



## Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

### 1. Name of society

New Zealand Angus Association Incorporated

### 2. Society number

227193

I certify that the alteration has been made in accordance with the rules of the society.

### Name

CRAIG MITCHELL

### Position

GENERAL MANAGER

### Signature

*Craig Mitchell*

9 / 2 / 2016 2017

### 3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

#### For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

### What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)*
- The objects for which the society is established*
- How people become members of the society and cease being members of the society*
- How meetings of the society will be called and held and how voting will take place*
- How officers of the society will be appointed*
- Control and use of the common seal*
- How the society's funds will be controlled and invested*
- The powers (if any) that the society has to borrow money*
- How any property of the society will be distributed in the event of the society being wound up*
- How the rules of the society can be altered*

### 4. Your contact details

Name and postal address

cf- Cooper Rapley Lawyers  
PO Box 1945  
Palmerston North



# CONSTITUTION

## NEW ZEALAND ANGUS ASSOCIATION INCORPORATED



## **THE CONSTITUTION OF ANGUS NEW ZEALAND INCORPORATED**

### **1. NAME**

The name of the Association shall be "**NEW ZEALAND ANGUS ASSOCIATION INCORPORATED**" hereinafter referred to as "the Association".

### **2. REGISTERED OFFICE**

The registered office of the Association shall be at 75 South Street, Feilding or at such other place as shall from time to time be determined by the Board.

### **3. REGISTER OF MEMBERS**

The Board shall keep at its registered office a register of members containing their names and addresses together with their class of membership and the dates upon which they became members and shall when, and if, required by the Registrar of Incorporated Societies pursuant to Section 22 of the Incorporated Societies Act 1908 provide a list of members to the Registrar of Incorporated Societies.

### **4. OBJECTS AND STRATEGIES**

The objects of the Association shall be to:

- (a) Promote Angus cattle, Angus products and the benefits thereof.
- (b) Take all reasonable steps and opportunities to maintain the purity and improve the breed of Angus cattle in New Zealand.
- (c) Purchase or otherwise acquire, whether in New Zealand or elsewhere, pedigree Angus cattle and to sell or otherwise dispose of that cattle in whatsoever manner that the Board shall determine.
- (d) Collect, verify, publish or otherwise make available in electronic format information relating to Angus cattle and to compile, publish or otherwise maintain (including in electronic format) and update from time to time a herd book of Angus cattle in New Zealand and from such records to provide members, upon request, with appropriate pedigree information.
- (e) Offer prizes for Angus cattle to ensure the representation at important shows in New Zealand or elsewhere of the best specimens of the Angus breed and to contribute from the funds of the Association towards the expenses of transportation of animals recommended for exhibition by the Association.
- (f) Co-operate with any other society or association having similar objects to the Association as may seem likely to promote the objects of the Association.

- (g) Collect annual subscriptions and other payments for the general purposes of the Association.
- (h) Supervise and/or advise upon sales of Angus cattle in New Zealand.
- (i) Provide for and carry out any activity as may be necessary to further the objects of the Association.

## 5. **STRUCTURE**

The structure of the Association shall comprise of:

- (a) A membership as referred to in Rule 6 below;
- (b) An elected governing body known as the Board.

## 6. **MEMBERSHIP**

6.1 The membership of the Association shall be open to any person taking an interest in Angus cattle.

6.2 A person who signifies to the Board that they wish to become a member of the Association ("the applicant") must be proposed for membership by an existing voting member of the Association (whose subscription is not in arrears at the time of making the proposal). The Board shall determine at the Board's sole discretion who is accepted as a member of the Association and may refuse admitting any person as a member of the Association without giving any reason for such refusal. The applicant, upon being accepted by the Board as a member, shall pay such subscription as deemed appropriate by the Board for the then current year and shall thereupon become a member of the Association upon payment of such subscription.

