

CONSTITUTION

NEW ZEALAND HIGHLAND CATTLE SOCIETY INCORPORATED

29 October 2025

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1 INTRODUCTORY RULES

1.1 NAME (MANDATORY)

The name of the society is New Zealand Highland Cattle Society Incorporated (in this **Constitution** referred to as the '**Society**').

1.2 CHARITABLE STATUS (MANDATORY)

The **Society** is registered as a charitable entity under the Charities Act 2005.

1.3 DEFINITIONS (MANDATORY)

In this **Constitution**, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

'Annual General Meeting' means a meeting of the **Members** of the **Society** held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

'Chairperson' means the **Officer** responsible for chairing **General Meetings** and **Council** meetings

'Council' means the **Society's** governing body, the Council of Management.

'Constitution' means the rules in this document.

'Electronically' means any application, **Notice**, consent, attendance at meetings or other correspondence related to this **Constitution** provided by means of email, messaging services or other systems provided that the communication contains reference names, addresses, codes or phone numbers that link to the sender's membership record in the **Register of Members**'.

'General Meeting' means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of the **Society**.

'Interested Member' means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

'Interests Register' means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

‘Matter’ means—

1. the **Society’s** performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Society**.

‘Member’ means a person who has consented to become a **Member** of the **Society** and has been properly admitted to the **Society** who has not ceased to be a **Member** of the **Society**.

‘Nominated Voter’ means the person nominated as the person to have voting rights on behalf of a **Member** who is a company or partnership.

‘Notice’ to **Members** includes any notice given **Electronically**, or by post, or courier.

‘Officer’ means a natural person who is:

1. a member of the **Council**, or
2. occupying a position in the **Society** that allows them to exercise significant influence over the management or administration of the **Society**, including any Registrar, Secretary or Treasurer.

‘Register of Members’ means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

‘President’ means the **Officer** who provides leadership for the **Society** and is **Chairperson of Council, General Meetings , Special General Meetings and Annual General Meetings** when available.

‘Secretary’ means the **Officer** responsible for the matters specifically noted in this **Constitution**.

‘Society’ means the New Zealand Highland Cattle Society Incorporated.

‘Special General Meeting’ means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

‘Vice President(s)’ means the **Officer(s)** elected or appointed to deputise in the absence of the **President**.

‘Working Days’ mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.

‘Written’ or **‘In Writing’** means the delivery of documents or communication by physical (e.g. paper) or **Electronically** as defined above.

1.4 PURPOSES (MANDATORY)

Benefitting the community by:

1. To develop, improve and maintain the purity and quality of the breed of cattle known as ‘Highland Cattle’;
2. To collect, verify, preserve and publish the pedigrees of Highland Cattle by establishing and maintaining a Herd Book;
3. 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;
4. To support the purchase, sale, lease or hire (whether in New Zealand or elsewhere) of Highland Cattle, semen or embryos;
5. 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;
6. To enable competitive judging of animals to the agreed breed standard through **Society** organised or recognised events.

1.5 ACT AND REGULATIONS (RECOMMENDED)

Nothing in this **Constitution** authorises the **Society** to do anything which contravenes or is inconsistent with the **Act**, any regulations made under the **Act**, or any other legislation.

1.6 RESTRICTIONS ON SOCIETY POWERS (OPTIONAL)

The **Society** must not be carried on for the financial gain of any of its members.

The **Society’s** capacity, rights, powers, and privileges are subject to the following restrictions (if any)—

1. The Society does not have the power to borrow money.

1.7 REGISTERED OFFICE (RECOMMENDED)

The registered office of the **Society** shall be at such place in New Zealand as the **Council** from time to time determines.

Changes to the registered office shall be notified to the Registrar of Incorporated Societies—

1. at least 5 **Working Days** before the change of address for the registered office is due to take effect, and
2. in a form and as required by the **Act**.

1.8 CONTACT PERSON (MANDATORY)

The **Society** shall have at least 1 but no more than 3 contact person(s) whom the Registrar of Incorporated Societies can contact when needed.

The **Society's** contact person must be:

1. At least 18 years of age, and
2. Ordinarily resident in New Zealand.

A contact person can be appointed by the **Council** or elected by the **Members** at a **General Meeting**.

Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

1. a physical address or an electronic address, and
2. a telephone number.

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Society** becoming aware of the change.

2 MEMBERS

2.1 MINIMUM NUMBER OF MEMBERS (MANDATORY)

The **Society** shall maintain the minimum number of **Members** required by the **Act**.

2.2 TYPES OF MEMBERS (OPTIONAL)

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

There shall be four (4) classes of membership:

1. **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**');

2. **Associate Member:**

A person, organisation, Society or club. Associate **Members** shall have no voting rights;

3. **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;

4. **Honorary Life Member:**

The **Society** may on the recommendation of the **Council**, confer Honorary Life Membership upon any **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.

2.3 BECOMING A MEMBER: CONSENT (MANDATORY)

Every applicant for membership must consent in **Writing** to becoming a **Member**.

An application form completed **Electronically** shall be considered as consented and signed by the applicant.

2.4 BECOMING A MEMBER: PROCESS (MANDATORY)

An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the **Council** regarding an application for membership and will become a **Member** on acceptance of that application by the **Council**.

An application form completed **Electronically** shall be considered as completed and signed by the applicant.

The **Council** may accept or decline an application for membership at its sole discretion. The **Council** must advise the applicant of its decision.

The signed written consent of every **Member** to become a **Society Member** shall be retained in the **Society's** membership records, either in paper or electronic form.

2.5 MEMBERS' OBLIGATIONS AND RIGHTS (MANDATORY)

Every **Member** shall provide the **Society** in **Writing** with that **Member's** name and contact details (namely: physical or email address and a telephone number) and promptly advise the Society in **Writing** of any changes to those details.

1. All **Members** shall promote the interests and purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.
2. A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Society's** premises, facilities, equipment and other property, and participating in **Society** activities, but no **Member** is liable for an obligation of the **Society** by reason only of being a Member.
3. Any **Member** that is a body corporate shall provide the **Council**, in **Writing**, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's **Nominated Voter** for the purposes of voting at **General Meetings**.
4. The **Council** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Society**, and to participate in **Society** activities, including any conditions of and fees for such access, use or involvement.

2.6 SUBSCRIPTIONS AND FEES (RECOMMENDED)

The annual subscription and any other fees for membership shall be set by resolution of the **Council** (which can also decide that payment be made by periodic instalments).

Any **Member** failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 60 **Working Days** of the date the same was due for payment 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 not deemed a public event or to access or use the **Society's** premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 90 **Working Days** of the due date for payment of the subscription, any other fees, or levy the **Council** may terminate the **Member's** membership (without being required to give prior **Notice** to that **Member**).

2.7 CEASING TO BE A MEMBER (MANDATORY)

A **Member** ceases to be a **Member**—

1. by resignation from that **Member's** class of membership by **Written Notice** signed by that **Member** to the **Council**,
2. or on termination of a **Member's** membership following a dispute resolution process under this **Constitution**, or
3. on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
4. by resolution of the **Council** where—
 - a. The **Member** has failed to pay a subscription, levy or other amount due to the **Society** within 90 **Working Days** of the due date for payment.
 - b. In the opinion of the **Council** the **Member** has brought the **Society** into disrepute.

with effect from (as applicable)—

5. the date of receipt of the **Member's Notice** of resignation by the **Council** (or any subsequent date stated in the **Notice** of resignation), or
6. the date of termination of the **Member's** membership under this **Constitution**, or
7. the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
8. the date specified in a resolution of the **Council** and when a **Member's** membership has been terminated the **Council** shall promptly notify the former **Member** in **Writing** .

A **Notice** of resignation, completed **Electronically**, shall be considered as **Written** and signed by the **Member**.

2.8 OBLIGATIONS ONCE MEMBERSHIP HAS CEASED (RECOMMENDED)

A **Member** who has ceased to be a **Member** under this **Constitution**—

1. remains liable to pay all subscriptions and other fees to the **Society's** next balance date,
2. shall cease to hold himself or herself out as a **Member** of the **Society**, and
3. shall return to the **Society** all material provided to **Members** by the **Society** (including any membership certificate, badges, handbooks and manuals).
4. shall cease to be entitled to any of the rights of a **Society Member**.

