RULES OF THE

POULTRY INDUSTRY ASSOCIATION

OF NEW ZEALAND (INCORPORATED)

These rules rescind all previous rules of the Poultry Industry Association of New Zealand (Incorporated)

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1. NAME OF ASSOCIATION

1.1 The Association shall be known as "**Poultry Industry Association of New Zealand (Incorporated)**".

2. OFFICES

2.1 The head office of the Association shall be at such place as the Association in general meeting may from time to time determine.

3. OBJECTS

3.1 The objects for which the Association is established are:

(a) To promote the development of the agriculture resources of New Zealand.

(b) To promote and protect the interests of the Industry.

(c) To extend Associate Membership of the Association to organisations concerned in the Industry which would otherwise not qualify for or be willing to meet the requirements for membership.

(d) To conduct or support, or procure the conduct or support of, research with regard to such matters relating to or concerning the Industry and the technical development thereof as are in the opinion of the Executive Members desirable and for this purpose promote, procure, or undertake the technical training of any person in all, or any, aspects of the Industry.

(e) To raise funds by means of subscriptions of Members and levies on Members and otherwise, for all or any of the purposes of the Association in such amounts and in such manner as is provided for in these rules.

(f) To collect and circulate technical information and statistics and all other information relating to the Industry which is or may be of assistance to Members and to issue such publications as may be necessary.

(g) To secure full and proper representation on or before boards, committees, and commissions constituted under any acts or regulations of the Government of New Zealand.

(h) To approach from time to time the legislature of New Zealand with a view to promoting, supporting, opposing or amending, legislative or other measures affecting the industry such as processing regulations, C.E.R. Agreement amendments, export incentives, funding of research and industry statistical needs or for the purpose aforesaid to petition the legislature of New Zealand and to take all such other steps or proceedings as may be expedient in that behalf.

(i) To originate and promote improvements in the law of New Zealand and to support or oppose alterations therein and to effect improvements in administration affecting the Industry.

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(j) To endeavour to secure by conference or otherwise uniformity in the laws and customs relating to the Industry and in export incentives, taxation, transport, banking and insurance so far as the same affects the Industry.

(k) To undertake generic promotion of poultry meat.

(l) To secure the aid of public opinion to influence Government policy in the development, advancement, and popularising of enterprises engaged in or incidental to the Industry.

(m) To amalgamate or co-operate with any institutions, societies or associations having objects altogether, or in part, similar to those of the Association.

(n) To establish and maintain relations with bodies having similar objects in other countries in the world.

(o) To purchase, take on, lease or licence, or hire, or otherwise acquire, real or personal property of any kind in furtherance of the objects of the Association, and to sell, exchange or otherwise dispose of any real or personal property on such terms as may be considered expedient.

(p) To erect, construct, remove, rebuild, alter, repair, improve and maintain any buildings necessary or convenient for the purpose of the Association.

(q) To let any part or parts of any land or buildings in such manner as may be deemed expedient.

(r) To borrow or raise money from the Members or otherwise for the purpose of the Association and for securing repayment thereof to create, execute and issue mortgages, bonds, debentures, debenture stock, with or without charge upon all or any of the property of the Association.

(s) To invest the moneys of the Association upon such securities or otherwise in such a manner as may from time to time be determined by the Association.

(t) To transfer all or any property of the Association to any institution, society, or association having objects altogether or in part similar to the objects of the Association.

(u) To sell, lease, mortgage, dispose of, or otherwise deal with all, or any part of, the property of the Association.

(v) To establish, support and maintain, or aid in the establishment, support and maintenance of, any fund calculated to benefit employees and/or e-employees of the Association and/or the dependants of any such persons and to appoint persons to enter into and execute any deed, contract, or arrangement on behalf of the Association necessary or desirable to establish and maintain any such fund.

(w) To do all such other lawful things as may appear to be incidental or conducive to the above objects or any of them.

(x) To promote co-operation among Members and to exchange such audited information among Members as may be deemed prudent and necessary by the Members from time to time.

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(y) To liaise on technical matters related to the Industry.

(z) To adopt any additional objects from time to time.

4. INTERPRETATION

4.1 In the interpretation of these rules and this constitution, the following words and expressions shall have the meaning hereinafter specified, unless the context otherwise requires:

"**Affiliate Member**" means an affiliate member of the Association appointed in accordance with the provisions of clause 5 of these rules.

"**Annual General Meeting**" means the annual general meeting of the Association.

"**Associate Member**" means an associate member of the Association appointed in accordance with the provisions of clause 5 of these rules.