6.3 The following classes of members shall exist:

- (a) Honorary life members;
- (b) Life members;
- (c) Breeding members;
- (d) Associate members;
- (e) Youth members.

The rights and obligations of the different classes of members are outlined in Rule 6.4 below.

### 6.4 **Honorary Life Member**

An honorary life member of the Association is a member of the Association who, on the recommendation of the Board, is elected as an honorary life member at "a

General Meeting" and who has substantially advanced the interests and objects of the Association. An honorary life member may be eligible to hold any office but shall not be required to pay any annual subscription and may vote at any General Meeting. An honorary life member must not be younger than 21 years.

#### Life Member

A life member of the Association is a member of the Association who, upon being invited to do so by the Board, may make payment of a subscription calculated by the Board at ten times the annual subscription applicable as at the date of the Board's invitation in lieu of any further annual subscription to the Association. A life member shall be entitled to hold any office and may vote at any General Meeting. A life member must not be younger than 21 years.

#### Breeding Member

A breeding member of the Association is a member of the Association who is not an honorary life member, a life member, associate member or a youth member. A breeding member shall have the right to record Angus cattle in the records of the Association and to register those cattle in the herd book of the Association provided they meet the requirements for registration determined by the Board from time to time. A breeding member shall be entitled to hold any office, vote at any General Meeting and be entitled to receive copies of Association newsletters and communications. A breeding member must not be younger than 21 years.

#### Associate Member

An associate member of the Association is a member of the Association who is not an honorary life member, a life member, a breeding member or a youth member. An associate member shall not have the right to record Angus cattle in the records of the Association or to register those cattle in the herd book of the Association. An associate member shall not be entitled to hold any office or vote at any General Meeting of the Association but shall be entitled to receive copies of Association newsletters and communications. An associate member must not be younger than 21 years.

#### Youth Member

A youth member of the Association is a member of the Association who has not attained the age of 21 years. A youth member shall not have the right to record Angus cattle in the records of the Association or to register those cattle in the herd book of the Association. A youth member shall not be entitled to hold any office or vote at any General Meeting but shall be entitled to receive copies of Association newsletters and communications. A youth member shall pay the youth subscription as determined by the Board and subject to the above shall be entitled to remain a youth member until the 1st day of April immediately following that person's 21st birthday.

### 6.5 Wards

Each member shall be part of a Ward determined on where they reside. The Ward's are as outlined below:

- (a) The North Auckland Ward;
- (b) The Auckland, Waikato and Bay of Plenty Ward;
- (c) The Taranaki King Country Ward;
- (d) East Coast Ward;
- (e) The Hawkes Bay Ward;
- (f) Wairarapa, Wellington Ward;
- (g) Manawatu, Rangitikei, Wanganui Ward;
- (h) The Marlborough – Nelson Ward;
- (i) The Canterbury – Westland Ward;
- (j) The Southern Ward.

The geographical area of the Wards shall be constituted by their provincial boundaries as determined from time to time by the Department of Internal Affairs and the Southern Ward shall constitute that part of the South Island excluding Marlborough, Nelson, Canterbury and Westland.

- 6.6 The members of each Ward shall annually appoint one (1) voting member of that Ward who shall represent the Ward at the Board meeting held immediately prior to the Board's annual Ward tour.

## **7. ANNUAL SUBSCRIPTION**

- 7.1 The annual subscription payable by breeding members and the annual subscription payable by associate members shall be such sum as the Board shall from time to time determine.

- 7.2 Any member whose subscription is in arrears shall:

- (a) Not be entitled to propose any new member.
- (b) Not be entitled to nominate any Director to the Board.
- (c) Not be eligible to become a Director.
- (d) Not be eligible to vote at any General Meeting of the Association.
- (e) At the discretion of the Board have his or her membership privileges removed.