2.9 BECOMING A MEMBER AGAIN (RECOMMENDED)

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 **Council**.

But, if a former **Member's** membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a **General Meeting** on the recommendation of the **Council**.

3 GENERAL MEETINGS

3.1 PROCEDURES FOR ALL GENERAL MEETINGS (MANDATORY)

The **Committee** shall give all **Members** at least **20 Working Days' Written Notice** of any **General Meeting** and of the business to be conducted at that **General Meeting**.

That **Notice** will be addressed, **Electronically** or by Post, to the **Member** at the contact address notified to the **Society** and recorded in the **Society's Register of Members**. The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

Only financial **Members** and invited guests may attend and speak at **General Meetings**—

1. in person, or **Electronically**.
2. each member shall have one vote. **Written Votes** (or those received **Electronically**) received by, or handed to, the **Council** before the commencement of the **General Meeting** will be accepted, or
3. through the authorised representative of a body corporate as notified to the **Council**, and
4. there shall be no voting by proxy.
5. no **General Meeting** may be held unless at least 10 eligible and financial **Members** attend, in person, or **Electronically**, throughout the meeting and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the chairperson of the meeting, and if at such adjourned meeting a quorum is not present those **Members** present in person or by proxy shall be deemed to constitute a sufficient quorum.

Voting at a **General Meeting** shall be by voices or by show of hands or, on demand of the chairperson or of 2 or more **Members** present, by secret ballot.

Unless otherwise required by this **Constitution**, all questions shall be decided by a simple majority of Full and financial **Members** in attendance in person or **Electronically** voting at a **General Meeting**.

Any decisions made when a quorum is not present are not valid.

The **Society** may pass a **Written** resolution in lieu of a **General Meeting**, and a **Written** resolution is as valid for the purposes of the **Act** and this **Constitution** as if it had been passed at a **General Meeting** if it is approved by no less than a simple majority of the Full and financial **Members** who are entitled to vote on the resolution. A **Written** resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on

behalf of one or more **Members**. A **Member** may give their approval to a **Written** resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the **Constitution** (for example, **Electronically**).

General Meetings may be held at one or more venues by **Members** present in person and/or **Electronically** that gives each **Member** a reasonable opportunity to participate.

All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the meeting shall elect, a **Vice President** in the first instance, another member of the **Council** to chair that meeting.

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

Any person chairing a **General Meeting** may —

1. With the consent of a simple majority of **Members** present at any **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned **General Meeting** other than the business left unfinished at the meeting from which the adjournment took place.
2. Direct that any person not entitled to be present at the **General Meeting**, or obstructing the business of the **General Meeting**, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the **General Meeting**, and
3. In the absence of a quorum or in the case of emergency, adjourn the **General Meeting** or declare it closed.

The **Council** may propose motions for the **Society** to vote on (**‘Council Motions’**), which shall be notified to **Members** with the **Notice** of the **General Meeting**.

Any **Member** may request that a motion be voted on (**‘Member’s Motion’**) at a **General Meeting**, by giving **Notice** to the **Secretary** or **Council** at least **30 Working Days** before that meeting. The **Member** may also provide information in support of the motion (**‘Member’s Information’**). If **Notice** of the motion is given to the **Secretary** or **Council** before **Written Notice** of the **General Meeting** is given to **Members**, **Notice** of the motion shall be provided to **Members** with the **Written Notice** of the **General Meeting**.

3.2 MINUTES (MANDATORY)

The **Society** must keep minutes of all **General Meetings**.

3.3 ANNUAL GENERAL MEETINGS: WHEN THEY WILL BE HELD (MANDATORY)

An **Annual General Meeting** shall be held once a year on a date and at a location and/or **Electronically** as determined by the **Council** and consistent with any requirements in the **Act**, and the **Constitution** relating to the procedure to be followed at **General Meetings** shall apply.

The **Annual General Meeting** must be held no later than the earlier of the following—

1. 6 months after the balance date of the Society
2. 15 months after the previous **Annual General Meeting**.

