annual General Meeting shall be sent to every member and no business other than that of what has been so given shall be brought forward at such meeting.

Service of notice

38. Every notice required to be given to members shall be deemed to have been duly delivered if emailed to them at their last known email.

Role of president in meetings

39. At all General Meetings the National President and, in his absence, any other duly elected President shall take the chair and every member shall be entitled on every motion to one vote exercised in person or by proxy in writing and in the case of any equality of votes the President shall have a casting as well as a deliberative vote. Voting shall normally be by show of hands or voices as the President may decide. Associate and Honorary members shall not be entitled to vote at any General Meeting.

Quorum

40. At all General Meetings five members shall constitute a quorum.

National committee

41. The National Committee shall consist of:
- (a) The National President and two Vice-Presidents
 - (b) The President of every branch having a membership of not less than ten financial members.
42. At the first Annual General Meeting of the Society following the adoption of these rules and at every Annual General Meeting held thereafter the Association shall elect the said National President and two Vice Presidents in accordance herewith who shall hold office until retirement or removal from office or election of successors to office. In addition, an auditor shall be similarly appointed.

Vacancies on national committee

43. The National Committee shall have power to appoint a member to fill any casual vacancy on the National Committee until the next Annual General Meeting and any member so appointed shall retire at the next Annual General Meeting together with the rest of the National Committee, save and except the Branch Presidents. All or any of the retiring National Committee members shall be eligible for re-election.

Duties of national committee

44. It shall be the duty of the National Committee generally to conduct the affairs of the Association to keep usual and proper books of account properly posted up and other records of the business of the Society and to notify members of intended meetings and the business to be transacted thereat and to prepare balance-sheet and statement of account for the preceding year. Meetings of the National Committee may be convened by circular letter, or email, at such times and places as the National President and Chief Executive shall direct or in the case of their absence, inability, or refusal to act at such times and places as any two committee members shall direct and there shall be a quorum.

Common seal

45. The common seal of the Society shall be that adopted by the National Committee and the Secretary shall be responsible for the safe custody and control thereof.

Use of common seal

46. Whenever the common seal of the Society is required to be affixed to any deed, document, or other writing instrument the seal shall be affixed pursuant to a resolution of the National Committee or of the Society by the National President and any one other member of the National Committee thereby authorised to affix the seal (and the persons so affixing the seal shall at the same time sign the document to which the seal is so affixed).

Control and use of funds

47. All monies received by or on behalf of the Association shall forthwith be paid to the credit of the Association in an account with the Westpac Banking Corporation, Mid-City, Auckland Branch or other bank from time to time to be fixed by the Association and all transactions shall be conducted in accordance with the Associations Finance Policy.

Investment of funds

48. The Society may from time to time invest and reinvest in such trustee securities as it shall think fit, the whole or any part of its funds which shall not be required for the immediate business of the Society.

Borrowing powers

49. The Society shall in addition to the other powers vested in it have a 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 and otherwise as the Society shall think fit but the powers of borrowing or raising money shall not be exercised except pursuant of the Society passed in a General Meeting.

Winding up and disposition of surplus assets

50. The Society may be wound up by vote of three quarters of the members.
- (a) If upon the winding up or dissolution of the organisation there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among members of the organisation but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the first organisation, or for some other charitable purpose, within New Zealand.

Regulations

51. The Society may from time to time by resolution in a General Meeting make, amend or rescind regulations not inconsistent with these rules governing procedure at its meetings and publication (if any) of reports thereof and of business of the Society in the press.

Waiver

52. No office holder or employee of the Association shall, in the absence of malice or willful intent, be liable to the Association for errors of judgment in carrying out responsibilities on behalf of the Association.

Chief Executive

53. The board shall appoint and employ a Chief Executive. The duties of the executive will include the following:
- (a) Ensure the smooth running of the Association
 - (b) Employ staff members and manage the team at the Association
 - (c) Ensure the financial interests of the Association
 - (d) Other duties as set by the Management Committee.
54. The Chief Executive is to comply with such lawful instructions and general policy as shall from time to time be given by the Board.
55. Nothing in this rule shall preclude the Chief Executive from engaging other staff or outside professional services in the performance of the above duties.
56. The Chief Executive will be responsible to the National President/ Chairperson in the first instance for their performance and shall have their performance reviewed by a selected management (subcommittee).
57. The subcommittee shall also determine the remuneration of the Chief Executive. The board shall fix the KPIs and desired outcomes of the Chief Executive, in consultation with them annually.

Branches

58. Any Association of persons who are eligible under this constitution to become members of this Society and which have aims or objects the same as or similar to those of this Society may become a Branch of this Society, subject to the following conditions:
- (a) Its membership must include not less than ten financial members of this Society or such lesser number as may be agreed to by the National Committee.
 - (b) All members of the Branch shall be financial members of the National Society.
 - (c) The duties of the Branch shall be to support the local hospitality industry on local issues. These Branches will feed information to the head office to ensure the Association is aware of local challenges and can create responses to local issues.
 - (d) The local President can represent the Association on local issues in consultation with the head office.

Interpretation

59. In these rules except where a different intention appears:
- (a) "Act" means the Incorporated Societies Act 2022
 - (b) "Branch" means any association of members which is affiliated to the Society
 - (c) "Branch Committee, Branch President and Branch Secretary" mean respectively the Committee, President and Secretary of any branch of the Society

- (d) "President, Secretary, Vice-President and National Committee" mean respectively the President, Chief Executive, Vice-President and National Committee of the Society
- (e) "Meeting" means a meeting of the Society
- (f) "Member" includes Associate, Affiliated and Honorary members of the Society
- (g) "Society" means the Restaurant Association of New Zealand incorporated under these rules
- (h) "Management Committee" means a subgroup from the National Committee made up of the National President, and two Vice Presidents who are responsible for and oversee the management of the Chief Executive Officer.
- (i) "Subsidiary company" means a subsidiary as defined by section 158 of The Companies Act 1955.

Code of Conduct for members

60. Each member agrees to the following code of conduct:

- (a) Maintain high standards and fair practices in all business transactions.
- (b) Comply with all relevant legislation and regulation.
- (c) Serve all customers in a fair, courteous, honest and prompt manner.
- (d) Not discriminate against customers on the grounds of sex, marital status, religious beliefs, ethical beliefs, race, disability, employment status or sexual orientation.
- (e) Be a good employer, observe all laws. Provide proper training and instruction, adequate Health and Safety, equipment and facilities.
- (f) Keep proper books of accounts, in line with accepted standards and guidelines.
- (g) Be environmentally responsible.
- (h) Keep and maintain premises in a clean, tidy and hygienic manner in line with Health and safety standards and food safety guidelines.
- (i) Price goods and services fairly.
- (j) Advertise fairly, so as not to mislead, and in line with advertising and fair trading legislation.

CERTIFICATE OF INCORPORATION of

RESTAURANT ASSOCIATION OF NEW ZEALAND
INCORPORATED
(AK/224301)

This is to certify that FOODSERVICE ASSOCIATION OF NEW ZEALAND INCORPORATED was incorporated under the Incorporated Societies Act 1908 on the 16th day of September 1975 and changed its name to RESTAURANT ASSOCIATION OF NEW ZEALAND INCORPORATED on the 24th day of December 1998.



Neville Harris
Registrar of Incorporated Societies 25 January 1999



Signatures:

CEO: Marisa Bidois:



Members:

National President: Mike Egan :



Vice President: Steve Logan:


