



Constitution

New Zealand Highland Cattle Society

May 2023

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1 NAME

The NAME of the Incorporated Society is the:

New Zealand Highland Cattle Society Incorporated [the SOCIETY].

2 REGISTERED OFFICE

The Registered Office of the SOCIETY is: the Registered Office Address as defined in the Incorporated Societies Register of the New Zealand Companies Office.

3 OBJECTIVES

- a) To develop, improve and maintain the purity and quality of the breed of cattle known as "Highland Cattle";
- b) To collect, verify, preserve and publish the pedigrees of Highland Cattle by establishing and maintaining a Herd Book;
- c) To compile and issue either electronic or hard copy publications on Highland Cattle and generally promote the names and pedigree of Highland Cattle and other useful information relating to them;
- d) To support the purchase, sell, lease or hire (whether in New Zealand or elsewhere) of Highland Cattle, semen or embryos;
- e) To promote fellowship among Highland Cattle breeders and to further their interests generally in so far as the breeding of Highland Cattle and the development of the breed in New Zealand is concerned;
- f) To enable competitive judging of animals to the agreed breed standard through SOCIETY organised or recognised events.

4 POWERS

Solely for the purpose of furthering the purposes set out above the SOCIETY shall have the power:

- a) To investigate and rectify suspicious or doubtful pedigrees of alleged Highland Cattle and any representations relating to them;
- b) To submit any question dispute or matter to arbitration in terms of "The Arbitration Act 1996" and its amendments;
- c) Subject to the provisions of "The Incorporated Societies Act, 1908" to purchase, rent, hire, take on lease, or otherwise acquire for the purposes of the Society, lands, tenements, houses, parts of houses and chattels, and to sell, let and dispose of the same.
- d) To borrow such sums of money from time to time with or without security over any property as agents of the SOCIETY, as the COUNCIL shall deem necessary for the purposes of the SOCIETY;
- e) To levy and collect subscriptions and other payments for the general purposes of the SOCIETY, and to invest the moneys of the SOCIETY not immediately required, upon such securities as may from time to time be determined by the COUNCIL;

- f) To superintend and/or advise upon sales of Highland Cattle privately or by auction on request;
- g) To co-operate with any other Society having similar objectives to the SOCIETY and to procure from, and communicate to, such Society such information as may seem likely to promote the objects of this SOCIETY;
- h) To accept gifts and donations for the benefit and objects of the SOCIETY whether effected by any trust or otherwise;
- i) To make any regulations or by-laws for the government of the SOCIETY (and from time to time to rescind, amend or alter the same) and generally to do all other such lawful things as may be incidental to the above objectives, or any of them, and calculated to protect and further the interests of breeders of pedigree Highland Cattle.

5 INTERPRETATION

- a) In this Constitution, unless the contrary intention appears:
 - "COUNCIL" means the COUNCIL of Management of the SOCIETY.
 - "GENERAL MEETING" means a general meeting of members convened in accordance with clause 7.8.
 - "ORDINARY MEMBER OF THE COUNCIL" means a member of the COUNCIL who is not an officer of the SOCIETY under clause 7.
 - "THE ACT" means the Incorporated Societies Act 1908
 - "THE REGULATIONS" means regulations under THE ACT.
- b) In these Rules, a reference to the secretary of the SOCIETY is a reference: (a) where a person holds office under these Rules as secretary of the SOCIETY to that person; and (b) in any other case, to the public officer of the SOCIETY.

6 MEMBERSHIP

6.1 Classes of Membership

There shall be four (4) classes of membership:

- a) Full Member:
A person, company or partnership, PROVIDED THAT in the case of a company or partnership a person shall be nominated as the person to have voting rights on behalf of that member (hereinafter referred to as the "Nominated Voter");
- b) Associate Member:
A person, organisation, Society or club. Associate members shall have no voting rights;
- c) Junior Member:
A person who is under the age of eighteen (18) years or is a full time student at a school, college or university. Junior members shall have no voting rights;
- d) Honorary Life Member:
The SOCIETY may on the recommendation of the COUNCIL, confer Honorary Life Membership upon any annual member or members who have rendered outstanding service or contribution to the SOCIETY.

During the lifetime of the Honorary Life Member, the Honorary Life Member or any member company or partnership which included the Honorary Life Member will be deemed to be a Full Member. The Annual Subscription will be waived during the lifetime of that Honorary Life Member.