3.4 ANNUAL GENERAL MEETINGS: BUSINESS (MANDATORY)

The business of an **Annual General Meeting** shall be to—

1. confirm the minutes of the last **Annual General Meeting** and any **Special General Meeting(s)** held since the last **Annual General Meeting**,
2. adopt the annual report on the operations and affairs of the **Society**,
3. adopt the **Council's** report on the finances of the **Society**, and the annual financial statements
4. consider any motions of which prior **Notice** has been given to **Members** with **Notice** of the **Meeting**, and
5. consider any general business.

The **Council** must, at each **Annual General Meeting**, present the following information

—

1. an annual report on the operation and affairs of the **Society** during the most recently completed accounting period,
2. the annual financial statements for that period, and
3. **Notice** of any disclosures of conflicts of interest made by **Officers** during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

3.5 SPECIAL GENERAL MEETINGS (MANDATORY)

Special General Meetings may be called at any time by the **Council** by resolution.

The **Council** must call a **Special General Meeting** if it receives a **Written** request signed by at least 10 Full and Financial **Members**.

Any resolution or **Written** request must state the business that the **Special General Meeting** is to deal with.

The rules in this **Constitution** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Council's** resolution or the **Written** request by **Members** for the **Special General Meeting**.

4 COUNCIL OF MANAGEMENT

4.1 COUNCIL COMPOSITION (MANDATORY)

The Council will consist of at least six **Councillors** and no more than nine Full, or Life and financial **Members** or representatives of bodies corporate that are Full and financial **Members** of the **Society**.

4.2 FUNCTIONS OF THE COUNCIL (MANDATORY)

From the end of each **Annual General Meeting** until the end of the next, the **Society** shall be managed by, or under the direction or supervision of, the **Council**, in accordance with the Incorporated Societies Act 2022, any Regulations made under that **Act**, and this **Constitution**.

4.3 POWERS OF THE COUNCIL (MANDATORY)

The **Council** has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the **Society**, subject to such modifications, exceptions, or limitations as are contained in the **Act** or in this **Constitution**.

4.4 SUB-COMMITTEES (RECOMMENDED)

The **Council** 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 **Council** —

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

4.5 GENERAL MATTERS: COUNCIL

The **Council** and any sub-committee may act by resolution approved during 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 **Council** or sub-committee meeting.

Other than as prescribed by the **Act** or this **Constitution**, the **Council** or any sub-committee may regulate its proceedings as it thinks fit.

5 COUNCIL MEETINGS

5.1 PROCEDURE (MANDATORY)

The quorum for **Council** meetings is at least four of the members of the **Council**.

A meeting of the **Council** may be held either—

1. by a number of the members of the **Council** who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
2. by means of audio, or audio and visual, communication by which all members of the **Council** participating and constituting a quorum can simultaneously hear each other throughout the meeting.

A resolution of the **Council** is passed at any meeting of the **Council** if a majority of the votes cast on it are in favour of the resolution. Every **Councillor** on the **Council** shall have one vote.

The members of the **Council** shall elect one of their number as chairperson of the **Council and President** of the **Society**. If at a meeting of the **Council**, the chairperson is not present, the members of the **Council** present may choose one of their number to be chairperson of the meeting. The chairperson does have a casting vote in the event of a tied vote on any resolution of the **Council**.

Except as otherwise provided in this **Constitution**, the **Council** may regulate its own procedure.

5.2 FREQUENCY (RECOMMENDED)

The **Council** shall meet 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 **President** or Secretary.

The Secretary, or other **Council** member nominated by the **Council**, shall give to all **Council** members not less than 5 **Working Days' Notice** of **Council** meetings, but in cases of urgency a shorter period of **Notice** shall suffice.

6 OFFICERS

6.1 QUALIFICATIONS OF OFFICERS (MANDATORY)

Every **Officer** must be a natural person who —

1. has consented in **Writing** to be an officer of the **Society**, and
2. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an **Officer** of the **Society**.

Officers must not be disqualified under section 47(3) of the **Act** or section 36B of the Charities Act 2005 from being appointed or holding office as an **Officer** of the **Society**, namely —

1. a person who is under 16 years of age
2. a person who is an undischarged bankrupt
3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
4. A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 - a. an offence under subpart 6 of Part 4 of the **Act**
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c. an offence under section 143B of the Tax Administration Act 1994
 - d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
6. a person subject to:
 - a. a banning order under subpart 7 of Part 4 of the **Act**, or
 - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the **Act**.