- 7.3 Any member whose annual subscription or any other fee or sum payable by that member to the Association is in arrears for more than 6 months shall cease to be a member of the Association on being given notice in writing by the Board.
- 7.4 Any person whose membership ceases pursuant to Rule 7.3 above may apply to the Association to become a member again in which case they shall follow the procedure as outlined in Rule 6.2 above. The Board shall, at the sole discretion of the Board, determine whether that person may become a member of the Association and if the Board determines that the person may become a member of the Association a prerequisite of becoming such a member shall be for that party to pay to the Association any outstanding arrears due to the Association arising to the date that the person ceased to be a member of the Association.
- 7.5 In the event a member ceases to be a member of the Association pursuant to Rule 7.3 above or Rule 8 below this shall be without prejudice to any sum owing by that person to the Association as at the date that person ceases to be a member.
- 7.6 Annual subscriptions shall be due for payment on the 20th day of the month after the member has received a GST invoice from the Association in relation to the subscription.

8. **CESSATION OF MEMBERSHIP**

- 8.1 Any member will cease to be a member of the Association if any of the following events occur:
- (a) Rule 7.3 applies to that member;
  - (b) The member resigns by notice in writing addressed to the secretary;
  - (c) If in the opinion of more than seventy five percent (75%) of the Directors, present and voting at a meeting of the Board, the member is operating against the interests of the Association;
  - (d) If the criminal conviction or declared bankruptcy of a member is deemed by more than seventy five percent (75%) of the Directors, present and voting at a meeting of the Board, to be contrary to, or compromising to, the objectives of the Association.
  - (e) The member shall willingly, knowingly or carelessly fail in the observance of any lawful rule, regulation or bylaw of the Association.
  - (f) The member's conduct shall in the opinion of the Board be offensive or derogatory to the Association or prejudice the ability of the Board to carry out any of the objects of the Association or is deemed by the Board to be unbecoming as a member of the Association such that the reputation of the Association may be affected.
  - (g) No member shall be expelled in accordance with Rules 8.1 (e) or 8.1(f) above unless:

- (i) the secretary has forthwith made reasonable attempts to notify the member of the nature of the complaints made against the member by communicating orally or in writing to or at the last place of residence held by the Association of the member; and
- (ii) where it has been possible to notify the member the member has been given an opportunity within 7 days of being so notified to advise the secretary in writing of the member's response to or explanation of the complaint or complaints made; and
- (iii) the secretary has communicated such response to or explanation of the complaint or complaints received (if any) to the Board; and
- (iv) a meeting of the Board is held. The notice of such meeting shall specify the intention to propose a resolution for the expulsion of the member but need not, if the secretary so determines, include the name of the member; and
- (v) at the meeting of the Board convened in accordance with Rule 8.1(g)(iv) a majority of at least two-thirds of the Directors present at the meeting vote in favour of the resolution to expel the member.

- 8.2 Where a member wilfully or carelessly makes false records in any way in connection with cattle registered or to be registered with the Association or failing to observe the regulations or bylaws for the time being of the Association in relation to registration of cattle or refuses to pay the annual subscription fine or other sum owing by the member to the Association then the member shall be deemed to be guilty of conduct which prejudices the ability of the Association to carry out any or all of the objects of the Association pursuant to Rule 8.1(f) above and shall accordingly be liable for expulsion from the Association in accordance with Rule 8.1(g).
- 8.3 The secretary shall provide notice in writing to a member whose membership ceases in accordance with Rules 8.1(a), 8.1(c), 8.1(d), 8.1(e), 8.1(f) or 8.2 above.
- 8.4 Notwithstanding the issue of a notice specifying the intention to propose a resolution for the expulsion of any member as referred to in Rule 8.1(g) above the Board may at the meeting referred to in Rule 8.1(g) above, in its discretion, and notwithstanding the notice, by way of a majority in accordance with that Rule, suspend such member from membership of the Association for such time and upon such terms and conditions as it may deem fit or impose a fine upon such member payable forthwith or upon such terms as the Board may deem fit.
- 8.5 In the event that a member shall cease to be a member of the Association for any reason then registration of cattle owned by that member or cattle registered with the Association by virtue of that person being a member shall be cancelled.
- 8.6 In the event that a member is suspended from membership for any period of time in accordance with Rule 8.4 above then during that period of time the Association may refuse to register any further cattle belonging to such member or which are registered by virtue of that person being a member of the Association, during the period of that suspension.



