



BY-LAWS

By-laws provide a framework that helps ensure the consistent and effective operation of an association. They serve as a guiding document that members can refer to for clarity on organisational processes, roles, and expectations. Additionally, by-laws help maintain accountability and transparency, fostering a positive and well-organized community within the association.

The By-laws uses the definition outlined in the Constitution.

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MEMBERS

TYPES OF MEMBERS

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

- **Commercial Member:** an individual that owns/works for a distilled spirits product/brand OR an organisation that produces a distilled spirits product/brand that is manufactured in New Zealand and are admitted to membership under the **Constitution and By-laws** and who or which has not ceased to be a **Member**. A **Commercial Member** will be categorised into one of three levels based on the Litres of Alcohol (LALs) sold in their brands in a calendar year (1 January - 31 December).

- **Small** – 0 – 2,000 LAL's
- **Medium** – 2,001– 20,000 LAL's
- **Large** – greater than 20,000 LAL's

Each **Commercial Member** receives one vote at an Annual General Meeting or Special General Meeting.

- **Pre-Commercial Member:** Individuals or distilled spirits product/brand which are preparing to enter the market but have not yet completed NZ legal formalities and do not have a product for sale and are admitted to membership under the **Constitution and By-laws** and who or which has not ceased to be a **Member**. **Pre-Commercial Members** are non-voting members of the association.
- **Associate Member:** a person or organisation that supports the distilled spirits industry including, but not limited to suppliers to the industry, importers and sellers and are admitted to membership under the **Constitution and By-laws** and who or which has not ceased to be a **Member**. An **Associate Membership** will be categorised into two types
 - **Individual** - Consultants or those with an interest in distilling
 - **Corporate** – Suppliers, importers and sellers

Associate Members are non-voting members of the association.

All Members are required to agree to act in the spirit of the Distilled Spirits Aotearoa (DSA) and comply with the DSA rules and constitution.

SUBSCRIPTIONS AND FEES

The Membership term is from the first (1) April to thirty-first (31) March each year.

The annual subscription and any other fees for membership will be set annually by the **Board** at or before the February Board meeting each year. The fees will be communicated as soon as practical after the meeting.

Any revised membership fee will take effect from the first day of April following the meeting at which it was set.

The Membership fees for the 2024-25 financial year are:

- **Commercial Member:**
 - Small – \$350.00+GST
 - Medium – \$750.00+GST
 - Large – \$1,000.00GST



- Pre-Commercial Member - \$150.00+GST
- Associate Member
 - Individual – \$250.00+GST
 - Corporate – \$500.00+GST

Any **Member** failing to pay the annual subscription (including any periodic payment), or other fees, within **3** calendar months of the due payment date shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any **Society** activity until all the arrears are paid.

If such arrears are not paid within **4** calendar months of the due date for payment of the subscription or any other fees, the **Board** may terminate the **Member's** membership (without being required to give prior notice to that **Member**).

OBLIGATIONS ON RESIGNATION

A **Member** who resigns or whose membership is terminated under these **Rules**:

- remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
- shall cease to hold himself or herself out as a **Member** of the **Society**, and
- shall cease to be entitled to any of the rights of a **Society Member**.

BECOMING A MEMBER AGAIN

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Board**.

However, if a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **Board**.

CONTENTS OF REGISTER OF MEMBERS

The information contained in the **Register of Members** shall include each **Member's**:

- postal address
- phone number (landline and/or mobile)
- email address (if any)
- the date the **Member** became a **Member**,
- whether the **Member** is financial or unfinancial

Every **Member** shall promptly advise the **Secretary** of any change of their contact details.

ACCESS TO REGISTER OF MEMBERS

With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Board Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

INTERESTS REGISTER

The **Secretary** shall maintain an up-to-date register of the interests disclosed by Officers.



BOARD AND COMMITTEES

BOARD MEETING FREQUENCY

The **Board** shall meet *as and when it sees fit, but not less than 4 times a year*, at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair** or **Secretary**.

PROCEDURE

The quorum for **Board** meetings is at least **two-thirds** of the number of **Board Members**.

SUB-COMMITTEES

The **Board** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Society**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Board**:

- the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- no sub-committee shall have power to co-opt additional members without notification to the Board,
- a sub-committee must not commit the **Society** to any financial expenditure without express authority, and
- a sub-committee must not further delegate any of its powers.

GENERAL ISSUES

The **Board** and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Board** meeting.

Other than as prescribed by the **Act** or these **Rules**, the **Board** or any sub-committee may regulate its proceedings as it thinks fit.

Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Board** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these Rules shall be final and binding on all **Members**.

FINANCIAL EXPENDITURE & REPORTING

The DSA Committee is transparent about all expenditures incurred by the society, in particular when Committee Members are reimbursed for payments made personally on behalf of DSA. DSA Members can ask to view the Society financials at any time. The annual financial report is distributed to Members along with the Chair report at each AGM.

AUTHORISING PAYMENTS

The Chair, Secretary and Treasurer can authorise payments via the DSA Bank account. Two authorising signatories are required. Any expenses under \$1000 can be signed off by the three officers and does not require a vote by the committee (but will be documented in DSA routine financial reporting). Any spend over \$1000 is required to be signed off by the Committee. When a Committee Member or authorised DSA Member has paid a bill via a personal account they will be reimbursed promptly via the correct process.



FINANCIAL REPORTING

This Society uses XRB Tier 4 reporting, as prescribed by the **Act** for its annual financial report. XRB Tier 4 (<\$140,000) is based on cash in/out of the bank account, including grant payments and income tax payment.