"**Association**" means the Poultry Industry Association of New Zealand (Incorporated).

"**Chairman**" means the chairman of the Association, or in his absence, the deputy chairman elected by the Association to act in his stead.

"**Deputy Chairman**" means the deputy chairman of the Association elected from and by the Members of the Association in accordance with these rules.

"**Estimated Expenditure**" means the anticipated expenditure in financial terms provided by the Executive Director in accordance with rule 26.3(b) as approved by the Association at its Annual General Meeting.

"**Executive Committee**" means the executive committee of the Association duly appointed by the Association in accordance with these rules.

"**Executive Director**" means the executive director of the Association duly appointed by the Members and includes any other person from time to time acting as executive director by the authority of the Executive Committee in accordance with these rules.

"**Executive Member**" means an executive member of the Association appointed in accordance with the provisions of clause 5 of these rules.

"**Financial Year**" means the period of 12 months ending on the last day of July in each year.

"**Industry**" means the poultry meat industry and includes any trade, industry, business, or undertaking in or allied with the poultry meat industry.

"**in writing**" or "**written**" includes printing, photography, typewriting, and other modes of representing or reproducing words in a visible form.

"**Members**" means Executive Members, Affiliate Members and Associate Members.

"**month**" means a calendar month.

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"**Subsidiary**" has the meaning given to that word in section 158 of the Companies Act 1955.

Words importing the singular number include the plural number and vice versa.

Words importing the masculine gender include the feminine and neuter gender.

5. MEMBERSHIP

5.1 The Association shall be comprised of Executive Members, Affiliate Members and Associate Members. The rights of Members shall be as regulated by these rules. The rights of Associate Members shall be strictly limited to those rights set out in the Appendix hereto.

5.2 Any person or company engaged in the Industry within New Zealand and which processes two million or more birds per annum may apply for membership of the Executive Members. Applications for membership must be sent in writing to the Executive Director.

5.3 Any person or company engaged in the Industry within New Zealand and which processes less than two million birds per annum may apply for membership of the Affiliate Members. Applications must be sent in writing to the Executive Director.

5.4 Membership applications shall be considered in accordance with such guidelines as the Association shall make from time to time as to the appointment of Members. All membership applications shall be submitted to the next meeting of the Executive Committee and should only be accepted on the carrying of a motion of acceptance of such application.

5.5 Executive Members and Affiliate Members of the Association shall be appointed as members without limit in point of time and, subject to clause 5.6, shall be required to give written notice 12 months before the expiration of a financial year of their wish to retire otherwise they will be liable for the subscription for the ensuing year.

5.6 A company which is a Subsidiary of a Member may not be admitted as a Member. The membership of an existing or future Member shall immediately terminate if that Member becomes a Subsidiary of another Member.

5.7 An Associate Member shall be appointed as a member for the then current financial year of the Association and shall be reappointed, as a member for each subsequent financial year unless at least one month prior to the end of the then current financial year, either the Associate Member gives written notice to the Executive Committee of its desire not to be so reappointed, or the Executive Committee gives notice to the Associate Member of its desire not to reappoint that member.

5.8 If a Member ceases for any cause or reason to be a member it shall remain liable for and shall pay to the Association the subscription for the ensuing financial year.

5.9 On the termination of a Member's membership under clause 5.6, the Member which is the parent company of the terminated Member shall be liable for and shall pay to the Association any outstanding subscription fees payable by the terminated Member for the then current and the ensuing Financial Years.

6. INCOME AND PROPERTY

6.1 The income and property of the Association howsoever derived shall be applied solely toward the promotion of the objects of the Association as herein set forth and no portion thereof shall be paid or transferred directly or indirectly to the Members of the Association provided that nothing herein contained shall prevent the payment in good faith of the remuneration to any officers, servants, or persons employed by the Association or to any Member or any other person for services rendered to the Association or the payment of money to a superannuation or provident fund for the benefit of any such officer, servant or person employed by the Association and/or his dependants.

6.2 Every Executive Member and Affiliate Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that it is a member or within one year afterwards for payment of the debts, liabilities, costs, charges and expenses as its annual subscription paid or payable in respect of the last preceding financial year bears to the total of subscription paid or payable by all Members in respect of such financial year.

7. MEETINGS

7.1 Any Executive Member of the Association may by notice in writing to all other Executive Members and all Affiliate Members call a meeting provided that each such member shall receive not less than three weeks' notice. The notice shall specify the place, day and hour of such meeting and general nature of the business proposed to be dealt with thereat.