8.7 In the event that a fine is imposed upon a member in accordance with Rule 8.4 above then until that fine is paid by the member in full the Association may refuse to register any further cattle belonging to such member or cattle which would otherwise be eligible for registration by virtue of that person being a member of the Association.

9. **GENERAL MEETINGS**

9.1 **Annual General Meeting**

The Annual General Meeting of the Association shall be held not later than four (4) months after the end of the financial year and at such place as may be determined by the Board.

9.2 **Special General Meeting**

All other meetings of the Association shall be called "Special General Meetings" and may be convened at any time by the Board or upon requisition of not less than ten percent (10%) of the members of the Association. Any such requisition shall be in writing addressed to the secretary and state the business of such meeting which shall be called within twenty one (21) days of receipt of requisition.

9.3 **Quorum**

At any General Meeting of the Association a quorum shall be ten percent (10%) of the total number of voting members.

9.4 **Notice of Meetings**

Sixty (60) days prior notice shall be required to be given for any Annual General Meeting and twenty eight (28) days prior notice shall be required to be given for any Special General Meeting.

9.5 **Voting**

Voting at General Meetings shall be taken as the Chairman directs but any member present may demand a ballot which shall then be taken in the manner determined by the Chairman and the result shall be declared by the Chairman. In the case of equality of votes the Chairman shall have a second or casting vote.

Voting members shall be entitled to one (1) vote only which shall, subject to Rule 9.6 below, be exercised in person.

9.6 **Postal Votes**

The Board may at its discretion:

- (a) Determine that postal votes may be permitted at any General Meeting; or
- (b) Determine that in relation to any resolution which would otherwise be brought before a General Meeting in accordance with these Rules shall not be

brought before a General Meeting but rather shall be voted upon by way of a postal vote of the members.

- (c) Where a postal vote is to operate in conjunction with a General Meeting the contents of the resolution must be circulated to members with voting papers not less than twenty eight (28) days before the General Meeting. Where a postal vote is to take the place of a General Meeting then the contents of the resolution must be circulated to members entitled to vote at a General Meeting with voting papers not less than twenty eight (28) days before the date by which the postal votes must be returned to the secretary.
- (d) Postal votes must be returned to the secretary by the day prior to a General Meeting or in the event of a postal vote taking the place of a General Meeting at the date set by the Board which shall not be less than fourteen (14) days after the voting papers are sent to members.
- (e) Between the date fixed for the return of the voting papers and the General Meeting, or in the case where no General Meeting is to be held the date fixed for the return of voting papers, the Board shall appoint two scrutineers to inspect the votes and to count the votes validly recorded and the scrutineers shall report in writing to the secretary the number of votes for and against the resolution.
- (f) The result of the voting and resolution will be declared by the Chairman at the General Meeting where a General Meeting is held and where no General Meeting is held the result of the voting on the resolution will be provided by the secretary in writing to the members as determined by the Board.
- (g) Postal votes, if determined by the Board, may be made by way of facsimile or emailed communication.

#### 9.7 Proxy Voting

No voting by proxy is permitted.

#### 9.8 Business At Annual General Meeting

The following matters will be dealt with at the Annual General Meeting:

- (a) To receive the annual report.
- (b) To receive a duly audited statement of financial position and statement of financial performance of the Association.
- (c) To elect Directors of the Board.
- (d) To appoint an auditor.
- (e) To transact any other business of which notice in writing has been given in accordance with these Rules.
- (f) Other general business.