Prior to election or appointment as an **Officer** a person must —

1. consent in **Writing** to be an **Officer**, and
2. certify in **Writing** that they are not disqualified from being elected or appointed as an **Officer** either by this **Constitution** or the **Act**.

Note that only a natural person may be an **Officer** and each certificate shall be retained in the **Society's** records.

6.1.1 Officers' duties (RECOMMENDED)

At all times each **Officer**:

1. shall act in good faith and in what he or she believes to be the best interests of the **Society**,
2. must exercise all powers for a proper purpose,
3. must not act, or agree to the **Society** acting, in a manner that contravenes the **Act** or this **Constitution**,
4. when exercising powers or performing duties as an **Officer**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
 5. the nature of the **Society**,
 6. the nature of the decision, and
 7. the position of the **Officer** and the nature of the responsibilities undertaken by him or her
8. must not agree to the activities of the **Society** being carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, or cause or allow the activities of the **Society** to be carried on in a manner likely to create a substantial risk of serious loss to the **Society** or to the **Society's** creditors, and
9. must not agree to the **Society** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Society** will be able to perform the obligation when it is required to do so.

6.2 ELECTION OR APPOINTMENT OF OFFICERS (MANDATORY)

6.2.1 Council of Management

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.

6.2.1.1 Election of Members to the Council of Management

1. Nominations of candidates for election as members of the **Council**

- a. shall be made in **Writing**, signed by two **Members** of the **Society** and accompanied by the **Written** consent of the candidate (which may be endorsed on the form of nomination); and
 - b. shall be delivered to the Secretary of the **Society** not less than 30 **Working Days** before the date fixed for the holding of the **Annual General Meeting**.
2. If there be only the requisite number nominated to fill the vacancies the Chairperson at the annual general meeting shall declare those nominated as duly elected.
3. 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**.
4. Balloting:
 - a. 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 20 **Working 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.
 - b. With the list of candidates the secretary shall enclose a ballot paper containing the names of the candidates, in alphabetical order. The ballot paper shall be able to be identified back to the voting **Member**. It may be accompanied by a profile of all candidates.
 - c. 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 five (5) **Working Days** prior to the **Annual General Meeting**.
 - d. The result of the ballot shall be announced to the **Annual General Meeting** and recorded in the minutes of that meeting.
5. 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.
6. The decision of the Returning Officer as to formality or informality of any vote shall be final.
7. 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.
8. 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**.

9. Voting papers and ballots may be distributed to Members and received from Members by paper or **Electronically**

6.2.1.2 *Appointed officers*

The **Council** shall appoint suitably qualified persons to provide management (such as Registrar, Secretary and Treasurer functions) to the **Society**.

Such appointed persons will:

1. Be deemed **Officers** under the **Act** and comply with all requirements of **Officers** under this **Constitution**
2. Be appointed on the terms and conditions set by the **Council**
3. Be appointed with the simple majority approval of the **Council**

6.3 TERM (MANDATORY)

The term of office for all **Officers** elected to the **Council** shall be 3 year(s), expiring at the end of the **Annual General Meeting** in the year corresponding with the last year of each Officer's term of office.

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.

The **Member** duly elected at that **Annual General Meeting** shall hold office until the original expiry date of the Member who retired, causing the vacancy.

6.4 REMOVAL OF OFFICERS (MANDATORY)

An **Officer** shall be removed as an **Officer** by resolution of the **Council** or the **Society** where in the opinion of the **Council** or the **Society** —

1. The **Officer** has brought the **Society** into disrepute.
2. The **Officer** has failed to disclose a conflict of interest.
3. The **Council** passes a vote of no confidence in the **Officer**.

with effect from (as applicable) the date specified in a resolution of the **Council** or **Society**.

6.5 CEASING TO HOLD OFFICE (RECOMMENDED)

An **Officer** ceases to hold office when they resign (by **Notice in Writing** to the **Council**), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each **Officer** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Council** all books, papers and other property of the **Society** held by such former **Officer**.