7.2 Meeting places, dates and times would normally be set by the Executive Members of the Association at the conclusion of the previous meeting.

7.3 Each Executive Member of the Association shall have the right to attend any meeting of the Association or to appoint a person or persons to represent it at such meeting of the Association.

8. QUORUM FOR MEETINGS

8.1 At any meeting of the Association 70% of the Executive Members must be represented and meetings shall not be held unless this prerequisite is achieved.

9. VOTING

9.1 Each Executive Member shall have equal voting rights in the Association.

9.2 No proxy voting is permitted.

10. VOTING AT MEETINGS

10.1 Every question submitted to a meeting of the Association shall be decided by a show of hands, in which case every Executive Member present shall have one vote. For any motion to be carried it must be carried by an affirmative vote of 90% of Executive Members in attendance or represented at the meeting.

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10.2 At any meeting of the Association, a declaration by the Chairman that a motion has been carried, or carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive.

11. MINUTES

11.1 The Executive Director shall cause minutes of any meeting of the Association to be kept recording:

(a) Appointments of officers.

(b) Names of Executive Members and Executive Members' representatives present at each meeting.

(c) Resolutions and proceedings of meetings.

12. SUBSCRIPTIONS

12.1 Subscriptions shall be levied and paid in accordance with a formula agreed upon amongst the Executive Members and Affiliate Members.

12.2 Associate Members shall pay such yearly subscription fee as is set by the Executive Committee.

12.3 For the purposes of calculating the yearly subscription fee payable by Executive Members and Affiliate Members under clause 12.1, the annual production volumes of each member shall also include the annual production volumes of all of its Subsidiaries which operate in the Industry.

13. EXTRAORDINARY EXPENDITURE

13.1 The Association shall not without prior consultation with and consent of each Executive Member and each Affiliate Member, expend its funds on matters or in amounts not included in the Estimated Expenditure. If any such member withholds its consent to such extraordinary expenditure the same shall be borne by the members which consent thereto in such proportions as shall be mutually agreed by the consenting members but if the consenting members fail to agree as to how such expenditure was to have been made, such consent shall lapse.

14. BORROWING

14.1 The Association shall have the power to borrow or raise money from the Members or otherwise for the purpose of the Association and for securing repayment thereof to create, execute and issue mortgages, bonds, debentures and debenture stock, with or without charge, upon all or any of the property of the Association.

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15. INVESTMENT

15.1 The Association shall have the power to invest the moneys of the Association in such securities or otherwise in such a manner as may from time to time be determined by the Association.

16. ASSOCIATION ACCOUNTS

16.1 The funds of the Association and its income and property shall be under the control of the Executive Members and Affiliate Members of the Association.

17. RECORDS OF FINANCIAL TRANSACTIONS

17.1 Proper books of accounts shall be kept by the Association, recording a true account of the financial transactions of the Association.

18. BOOKS OF ACCOUNTS

18.1 Books of account are to be maintained and completely written up as required in these rules and at the end of each Financial Year of the Association a financial report including statement of revenue and expenditure and a balance sheet for such Financial Year shall be prepared. Copies of the Financial Report shall be made available to all Executive Members and Affiliate Members.

19. CHEQUES - SIGNATORIES

19.1 One bank account shall be maintained and cheques should be signed by such persons as may from time to time be authorised by the Executive Members and Affiliate Members.

20. CHEQUES AND MONEYS - TRANSACTIONS

20.1 All cheques, negotiable instruments and money belonging to the Association, shall forthwith, upon receipt thereof, be paid to such bankers as shall from time to time be determined by the Executive Members in general meeting.

21. ANNUAL GENERAL MEETING

21.1 The Association shall hold its Annual General Meeting by 30 December each year and shall specify the meeting as such in the notice calling it.

21.2 The Annual General Meeting shall be held at such time and place as the Executive Director appoints.

21.3 The business of the Annual General Meeting shall include:

(a) The appointment of Chairman and Deputy Chairman.

(b) The appointment of a properly qualified Auditor or Auditors in accordance with clause 23.

(c) The approval of estimates of expenditure provided by the Executive Director in accordance with clause 27.3(b) in the form submitted by the Executive Director or such amended form as may be agreed by the Executive Members.

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22. ROTATION OF CHAIRMAN AND DEPUTY CHAIRMAN

22.1 At the annual general meeting of the Association, the Chairman and Deputy Chairman shall retire and a new Chairman and Deputy Chairman shall be appointed. The Chairman and Deputy Chairman shall be representatives of the Executive Members listed in this rule and shall be nominated on a continually rotating basis in accordance with the following sequence:

(a) In respect of the Chairman - A followed by B followed by C.