10. **BOARD**

- 10.1 The Board of the Association shall consist of eight (8) Directors.
- 10.2 Three (3) Directors shall be appointed by South Island voting members and four (4) Directors shall be appointed by North Island voting members ("the Membership appointed Directors").
- 10.3 There shall be no more than two (2) Membership appointed Directors residing within any individual Ward.
- 10.4 One Director may be appointed by the Board from time to time as the Board may determine ("the National Director").
- 10.5 The Membership appointed Directors must be breeding members of the Association.
- 10.6 Unless otherwise specified in this Constitution the term of office for Membership appointed Directors shall be three (3) years and each Membership appointed Director shall retire at the end of the third Annual General Meeting after their appointment. Any retiring Membership appointed Director shall be eligible for reappointment.
- 10.7 The National Director shall not be appointed for a term greater than one (1) year.
- 10.8 In the event a Membership appointed Director ceases to be a Director prior to the completion of their three (3) year term then in that case the Board may appoint a replacement Director for the balance of the three (3) year term. Such replacement Director shall be a voting member and for the purposes of these Rules shall be deemed a Membership appointed Director.
- 10.9 The secretary shall, not less than sixty (60) days prior to every Annual General Meeting, send a notice in writing to voting members specifying the name or names of the retiring Membership appointed Directors.
- 10.10 Any South Island voting member shall be entitled to nominate a breeding member residing in the South Island to the Board and any North Island voting member shall be entitled to nominate a breeding member residing in the North Island to the Board.
- 10.11 All nominations for election to the Board shall be in writing signed by the nominator and the nominee and notified in writing to the secretary in accordance with Rule 19 below.
- 10.12 The secretary shall, after closing off the nominations:
- (a) If there are more nominations for South Island Directors than there are vacancies on the Board for South Island Directors cause to be prepared a printed voting paper in such form as may be specified by the Board and shall post one of such voting papers to every South Island voting member. The voting paper shall be completed and returned to the secretary on a date to be determined by the Board and specified in the voting paper.

- (b) If there are more nominations for North Island Directors than there are vacancies on the Board for North Island Directors cause to be prepared a printed voting paper in such form as may be specified by the Board and shall post one of such voting papers to every North Island voting member. The voting paper shall be completed and returned to the secretary on a date to be determined by the Board and specified in the voting paper.
- 10.13 In the event there are not more candidates nominated by South Island breeding members to the Board than there are vacancies on the Board for South Island Directors then those candidates nominated shall be deemed elected as Directors at the Annual General Meeting.
- 10.14 In the event there are not more candidates nominated by North Island breeding members to the Board than there are vacancies on the Board for North Island Directors then those candidates nominated shall be deemed elected as Directors at the Annual General Meeting.
- 10.15 Between the date fixed for the return of the voting papers and the Annual General Meeting the Board shall appoint two scrutineers to inspect the votes and to count the votes validly recorded and the scrutineers shall report in writing to the secretary the names of the candidates having the most votes and the number of votes recorded by each candidate.
- 10.16 The candidates having the most votes shall be declared elected by the Chairman at the Annual General Meeting. In the case of equality of votes the candidate to be elected shall be decided by lot by the Chairman at the Annual General Meeting.
- 10.17 The Board shall be deemed to be fully constituted and shall continue to possess all the powers set forth in these Rules notwithstanding any vacancy on the Board and the Board shall not be obliged to appoint any person or persons to vacancies occurring unless determined by the Board.
- 10.18 Notwithstanding any other provision contained within this clause 10, it is acknowledged that as at the date this Constitution was adopted the number of Directors was 10. It is agreed that it will take a period of time for the Board to align the Board as provided in this Constitution to:
- (a) no more than 8 members;
  - (b) the composition as proposed by this Constitution;
  - (c) the rotation as proposed by this Constitution,
- accordingly the Board shall have until the end of the 2018 Annual General Meeting ("the Transition Period") to make such adjustments and may during the Transition Period make such determinations necessary arising due to the number, composition and rotation of the Board not being in accordance with this Constitution.