6.2 Register of Members of the SOCIETY

The SOCIETY shall keep and maintain a register of all members in which shall be entered the full name, address and date of entry of the name of each member, and in the case of a Junior member, birth date. The register shall be available for inspection by members' at all reasonable times at the Registered Office of the SOCIETY.

6.3 Election of Members of the SOCIETY

Any person wishing to become a Member shall complete an application for Membership in such form as the COUNCIL may determine and deliver the application to the person designated by the COUNCIL who shall report the names of applicants to the first Meeting of the COUNCIL thereafter and unless the COUNCIL shall otherwise decide the applicants shall be admitted as Members of the SOCIETY.

6.4 Annual Subscriptions

The Annual Subscription for each class of membership shall be that laid down by the SOCIETY from time to time. The subscription of Annual Members shall be payable on the 1st day of January in each year in advance.

6.5 Resignation and Death of Member

- a) Any member may at any time retire from the SOCIETY on giving notice in writing to that effect to the person designated by the COUNCIL, provided that if an annual member, they shall be liable and be required to pay any subscription or other payment which may be due and unpaid at the date of their retirement.
- b) In the event of a death of a member, the personal representative or trustee is able to continue under the present membership.

6.6 Expulsion of Members

- a) Any member whose membership fees shall be in arrears twelve (12) months shall cease to be a member of the SOCIETY.
- b) Any member of the SOCIETY or of the COUNCIL who shall fail in the observance of any lawful rule, regulation or by-law of the SOCIETY, or whose conduct in any respect shall be, in the opinion of the COUNCIL, derogatory of the character or prejudicial to the objects and interests of the SOCIETY may be expelled from membership of the SOCIETY (and if a member of the COUNCIL, from the COUNCIL also) by a resolution of the COUNCIL to that effect passed by a majority of at least two-thirds of such of the members of the COUNCIL as shall be present, and vote at a Special Meeting of which not less than 21 days previous notice specifying the intention to propose a motion to such effect shall have been sent to all the members of the COUNCIL, and at which not less than three members of the COUNCIL, exclusive of the member whose expulsion is in question, if they happen to be a member of the COUNCIL, shall be present.

- c) Any member who shall be expelled from the SOCIETY or who shall for any other reason whatsoever cease to be a member thereof, shall have no claim or interest to or in the property or funds of the SOCIETY.
- d) Without prejudice to the generality of the provisions of the foregoing subsection 6.6 b) hereof it is declared that in the event of any member of the SOCIETY wilfully or carelessly making false records in any way connected with cattle registered or to be registered with the SOCIETY or failing to observe in every way the by-laws for the time being of the SOCIETY in relation to cattle so registered or to be registered, or refusing to pay any subscription, fee or fines, then and in any such case, such member shall be deemed to be guilty of conduct prejudicial to the objects and interests of the SOCIETY, and shall accordingly be liable to expulsion from the SOCIETY.
- e) In lieu of expulsion of any member pursuant to subsection 6.6 b) hereof the COUNCIL may in its discretion, in the like manner and by a similar majority, suspend such member from membership of the SOCIETY for such time and upon such terms and conditions as it shall deem fit, or it may impose a fine upon such member, and in any event the COUNCIL may cancel the registration of cattle, owned by such member, and may refuse to register any further cattle belonging to such member.
- f) A resolution of the COUNCIL under sub-clause 6.6 b) where the member exercises a right of appeal to the SOCIETY under this clause does not take effect unless the SOCIETY confirms the resolution in accordance with this clause.
- g) At a meeting of the COUNCIL held in accordance with sub-clause 6.6 f) the COUNCIL:
 - i. shall give to the member an opportunity to be heard;
 - ii. shall give due consideration to any written statement submitted by the member; and
 - iii. shall by resolution determine whether to confirm or to revoke the resolution.

7 MANAGEMENT OF THE SOCIETY

Management of the SOCIETY shall be delegated to a Council of Management.

7.1 Council of Management

- a) The affairs of the SOCIETY shall be administered by a COUNCIL consisting of not less than six and not more than nine full, or Honorary Life members of the SOCIETY, all of whom shall be breeders of Highland Cattle and they shall be elected in the manner hereinafter provided and the president shall be Chairman of the COUNCIL.
- b) Four members of the COUNCIL present shall form a quorum.
- c) Each member of the COUNCIL shall subject to these Rules, hold office for a period of three (3) years but shall be eligible for re-election.