6.6 CONFLICTS OF INTEREST (MANDATORY)

An **Officer** or member of a sub-committee who is an **Interested Member** in respect of any **Matter** being considered by the **Society**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

1. to the **Council** and or sub-committee, and
2. in an **Interests Register** kept by the **Council**.

Disclosure must be made as soon as practicable after the **Officer** or member of a sub-committee becomes aware that they are interested in the **Matter**.

An **Officer** or member of a sub-committee who is an **Interested Member** regarding a **Matter**—

1. must not vote or take part in the decision of the **Council** and/or sub-committee relating to the **Matter** unless all members of the **Committee** who are not interested in the **Matter** consent; and
2. must not sign any document relating to the entry into a transaction or the initiation of the **Matter** unless all members of the **Council** who are not interested in the **Matter** consent; but
3. may take part in any discussion of the **Council** and/or sub-committee relating to the **Matter** and be present at the time of the decision of the **Council** and/or sub-committee (unless the **Council** and/or sub-committee decides otherwise).

However, an **Officer** or member of a sub-committee who is prevented from voting on a **Matter** may still be counted for the purpose of determining whether there is a quorum at any meeting at which the **Matter** is considered.

Where 50 percent or more of **Officers** are prevented from voting on a **Matter** because they are interested in that **Matter**, a **Special General Meeting** must be called to consider and determine the **Matter**, unless all non-interested **Officers** agree otherwise.

Where 50 percent or more of the members of a sub-committee are prevented from voting on a **Matter** because they are interested in that **Matter**, the **Council** shall consider and determine the **Matter**.

7 RECORDS

7.1 REGISTER OF MEMBERS (MANDATORY)

The **Society** shall keep an up-to-date **Register of Members**.

For each current **Member**, the information contained in the **Register of Members** shall include —

1. Their name, and
2. The date on which they became a **Member** (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
3. Their last class of membership, and
4. Their contact details, including —
 - a. A physical address or an electronic address, and
 - b. A telephone number.

The register will also include each **Member's** —

1. postal address
2. email address (if any)
3. whether the **Member** is financial or unfinancial

Every current **Member** shall promptly advise the **Society** of any change of the **Member's** contact details.

The Society shall also keep a record of the former **Members** of the **Society**. For each Member who ceased to be a **Member** within the previous 7 years, the **Society** will record:

1. The former **Member's** name, and
2. The date the former **Member** ceased to be a **Member**.

7.2 INTERESTS REGISTER (MANDATORY)

The **Council** shall at all times maintain an up-to-date register of the interests disclosed by **Officers** and by members of any sub-committee.

7.3 ACCESS TO INFORMATION FOR MEMBERS (MANDATORY)

A **Member** may at any time make a **Written** request to the **Society** for information held by the **Society**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Society** must, within a reasonable time after receiving a request —

1. provide the information, or
2. agree to provide the information within a specified period, or

3. agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Society** (which must be specified and explained) to meet the cost of providing the information, or
4. refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Society** may refuse to provide the information, the **Society** may refuse to provide the information if —

1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Society** or of any of its **Members**, or
3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Society**, or
4. the information is not relevant to the operation or affairs of the **Society**, or
5. withholding the information is necessary to maintain legal professional privilege, or
6. the disclosure of the information would, or would be likely to, breach an enactment, or
7. the burden to the **Society** in responding to the request is substantially disproportionate to any benefit that the **Member** (or any other person) will or may receive from the disclosure of the information, or
8. the request for the information is frivolous or vexatious, or
9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this **Constitution** and the **Act**.

If the **Society** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Society** —

1. that the **Member** will pay the charge; or
2. that the **Member** considers the charge to be unreasonable.

Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

8 FINANCES

8.1 CONTROL AND MANAGEMENT (MANDATORY)

The funds and property of the **Society** shall be—

1. controlled, invested and disposed of by the **Council**, subject to this **Constitution**, and
2. devoted solely to the promotion of the purposes of the **Society**.

The **Council** shall maintain bank accounts in the name of the **Society**.

All money received on account of the Society shall be banked within 10 **Working Days** of receipt.