**11. CHAIRMAN, VICE CHAIRMAN & SECRETARY**

- 11.1 The Board shall consist of a Chairman and Vice Chairman who shall be elected by the membership at the Annual General Meeting for the ensuing year.
- 11.2 The Board shall nominate a Secretary who may not necessarily be a member of the Board.

**12. PROCEDURE AT MEETINGS OF THE BOARD**

- 12.1 The Board shall meet, adjourn and otherwise regulate their meetings as it thinks fit including conducting meetings by conference call or video conference. All questions arising at any meeting shall, unless otherwise provided for in these Rules, be decided by a majority of votes (one vote per Director) and in the case of inequality of votes the Chairman shall have a second or casting vote.
- 12.2 Meetings of the Board, other than meetings conducted by conference call or video conference, shall be convened by the secretary or on either the instruction of the Chairman or on the requisition of not less than three (3) Directors and not less than ten (10) days written notice to each Director shall be provided.
- 12.3 Meetings of the Board to be conducted by conference call or video conference shall be convened by the secretary or on either the instruction of the Chairman or on the requisition of not less than three (3) Directors and not less than three (3) days written notice to each member of the Board shall be provided.
- 12.4 The quorum necessary for the transaction of business of the Board shall be not less than fifty per cent (50%) of Directors.
- 12.5 A Minute Book shall be provided and kept by the Board and all proceedings of the Association and Board shall be entered into the Minute Book. Minutes signed by the Chairman of the meeting at which the proceedings were transacted or by the Chairman of the next succeeding meeting shall be evidence of the proceedings.
- 12.6 Where Minutes of the proceedings at any meeting of the Board or Association have been made in accordance with Rule 12.5 then until the contrary is proven the meeting shall be deemed duly held and convened and all proceedings at the meeting to have been duly conducted.

**13. MANAGEMENT**

- 13.1 Management of the Association shall be vested in the Board. The Board shall report at each full meeting of the Association, subject to Rules 13.3 and 13.4 below, on the business conducted by the Board since the date of the preceding General Meeting.
- 13.2 In addition to and not in limitation of the general powers and to the specific powers expressed within these Rules it is declared that the Board shall have the following powers:

- (a) To employ and dismiss employees of the Association as it may deem necessary and upon such terms and conditions and with such duties and responsibilities as it shall define and approve.
- (b) To enter into service contracts with service providers as it may deem necessary and upon such terms and conditions and with such duties, responsibilities and obligations as it shall define and approve.
- (c) To appoint a solicitor to act on behalf of the Association.
- (d) To enter into negotiations, contracts and agreements in the name or on behalf of the Association as the Board may consider expedient or desirable for the purposes of the Association.
- (e) To purchase or take on lease or otherwise acquire any land, buildings and or any other property, real or personal which the Board may from time to time think proper and to dispose of any such property should the need arise.
- (f) To set annual subscriptions.
- (g) To invest and deal with the moneys of the Association not immediately required in such a manner as the Board may from time to time determine.
- (h) To initiate, debate and recommend the strategies and policies of the Association and monitor their implementation.
- (i) To approve the business plans, action plans and budgets and review progress towards their achievement.
- (j) To delegate any of its functions and/or duties to any employee or other nominee including any committee or subcommittee as determined by the Board from time to time and will not be liable for any loss caused by the act of nomination or the action or inaction of any employee or nominee.
- (k) To raise or borrow money in such a manner and upon such security as the Board shall think fit and to redeem or pay off such loans.
- (l) To impose fines of not more than \$1,500.00 for breach of any of the Rules contained in this Constitution or any regulations or bylaws established by the Board in accordance with this Constitution in addition to any other penalties which may be imposed under this Constitution or any regulations or bylaws established under this Constitution.
- (m) To impose penalties upon members who are in arrears in the payment of any sum payable by them to the Association.
- (n) From time to time raise levies from members for the purposes of the Association, such levies to be in addition to any annual subscriptions otherwise permitted by these Rules provided however that no such levies shall be enforced against any member unless the levy has been authorised by way of a General Meeting.