7.2 Election of Members to the Council of Management

- a) Nominations of candidates for election as members of the COUNCIL:
 - i. shall be made in writing, signed by two (2) members of the SOCIETY and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - ii. shall be delivered to the Secretary of the SOCIETY not less than forty-two (42) days before the date fixed for the holding of the annual general meeting.

- b) If there be only the requisite number nominated to fill the vacancies the Chairman at the annual general meeting shall declare those nominated as duly elected.
- c) If there are insufficient numbers of candidates nominated the names of those nominated shall be set out in the notice convening the annual general meeting and further nominations may be verbally made and consented to at the annual general meeting and if necessary a secret ballot shall be held at the annual general meeting.
- d) Balloting:
 - i. If there be more than the requisite number nominated a list of candidates shall be circulated by the secretary by notice to all members entitled to vote so that each member should receive such list at least thirty (30) days before the annual general meeting. Such list shall indicate in the case of a member of the COUNCIL their attendance record at meetings of the COUNCIL during the preceding twelve (12) months.
 - ii. With the list of candidates the secretary shall enclose a ballot paper containing the names of the candidates only in alphabetical order. It may be accompanied by a profile of all candidates.
 - iii. Each member entitled and proposing to vote must complete the ballot paper and return it to the SOCIETY so that the ballot paper is received by the Returning Officer at least seven (7) days prior to the annual general meeting.
 - iv. The result of the ballot shall be announced to the annual general meeting and recorded in the Minutes Book.
- e) A Returning Officer and two (2) scrutineers shall be appointed by the COUNCIL. Such Returning Officer shall not be a member of the SOCIETY entitled to vote.
- f) The decision of the Returning Officer as to formality or informality of any vote shall be final.
- g) If two (2) or more candidates for a vacancy obtain an equal number of votes the Chairman of the annual general meeting shall determine between them by lot which of them shall be excluded.
- h) In the case of a Member who is a company or a partnership the Nominated Voter shall be entitled to stand as a candidate for election to the COUNCIL.
- i) The officers of the SOCIETY shall be:
 - a President;
 - a Vice-President;
 - a Treasurer; and
 - a Secretary

The positions of Treasurer and Secretary may be held by one person.

The position/s of Treasurer and/or Secretary are appointed by COUNCIL, need not be a member of the SOCIETY, but be a suitably qualified person as determined by COUNCIL.

The appointment and / or termination of the position of Secretary and / or Treasurer will be by a majority motion of COUNCIL.

In the event of the Treasurer resigning office by notice in writing to the Secretary, or in the event of the Secretary resigning by notice in writing to the COUNCIL, a suitably qualified replacement will be appointed by COUNCIL.

7.3 Vacancies

- a) For the purposes of these rules, the position of an ordinary member of COUNCIL becomes vacant if they:
 - a. Cease to be a member of the SOCIETY;
 - b. Become an insolvent under administration within the meaning of the Companies Code; or
 - c. Resign their office by notice in writing given to the secretary;
 - d. Absent themselves from two consecutive meetings of the COUNCIL without special leave of absence being granted at a duly constituted meeting of the COUNCIL.
- b) In the event of a casual vacancy in the office of a member of the COUNCIL, the COUNCIL may appoint a member of the SOCIETY to fill the vacancy. The member so appointed shall be subject to retirement from COUNCIL at the next subsequent annual general meeting of the SOCIETY but shall be eligible for election at that annual general meeting if nominated and seconded in the normal manner.
- c) Where a casual vacancy in the office of a member of COUNCIL arises and the vacancy is filled at the next Annual General Meeting, the lowest polling successful candidate for COUNCIL shall fill the vacancy rather than commence a new three year term. Where more than one casual vacancy is being filled then the appropriate number of lowest polling successful candidates shall fill the vacancies so that the replacement members with higher votes shall have the longer terms. Where there is a tie in the applicable number of votes, the chairman of the Annual General Meeting shall decide who is filling which vacancy by the drawing of lots. Each person so elected to a vacancy shall be subject to retirement from COUNCIL at the same time as if they had become a member of COUNCIL on the same day on which the member in whose place they are being elected was last elected as a member of COUNCIL.
- d) In the event of a casual vacancy in any office the COUNCIL may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.
- e) At the first meeting of the COUNCIL held after the annual general meeting each year and to be held within ninety (90) days of same, councillors shall elect from their number the officers of the SOCIETY provided that if it deems fit the COUNCIL may elect to appoint a person or persons not being a member or members of the SOCIETY to carry out the duties of Secretary and/or Treasurer and further if the COUNCIL deems fit the same person or persons may be appointed to carry out the duties of both positions.