(b) In respect of the Deputy Chairman - B followed by C followed by A.

Where:

A = A nominee of P H van den Brink Limited

B = A nominee of Inghams Enterprises (NZ) Pty Limited

C = A nominee of Tegel Foods Limited

22.2 If, during his term in office, the Chairman or Deputy Chairman (as the case may be) retires from his position for any reason whatsoever, the Executive Member that nominated him shall nominate a further nominee who shall be duly appointed by the Executive Members to be Chairman or Deputy Chairman as the case may be for the period until the next Annual General Meeting of the Association.

22.3 If, during the Chairman or Deputy Chairman's term in office, the Executive Member that nominated the Chairman or Deputy Chairman ceases to be an Executive Member for any reason whatsoever, the following shall occur:

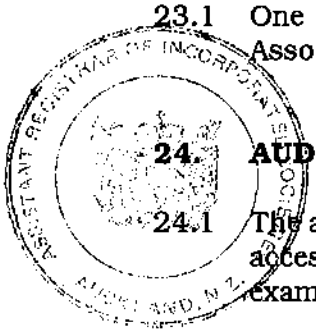
(a) The Chairman or Deputy Chairman nominated by the ceasing Executive Member shall immediately retire.

(b) Where the Chairman retires pursuant to this clause, the Deputy Chairman shall immediately retire from his position and shall be duly appointed Chairman by the Executive Members for the period until the next Annual General Meeting of the Association.

(c) Where the Deputy Chairman retires pursuant to this clause, the Executive Member which did not nominate either the Chairman or the Deputy Chairman shall nominate a nominee who shall be duly appointed Deputy Chairman by the Executive Members for the period until the next Annual General Meeting of the Association.

23. AUDIT

23.1 One or more properly qualified auditor or auditors shall be appointed by the Association at each Annual General Meeting.



24. AUDITORS - DUTIES

24.1 The auditor or auditors shall, for audit purposes only, at all reasonable times have access to the books and accounts of the Association and shall be entitled to examine the office bearers of the Association, and to require such information and

explanation for the inspection of any documents or vouchers as to him or them as may appear necessary or proper, and may report from time to time to the Association with regard to such books and accounts.

25. AUDITORS - TENURE OF OFFICE

25.1 The auditor or auditors shall hold office from the time of his or their appointment until the next Annual General Meeting of the Association, unless he or they have died or retired and any casual vacancy occurring in the office of auditor may be filled by resolution of the Executive Members.

26. AUDITORS - REAPPOINTMENT

26.1 A retiring auditor shall be eligible for re-appointment.

27. EXECUTIVE DIRECTOR

27.1 The Executive Director of the Association shall be appointed by the Executive Committee and shall be the principal officer of the Association.

27.2 The Executive Director in addition to duties elsewhere specified in these rules shall cause to be kept a faithful record of the business transacted at all meetings of the Association and the Executive Committee or any committees thereof.

27.3 The Executive Director shall cause to be issued to all Members:

(a) Notices of all resolutions, decisions, amendments in Association rules, regulations, agreements and of all meetings connected with the Association;

(b) An audited statement of accounts for the preceding Financial Year together with estimates for the current Financial Year not less than twenty-eight days prior to each Annual General Meeting.

Provided that the Executive Director shall cause such of the above material to be issued to Associate Members as is instructed by the Executive Committee.

27.4 The Executive Director shall advise the Members of legislation affecting their interests, collect and distribute statistics and information to the Members, conduct correspondence on behalf of the Association and do all things necessary for the administration of the Association's affairs as may from time to time be directed by the Members.

27.5 In the event that an Executive Director is not appointed or until one is appointed his role is to be undertaken by the Executive Members of the Association acting in accord or by any one Executive Member who may be from time to time agreed upon by the consensus of the Executive Members.

27.6 The Executive Director shall promptly advise the Executive Members of any applications for membership received.



28. EXECUTIVE COMMITTEE

28.1 The business of the Association shall be managed by the Executive Committee which shall comprise one representative appointed by each of the Executive Members and one representative appointed by the Affiliate Members. The Affiliate Members' representative on the Executive Committee shall be as elected by the Affiliate Members at the Annual General Meeting, subject to the approval of the Executive Members. The Executive Committee may exercise all powers of the Association as are not by any rule of law or these rules required to be executed by the Association in general meeting.