- (o) To appoint inspectors suitably qualified to inspect and if satisfied to approve all registered Angus genetics when the Association determines appropriate.
- (p) Make any regulations and bylaws for the government of the Association including, however not limited to, the registration of Angus cattle.
- (q) Subject to the express terms of this Constitution and to all laws the Board in fulfilling its duties outlined in this Constitution shall have all the same powers as a natural person.

13.3 The Board may determine for the purpose of its meetings whether such meetings are open to members and whether Minutes of the meeting shall be available to members of the Association other than the Board.

13.4 The Board shall be empowered to go into committee at any time during the course of its deliberations and to exclude any members of the Association who may otherwise have been permitted or invited to attend.

14. **CHAIR**

The holder of the Chair shall chair all General Meetings and all meetings of the Board and shall also be an ex-officio member of all committees and sub-committees appointed by the Association or the Board. In the absence of the Chairman the Vice-Chairman shall chair all General Meetings and all meetings of the Board or in the absence of the Vice-Chairman the Board may elect one of its number to the Chair.

15. **COSTS INCURRED BY THE BOARD AND PAYMENT TO MEMBERS**

15.1 Travelling expenses incurred by the Board, on official business, as determined by the Board, will be paid at a reasonable rate, relative to that which would be paid in an arms length transaction (being the open market value).

15.2 No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

16. **CESSATION OF BOARD MEMBERSHIP**

A Director cease as a Director of the Board if the Director:

- (a) Resigns from the Board by giving notice in writing addressed to the Board, or
- (b) Dies, or
- (c) Is adjudged bankrupt, or
- (d) Becomes a committed or special patient under the Mental Health Act 1969, or

- (e) Has been absent without leave from three consecutive meetings of the Board; or
- (f) No longer is a breeding member.

17. **FINANCE**

17.1 **Financial Year**

The financial year for the Association shall be 1 January to the following 31 December.

17.2 **Books & Financial Statements**

The Association shall cause to be kept proper books of accounts in which shall be kept true and complete accounts of the affairs, assets and transactions of the Association.

At the close of each financial year and at such other times as the Association may elect, a statement of financial position and statement of financial performance of the Association shall be prepared and shall be examined and the correctness thereof ascertained by the Auditor of the Association.

The Association shall deliver annually to the Registrar of Incorporated Societies such information as is required in the Incorporated Societies Act 1908. Such information shall be accompanied by a declaration from the Chairman of the Association stipulating that such information has been approved by the members of the Association at a General Meeting.

17.3 **Auditor**

The Auditor shall make a report to the members on the accounts and affairs of the Association and shall state whether in the Auditor's opinion the same are full and proper accounts properly drawn so as to exhibit a true and correct view of the Association's affairs and such report shall accompany the report of the Board at the Annual General Meeting.

17.4 **Funds of the Association**

All annual subscriptions, fees, levies, donations, subsidies or other payments made by members of the Association or by third parties to the Association from whatsoever source derived shall be paid into the bank account of the Association at a reputable bank and all payments of the Association shall be made by cheque or electronic payment signed or authorised in such manner as the Board shall from time to time direct. The funds of the Association shall be applied solely in the promotion of the objectives of the Association as set out in this Constitution.

18. **ALTERATION & INTERPRETATION OF RULES**

- 18.1 Subject to the provisions of the Incorporated Societies Act 1908 the Association may make, alter, amend or add to any of the Rules at any General Meeting of the



Association and by way of a majority of no less than two-thirds of the votes cast at that General Meeting.

- 18.2 If at any time any question shall arise as to the interpretation or construction of these Rules the same shall be determined by the members of the Board present at a General Meeting of the Association or at a meeting of the Board and any such determination shall be final and binding on the members.