7.4 Proceedings of Council

- a) The COUNCIL shall meet as often as deemed expedient with a minimum of two (2) meetings in each year, at such means and at such times as the COUNCIL may determine.
- b) Special meetings of the COUNCIL may be convened by the President or by any four (4) of the members of the COUNCIL.

- c) Notice shall be given to members of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- d) Any four (4) members of the COUNCIL shall constitute a quorum for the transaction of the business of a meeting of the COUNCIL.
- e) No business shall be transacted unless a quorum is present and if within 15 minutes of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned until reconvened by COUNCIL.
- f) At meetings of the COUNCIL:
 - i. the President or in their absence the Vice-President shall preside; or
 - ii. if the President and the Vice President are absent, one of the remaining members of COUNCIL as may be chosen by the members present shall preside.
- g) Questions arising at a meeting of the COUNCIL or of any sub-committee appointed by the COUNCIL shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- h) Each member present at a meeting of the COUNCIL or of any sub-committee appointed by the COUNCIL (including the person presiding at the meeting) is entitled to one vote and, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- i) Written notice of each COUNCIL meeting shall be sent to each member of the COUNCIL by delivering it to them at a reasonable time before the meeting or by sending it by pre-paid post addressed to them at their usual or last known place of abode at least one (1) week before the date of the meeting.
- j) Subject to sub-clause 7.4 d) the COUNCIL may act notwithstanding any vacancy on the COUNCIL.
- k) The COUNCIL may have an Executive to handle the day to day business of the COUNCIL consisting of the President, Vice-President, Treasurer and Secretary and such others as may be appointed from time to time.
- l) In addition to the Executive Council, the COUNCIL shall have the power to appoint Committees and Inspectors as it sees fit.
- m) The COUNCIL shall have the power to co-opt to the COUNCIL or to a sub-committee thereof such persons as it sees fit, but such co-opted persons shall not have voting rights.

7.5 Removal of Member of Council

- a) The SOCIETY in general meeting may by resolution remove any member of the COUNCIL before the expiration of their term of office and appoint another member in their stead to hold office until the expiration of the term of the first mentioned member.
- b) Where the member to whom a proposed resolution referred to in sub-clause 7.5 a) makes representations in writing to the secretary or President of the SOCIETY (not exceeding a reasonable length) and request that they be notified to the members of the SOCIETY, the secretary or the President may send a copy of the representations to each member of the SOCIETY or, if they are not so sent, the member may require that they be read out at the meeting.

7.6 Powers and Duties of the Council

The COUNCIL shall exercise all the powers and perform all the duties for which the SOCIETY has been established unless required to be exercised and performed otherwise by Statute, and shall have full power to do all such things as may be incidental or conducive to the attainment of the objects of the SOCIETY mentioned in these Rules.

The COUNCIL shall have and may exercise and perform the following powers and duties, namely:

Convene GENERAL MEETINGS

- a) It may from time to time convene and hold GENERAL MEETINGS of the SOCIETY.

Alteration of Regulations and By-laws

- b) It may from time to time make, alter and rescind regulations and by-laws for registering the names and addresses of members, for conducting the business and carrying out the objects of the SOCIETY and for conducting the business of the COUNCIL, provided however that no regulation or by-law shall be varied or rescinded unless the resolution varying or rescinding the same shall be passed at one meeting of the COUNCIL and confirmed by resolution at the next general meeting.

Maintenance of the Highland Cattle Breed Standard and Highland Cattle Registration and Herd Book Rules

- c) The COUNCIL is responsible for the maintenance, development, integrity and protection of the Highland Cattle Breed Standard and of the Highland Cattle Registration and Herd Book Rules. It may make, alter and rescind policies and procedures in order to exercise these responsibilities.
- d) It may from time to time make changes to the SOCIETY's Highland Cattle Breed Standard and rules for the registration of folds and Highland Cattle and the Herd Book providing that:
 - i. There is wide consultation with members on the proposed change
 - ii. The change is in support of the objectives of the SOCIETY
 - iii. Two thirds of 20% of the Full and Financial members vote in support of the change. The vote may be conducted by a combination of written, faxed, electronic, or face to face voting at Annual General or Special Meetings.
 - iv. All members are advised of the approved change.