An external audit is not required (the **Act** identifies a minimum operating expenditure of \$3M or more), however a professional accounting firm is used for tax returns.

TRAVEL AND ENTERTAINMENT BY COMMITTEE

It is acknowledged that Committee members volunteer their own time to DSA activities.

Reimbursement for travel and expenses acknowledges that (i) they should not be seriously financially disadvantaged, (ii) that Committee time together is useful for team building, (iii) the Committee has a responsibility to use Membership Fees and other income for the best advantage of DSA Members.

Committee Members may be required to attend meetings, and the reasonable cost of flights, accommodation, and expenses (eg. taxis) will be reimbursed. Food and beverage costs will not normally be reimbursed unless more than one Committee Member is attending the meeting.

When drinking alcohol in public, our Board is encouraged to lead by example and select spirit-based beverage/ alcohol-free rather than beer or wine, and always act responsibly when representing DSA.

CODE OF CONDUCT

The DSA Code of Conduct is an overarching Way of Working for DSA Members which covers the application of the DSA Constitution, Rules and Definitions and business practices and standards.

- The DSA Code of Conduct covers the principles, values, standards, and rules of behaviour that guide the decisions, procedures and systems of our organization.
- The Code contributes to the reputation of our Members and stakeholders, and respects the rights of all constituents affected by our operations.
- The Code protects our industry and informs our Members of DSA expectations.

The main purpose of the Code of Conduct is to provide guidance and to reflect the high standards followed by Members.

Members must comply with current legislation regarding the definition of spirits in New Zealand, excise requirements, applicable international, national, and local laws and by-laws including licencing laws and the provision of a safe and healthy workplace.

Members will comply with the various Rules and Definitions (Rules), alongside the Constitution, which DSA will develop and adopt to contribute to the standards and quality of our industry.

Members are committed to truth in labelling, advertising and other communications, to the responsible service of alcohol and to quality control of their products.

DSA champions our NZ industry and cannot be seen to encourage the importation or sale of overseas spirits for direct competition to our NZ-made products. The DSA logo cannot be used on any communication (including email signatures and websites/ advertisement/ promotions) for the sale of non-NZ made spirits.

Members and Associate Members of the DSA agree to abide by all Rules of the DSA when they join the Association.



BREACH OF THE CODE OF CONDUCT

Any breach of the Rules/ Code of Conduct may cause membership to be terminated. This Dispute Resolution process will be followed to raise, investigate and resolve any breach.

DISPUTE RESOLUTION

RAISING DISPUTES

Any grievance by a **Member**, and any complaint by anyone, is to be lodged by the complainant with the **Secretary** in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All **Members** (including the **Board**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a grievance or complaint, and the **Board**, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

INVESTIGATING DISPUTES

This rule concerns any grievances of members relating to their rights and interests as **Members**, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the **Board** may:

- appoint a sub-committee to deal with the same, or
- refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The **Board** or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- shall consider whether to investigate and deal with the grievance or complaint, and
- may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to **Members'** interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the **Society**).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- The complainant and the **Member**, or the **Society** which is the subject of the grievance, must be advised of all details of the grievance.
- The **Member**, or the **Society** which is the subject of the grievance, must be given an adequate time to prepare a response.
- The complainant and the **Member**, or the **Society** which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.



- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- The complainant and the **Member** complained against must be advised of all allegations concerning the **Member**, and all details of the complaint.
- The **Member** complained against must be given an adequate time to prepare a response.
- The **Member** complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A **Member** may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if 2 or more **Board Members**, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the **Society** and the particular case, and may include consideration of facts known by the other **Members** about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

RESOLVING DISPUTES

The decision-maker may:

- dismiss a grievance or complaint, or
- uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the **Society** and **Members** shall comply),
- uphold a complaint and:
 - reprimand or admonish the **Member**, and/or
 - suspend the **Member** from membership for a specified period, or terminate the **Member's** membership, and/or
 - order the complainant (if a **Member**) or the **Member** complained against, to meet any of the **Society's** reasonable costs in dealing with a complaint.

SUPPORT FOR CHARITIES

We know many of our members support charities and fundraisers, but we are also aware of the delicate ethical issue of alcohol promotion, especially around health. We have decided that:

DSA as an Association won't endorse support for any particular charities or fundraising due to sensitivities of promotion of alcohol, however if individual distilleries want to get involved then they should do so, with their own due diligence.

DEFINITIONS OF NEW ZEALAND SPIRITS

DEFINITIONS FOR NEW ZEALAND WHISKY

In 2020/21, a DSA working group developed, by consensus, the definition for NZ Single Malt and NZ Whisky. This was adopted by the DSA as a standard for producers of NZ Whisky on Feb 18th 2021. It is defined as: A spirit obtained from a mash of cereal grain or cereal grain products, then aged in wood barrels (see: New-Zealand-Whisky-Guidelines-and-Definitions-February-25-2021.pdf (distilledspiritsaotearoa.org.nz))



Distilled Spirits Aotearoa (NZ) Incorporated

Facebook: <https://www.facebook.com/distilledspiritsaotearoa/>

Web: DistilledSpiritsAotearoa.org.nz

DEFINITIONS FOR NEW ZEALAND RUM

In 2022, a DSA working group developed, by consensus, the definition for NZ Rum. This was adopted by the DSA as a standard for producers of NZ Whisky on Oct 6th 2022. See: [New-Zealand-Rum-Definition-June-1-2022-1.pdf \(distilledspiritsaotearoa.org.nz\)](#)

VERSION

1. V1 accepted at DSA SGM, 27 February 2024.