19. **NOTICES**

Every notice to be given to a member under any of these Rules shall be deemed to be sufficiently given if posted, facsimiled or e-mailed to them at the address appearing in the Association's register of members and the loss or non-delivery of any such notice shall not invalidate any resolution/motion passed or anything done by the Association or Board.

20. **COMMON SEAL**

The Association shall have a Common Seal which shall be kept in the custody of the secretary for the time being and shall not be affixed to any deed, instrument, contract, document or paper unless pursuant to a resolution of the Board. The seal shall be so affixed in the presence of and attested by two (2) Directors of whom one shall be the Chairman or Vice-Chairman and such other person that the Board may appoint for that purpose.

21. **LIQUIDATION**

- 21.1 The Association may be wound up voluntarily if, at a General Meeting of the Association the members pass by simple majority a resolution to do so, provided that this initial resolution is confirmed at a subsequent General Meeting called for that purpose and as required by Section 24 of the Incorporated Societies Act 1908.
- 21.2 In the event of the Association being wound up under Section 24 of the Incorporated Societies Act 1908, the surplus assets after payment of the Association's liabilities and expenses of the winding up shall not be divided amongst the members. Rather, surplus assets shall be distributed to such other organisation or body having objects similar to that of the Association or to some charitable purpose within New Zealand as determined by the members at the subsequent General Meeting referred to in Rule 21.1 above.

22. **INDEMNITY**

The Directors shall be fully indemnified by and out of the funds of the Association against any loss, damage or expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance of their functions in terms of these Rules unless the legal proceedings instituted against them arose due to the Director's dishonesty.

23. **REGULATIONS AND BYLAWS**

These Rules and all regulations and bylaws from time to time established in accordance with this Constitution shall be deemed to be part of this Constitution and shall at all times be complied with in full by the members.

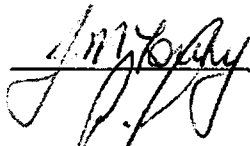
24. **CASES NOT PROVIDED FOR**

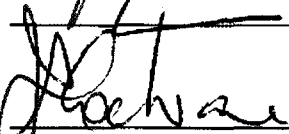
Should any circumstance arise which is not provided for in these Rules the same shall be dealt with in such manner as the Board shall think fit.


25. **DEFINITIONS & INTERPRETATION**

- 25.1 (a) "Annual General Meeting" means an Annual General Meeting called in accordance with Rule 9.1 above.
- (b) "Board" means the Board of the Association appointed in accordance with these Rules.
- (c) "Board appointed Director" means a Director appointed to the Board pursuant to Rule 10.4 above.
- (d) "Director" means a person appointed to the Board of the Association in accordance with Rule 10.
- (e) "General Meeting" means an Annual General Meeting or Special General Meeting of the Association.
- (f) "member" means any honorary life member, life member, breeding member, associate member or youth member of the Association.
- (g) "Membership appointed Director" means a Director appointed to the Board pursuant to Rule 10.2 above.
- (h) "North Island breeding member" means a breeding member who resides in the North Island.
- (i) "North Island director" means a person appointed to the Board who resides in the North Island.
- (j) "North Island voting member" means a voting member who resides in the North Island.
- (k) "South Island breeding member" means a breeding member who resides in the South Island.
- (l) "South Island director" means a person appointed to the Board who resides in the South Island.

- (m) "South Island voting member" means a voting member who resides in the South Island.
  - (n) "Special General Meeting" means a Special General Meeting called in accordance with Rule 9.2 above.
  - (o) "voting member" means any member other than an associate member or a youth member.
  - (p) "Ward" means a Wards as described in Rule 6.5 above.
- 25.2 (a) The headings contained within these Rules are inserted as a matter of convenience and do not affect the construction of these Rules.
- (b) The singular includes the plural and vice versa.

  
\_\_\_\_\_ (Member)

  
\_\_\_\_\_ (Member)

  
\_\_\_\_\_ (Member)