Delegate Powers to Committees

- e) It may delegate its powers or duties (except the appointment and expulsion of a member of the COUNCIL or of the SOCIETY) to committees of any number of members of its body, and from time to time make, alter and rescind regulations and by-laws for conducting the business delegated to such Committees

Regulate Entries in Publications

- f) It may from time to time regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time and mode and terms of issue of, any publication of the SOCIETY, and all arrangements and details connected therewith, and in particular it shall have power, so far as it may not be fettered by any subsisting

contract or engagement, from time to time, to fix and alter the price of any publication of the SOCIETY and the charges to be levied for the insertion therein of entries relating to Highland Cattle and other matters.

Supply of Publications

- g) It may accept annual or other subscriptions of money from members of the SOCIETY, or any other person or persons, in payment for any publication of the SOCIETY, and it may make arrangements for supplying any such publication to any member or other person during their life, or for any other period, on the terms of receiving a lump sum of money in advance or on such other terms as it may think fit.

Acquire Property

- h) It may, subject to the provisions of "The Incorporated Societies Act, 1908" purchase, rent, hire, take on lease or otherwise acquire for the purpose of the SOCIETY, any lands, tenements, houses or parts of houses, and chattels, and it may sell, let and dispose of the same when and as it may think fit.

Employ Officers, etc.

- i) It may from time to time appoint, employ and remove any officers, clerks and servants, at such salaries, wages and other remuneration respectively, and with such respective duties and spheres of employment, and generally upon such terms as it may think fit.

Investment of Funds

- j) It may place any moneys of the SOCIETY not required for immediate use upon deposit at interest at any Trading Bank and it may invest any such moneys in any security in which Trustees are authorised by law to invest Trust Funds, and generally deal with the property of the SOCIETY in such manner as it may think fit, and any for the time being be empowered to do under these Rules.

Borrow Money

- k) It may borrow such sums of money from time to time with or without security over any property or assets of the SOCIETY as it shall deem necessary for the purposes of the SOCIETY.

7.7 Application of Funds

- a) The funds of the SOCIETY shall be derived from entrance fees, annual subscription, levies, donations and such other sources as the COUNCIL determines.
- b) The income and property of the SOCIETY, from whatever source derived shall be applied solely towards the promotion of the objects of the SOCIETY as set forth in this constitution, and no part thereof shall be paid or transferred directly or indirectly in any way as dividends, bonuses or otherwise howsoever, or by ways of profit to the members of the SOCIETY or any member of COUNCIL. No member shall derive any pecuniary gain, except as provided by Section 5 of "The Incorporated Societies Act, 1908".
- c) In particular but without derogating from the intention of the last preceding clause, and subject to the provisions of this constitution, the funds of the SOCIETY may be applied as approved by COUNCIL and may include:
 - i. **Legal Expenses**

In payment of the legal and other preliminary expenses incurred in the formation of the SOCIETY.

ii. Current Expenses

In payment of current expenses and other disbursements of the COUNCIL, including travelling expenses of members of the COUNCIL and Officers of the SOCIETY in the conduct of the business of the SOCIETY or in relation thereto.

iii. Payment of Salaries and Wages

In payment of the salaries, wages and other remunerations of the Secretary, Treasurer, Editor or Editors, and other Officers, Clerks and Servants for the time being of the SOCIETY. No member or associate person shall participate in or materially influence any decision in respect of payment to or on behalf or associate in respect of any income benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which should be paid in an arm's length transaction (open market value.).

iv. Payment of Prizes

In payment of any award or prize given by the SOCIETY.

v. Payment of Printing

In defraying all expenses of, or connected with the printing, publication, sale and distribution of the publication of the SOCIETY.

vi. Payment of Purchase Money, Rent, Etc

In paying the purchase money or rent of any house, lands, goods, chattels, or effects purchased or hired by the SOCIETY, or any repairs or other outgoings in respect of such premises, and in paying for any other property required by the SOCIETY.

vii. Payment of Purchase Price of Cattle

In payment of the purchase price of any Highland Cattle, semen, or embryos purchased by the SOCIETY and in defraying the expenses incurred in the purchase thereof, including commission and the expenses of insurance and transport and delivery.

viii. Expenses of Inquiry

In defraying all expenses of, or connected with, the conduct of any inquiry under these Rules.