28.2 The Executive Committee shall meet at the time and place advised by the Executive Director. The reasonable travel costs for the Affiliate Members' representative to attend meetings of the Executive Committee and Annual General Meetings shall be paid by the Association, subject to the approval of the Executive Members.

28.3 Any decision made by the Executive Committee shall be taken as if the Executive Committee meeting was a meeting of the Association and the provisions of clauses 9, 10 and 11 of these rules shall apply as if the representative of any Executive Member was that Executive Member itself and a meeting of the Executive Committee was a meeting of the Association.

29. SUB-COMMITTEES

29.1 The Executive Committee shall have the authority to create sub-committees which shall meet to discuss specific aspects of the interests of the Association.

29.2 The membership of any sub-committee shall comprise such representatives of the Members as are appointed by the Executive Committee.

29.3 Each sub-committee shall have a secretary who shall be responsible to take minutes of each meeting of the sub-committee. Such minutes shall be forwarded to the Executive Director and to each member of the sub-committee.

30. NOTICES

30.1 Any notice required or authorised by the Association may be given to any Member either personally or by sending it through the post in a prepaid envelope or a wrapper to the address supplied by the Member for the giving of notices or by insertion in any journal or publication published by or on behalf of the Association and which is circulated by it to its Members.

30.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting the letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

31. INDEMNIFICATION

31.1 Every Member, Executive Director, and member of the staff of the Association shall be indemnified against and it shall be the Association's duty out of its funds to pay all costs, losses, charges, and expenses which any such Member, Executive

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Director or member of the staff of the Association may in good faith incur, or become liable for by reason of any contract entered into or act or deed done by him in good faith and such Member, Executive Director or member of the staff entitled to such indemnity shall have a lien on the property of the Association for the amount thereof.

32. EXECUTION OF INSTRUMENTS

32.1 Any instrument not required by law to be under seal shall be executed by all Executive Members and Affiliate Members of the Association.

33. ALTERATION TO CONSTITUTION AND RULES

33.1 No new rule shall be made, nor shall any part of the constitution or any of the rules herein contained or hereafter to be made, be altered, or rescinded, unless by a majority vote taken at any meeting of the Association.

34. DISSOLUTION OF THE ASSOCIATION

34.1 The Association may be put into liquidation in accordance with section 24 of the Incorporated Societies Act 1908.

34.2 In the event of the liquidation of the Association being decided upon, the funds and assets of the Association shall be disposed of in accordance with clause 34.3.

34.3 After all just debts due by the Association are paid, Executive Members may, by a majority vote of the Executive Members present at a special meeting called for the purpose, apply the balance of the funds and assets of the Association in the reconstruction of this Association or the foundation of another association. Failing this, such balance shall not be disposed of to Members but shall be given or transferred to such other society or association having objects similar to those of the Association as shall be determined by the Executive Committee.

35. BY-LAWS AND REGULATIONS

35.1 Subject to these rules, the Association shall have power from time to time to make by-laws or regulations it deems necessary expedient or convenient for the proper conduct, control and management of the Association, and to alter or repeal any by-laws or regulations.

36. SEAL

36.1 The Association shall have a common seal which shall be kept in the custody of the Executive Director and shall be affixed to any document only by the authority of the Executive Director and such affixing shall be witnessed by any two officers of the Association who shall include the Executive Director.

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SIGNATORIES

THE COMMON SEAL of **P H VAN DEN BRINK LIMITED** was affixed in the presence of:

Director

~~Director~~/Secretary

THE COMMON SEAL of **INGHAMS ENTERPRISES (NZ) PTY LIMITED** was affixed in the presence of:

Director

Director/Secretary

SIGNED for and on behalf of ~~**THE COMMON SEAL of**~~ **TEGEL FOODS LIMITED** ~~was affixed~~ in the presence of:

Director

Director/~~Secretary~~

REF NO. TFL 110

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APPENDIX

ASSOCIATE MEMBERSHIP

1. An Associate Member shall not be entitled to participate in the management and control of the Association. Accordingly, an Associate Member shall not be entitled to:

   (a) attend any meeting of Association otherwise than at the invitation of the Executive Committee;

   (b) to vote at any meeting of Association; and

   (c) view the records or books of the Association.

2. An Associate Member shall be entitled to receive such information as is relevant to its interests as is directed by the Executive Director.

3. An Associate Member shall be available for appointment to such sub-committees of the Executive Committee as are determined by the Executive Committee and shall be entitled to receive minutes of any meeting of a sub-committee of which it is a member.

Alteration of rules registered, this 28th day of April 1995

Assistant Registrar of Incorporated Societies, Auckland

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