7.8 Annual General Meeting

- a) The SOCIETY shall in each calendar year convene an annual general meeting of its members.
- b) The annual general meeting shall be held on such day as the COUNCIL determines.
- c) The annual general meeting shall be specified as such in the notice convening it.
- d) The ordinary business of the annual general meeting shall be:
 - i. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

- ii. to receive from the COUNCIL reports upon the transactions of the SOCIETY during the last preceding financial year;
- iii. to elect members of the COUNCIL; and
- iv. The Reviewer shall review the accounts of The Society prior to the Annual General Meeting and a statement showing the financial position of The Society and examined and certified by The Reviewer shall be sent to each member 10 days before the date of the meeting and laid before every Annual General Meeting.
- e) The financial year of the SOCIETY shall end on the 31st Day of December in each year.
- f) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- g) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

7.9 Special General Meeting

- a) All general meetings other than the annual general meetings shall be called special general meetings.
- b) The COUNCIL may, whenever it thinks fit, convene a special general meeting of the SOCIETY and where, but for this sub-clause, more than fifteen (15) months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- c) The COUNCIL shall on the requisition in writing of any ten (10) members of the SOCIETY, convene a special general meeting of the SOCIETY.
- d) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- e) If the COUNCIL does not cause a special general meeting to be held within one (1) month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- f) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the COUNCIL and all reasonable expenses incurred in convening the meeting shall be refunded by the SOCIETY to the persons incurring the expense.

7.10 Notice of Meeting

The Secretary of the SOCIETY shall, at least thirty (30) days before the date fixed for holding an annual or special general meeting of the SOCIETY, cause to be sent to each member of the SOCIETY addressed to **or distributed electronically as to their nominated preference recorded in the database** of the SOCIETY a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- a) No business other than that set out in the notice convening the meeting shall be transacted at any annual general or special meeting.

- b) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

7.11 Proceedings at Meetings

- a) Any meeting may be adjourned as the members present there-at shall resolve.
- b) The President of the SOCIETY, or in their absence, the Vice-President, or in their absence, any member then elected for the purpose by the members present, shall take the chair at all meetings.
- c) All questions and matters brought before Annual and Special General Meetings shall be decided by a two thirds majority of 20% of the Full and Financial Members eligible to vote of the members present [and written and or electronic votes received], each member having one vote, and in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote, in addition to their vote as a member.
- d) At all Annual General and Special General Meetings of the SOCIETY ten members shall form a quorum. Every question submitted to a meeting shall be decided in the first instance by a show of hands and the count of written and or electronic votes; and in the case of an equality of votes the Chairman shall, both on a show of hands/written/electronic vote and at a poll, have a casting vote in addition to the vote to which they are entitled as a member.
- e) Each member shall have one vote. Written and or electronic votes will be accepted but there shall be no voting by proxy.
- f) Polling:
 - i. At any meeting, a poll may be demanded by the Chairman, or by a member or members entitled to vote provided such demand is made before a member has voted by a show of hands
 - ii. If a poll be demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting may direct, and either at once or after an interval or adjournment not exceeding one month and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
 - iii. The demand for a poll may be withdrawn

7.12 Notices

All notices required by the Rules to be given to members shall be deemed to have been duly given if served personally upon a member or if posted to a member addressed to **or distributed electronically as to their nominated preference recorded in the database** of the SOCIETY.

7.13 Secretary and Registrar

- a) The Council of Management will appoint a person with responsibilities to be the secretary of the SOCIETY.
- b) The Council of Management will appoint a person with responsibilities to be the registrar of the SOCIETY.

- c) The Secretary of the SOCIETY shall keep minutes of the resolutions and proceedings of each general meeting and each COUNCIL meeting in books provided for that purpose together with a record of the names of persons present at COUNCIL meetings.
- d) The Secretary shall be the corresponding and recording officer of the SOCIETY. They shall be subject to direction through the President of the COUNCIL and shall be responsible for the carrying out of all acts, decisions and transactions determined by the COUNCIL. They shall issue notices of all meetings and shall send a written or printed copy by mail to the postal address of each member entitled to such notice setting forth the matters to be discussed.
- e) The Registrar shall receive, scrutinise and report to the COUNCIL on all applications for entry of cattle.
- f) Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the SOCIETY.
- g) The Registrar shall keep in their custody or under their control the herd register and all documents pertaining to it.

7.14 Treasurer

The Council of Management will appoint a person with responsibilities to be the treasurer of the SOCIETY.

- a) The Treasurer of the SOCIETY will:
 - i. be responsible for cash, funds and securities belonging to the SOCIETY;
 - ii. collect and receive all monies due to the SOCIETY and make all payments authorised by the SOCIETY, such payments to be made by cash or electronic means;
 - iii. keep correct accounts and books showing the financial affairs of the SOCIETY with full details of all receipts and expenditure connected with the activities of the SOCIETY.
- b) All payments, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two (2) persons authorised by the COUNCIL.

7.15 Availability of Records

All books, documents and securities of the SOCIETY shall be made available at a reasonable place and time as determined by the COUNCIL for inspection by any financial member of the SOCIETY upon such member giving the secretary reasonable notice of their desire to inspect the same.

7.16 Accounts and Audit

- a) True accounts shall be kept of all monies received and expended by the SOCIETY, the matters in respect of which such receipts and expenditure take place, and of the assets, credits and liabilities of the SOCIETY, in books of accounts which shall be kept at the registered office of the SOCIETY or at such other place or places as the SOCIETY thinks fit.
- b) The Society shall appoint at each Annual General Meeting (AGM) an accountant or reviewer to review the annual financial statements of The Society (The Reviewer.) The Reviewer shall conduct an examination with the objective of providing a report that

nothing has come to The Reviewer's attention to cause The Reviewer to believe that the financial information is not presented in accordance of The Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants and must not be a member of The Council or an employee of The Society. That if The Society appoints a reviewer who is unable to act with some reason, The Council shall appoint another reviewer as a replacement. The Council is responsible for providing The Reviewer with:

1. Access to all information of which The Council is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
 2. Additional information that The Reviewer may request from The Council for the purpose of The Review.
 3. Reasonable access to persons within The Society from whom The Reviewer determines it is necessary to obtain evidence.
- c) The financial year of the SOCIETY shall end on 31st December in each year.

7.17 Seal

- a) The SOCIETY shall have a Common Seal bearing the words "New Zealand Highland Cattle Society Incorporated" which seal shall be fixed to all deeds and documents required to be sealed.
- b) Such seal, when required to be affixed to any deed or document, shall be fixed thereto by two members of the COUNCIL, in the presence of the Secretary.
- c) Such seal shall be kept at the registered office of the SOCIETY.

8 WINDING UP OR CANCELLATION

- a) The SOCIETY may be wound up if it shall be deemed expedient by a special resolution proposed at an extraordinary general meeting of the SOCIETY called specially for that purpose by notice in accordance with these Rules and provided such resolution is carried by a simple majority of the Full Members of the SOCIETY.
- b) If upon the winding up or dissolution of this SOCIETY there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the SOCIETY, but shall be given or transferred to some other charitable institution or charitable institutions having objects similar to the objects of the SOCIETY, to be determined by the members of the SOCIETY, at or before the time of dissolution, or in default thereof, by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

9 ALTERATION OF RULES AND STATEMENT OF PURPOSES

Subject to the provisions of "the Incorporated Societies Act, 1908", any Annual Meeting or Special General Meeting may by vote in the ordinary way alter, modify or replace any of these Rules or provide any new rule, provided that notice of motion shall be given to the Secretary in writing at least six weeks before the date of any such meeting and notification thereof sent to each member of the SOCIETY addressed to, **or distributed electronically, as to their nominated preference recorded in the database** of the SOCIETY to all members at least

two weeks before such date. No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause, unless required by law. The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any replacement.

10 INDEMNITY

The COUNCIL and each and every member thereof respectively shall be fully indemnified by and out of the funds of the SOCIETY as is permissible by law and within the scope of the SOCIETY'S insurance policy against any loss, damage, 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 or professed performance of their official duties.

The Council of Management and Officers of the Society shall be liable for any loss attributable to their own dishonesty or to the wilful commission by him of an act known by him to be a breach of trust.

11 REGULATIONS AND BY-LAWS

All Regulations and By-Laws of the SOCIETY for the time being in force shall be deemed to form part of these Rules.