All accounts paid or for payment shall be submitted to the **Council** for approval of payment.

The **Council** must ensure that there are kept at all times accounting records that—

1. correctly record the transactions of the **Council**, and
2. allow the **Council** to produce financial statements that comply with the requirements of the **Act**, and
3. would enable the financial statements to be readily and properly audited (if required under any legislation or the **Society's Constitution**).

The **Council** must establish and maintain a satisfactory system of control of the **Society's** accounting records.

The accounting records must be kept in **Written** form or in a form or manner that is easily accessible and convertible into **Written** form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the **Society**.

8.1.1 Financial audit or review

The **Society** shall appoint at each **Annual General Meeting** 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.

8.2 BALANCE DATE (MANDATORY)

The **Society's** financial year shall commence on 01 January of each year and end on 31 December (the latter date being the **Society's** balance date).

9 DISPUTE RESOLUTION

9.1 MEANINGS OF DISPUTE AND COMPLAINT (MANDATORY)

A dispute is a disagreement or conflict involving the **Society** and/or its **Members** in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints subcommittee) a **Notice in Writing** that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Society**.

The **Society** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice in Writing** that—

1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

All **Members** (including the **Council**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Society's** activities.

The complainant raising a dispute, and the **Council**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

9.2 HOW COMPLAINT IS MADE (MANDATORY)

1. A **Member** or an **Officer** may make a complaint by giving to the **Council** (or a complaints subcommittee) a **Notice in Writing** that—
 - a. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the **Society**.
2. The **Society** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a **Notice in Writing** that—
 - a. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under subclause (1b.) or (2b.) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

9.3 PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD (MANDATORY)

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Society** makes a complaint—
 - a. the **Society** has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an **Officer** may exercise that right on behalf of the **Society**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Society** may be given the right to be heard, they must be taken to have been given the right if—
 - a. they have a reasonable opportunity to be heard in **Writing** or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the **Member's**, **Officer's**, or **Society's Written** or verbal statement or submissions (if any) are considered by the decision maker.

9.4 PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD (MANDATORY)

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Society** (the 'respondent')—
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the **Society's Constitution** or bylaws or this **Act**; or
 - c. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.
2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Society**, an **Officer** may exercise the right on behalf of the **Society**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in **Writing** or at an oral hearing (if one is held); and

- c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d. an oral hearing (if any) is held before the decision maker; and
- e. the respondent's **Written** statement or submissions (if any) are considered by the decision maker.

9.5 INVESTIGATING AND DETERMINING DISPUTE (MANDATORY)

1. The **Society** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

9.6 SOCIETY MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT (MANDATORY)

Despite the 'Investigating and determining dispute' rule above, the **Society** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a **Member** or an **Officer** has engaged in material misconduct;
 - b. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**;
 - c. that a **Member's** rights or interests or **Members'** rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.
7. The complaint is made anonymously.

9.7 SOCIETY MAY REFER COMPLAINT (MANDATORY)

1. The **Society** may refer a complaint to—
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

2. The **Society** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

9.8 DECISION MAKERS (MANDATORY)

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Council** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

10 LIQUIDATION AND REMOVAL FROM THE REGISTER

10.1 RESOLVING TO PUT SOCIETY INTO LIQUIDATION (RECOMMENDED)

The **Society** may be liquidated in accordance with the provisions of Part 5 of the **Act**.

The **Council** shall give 20 **Working Days Written Notice** to all **Members** of the proposed resolution to put the **Society** into liquidation.

The **Council** shall also give **Written Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to put the **Society** into liquidation must be passed by a simple majority of all **Members** present and voting.

10.2 RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER (RECOMMENDED)

The **Society** may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the **Act**.

The **Council** shall give 20 **Working Days Written Notice** to all **Members** of the proposed resolution to remove the Society from the Register of Incorporated Societies.

The **Committee** shall also give **Written Notice** to all **Members** of the **General Meeting** at which any such proposed resolution is to be considered. The **Notice** shall include all information as required by section 228(4) of the **Act**.

Any resolution to remove the **Society** from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

10.3 SURPLUS ASSETS (MANDATORY)

If the **Society** is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**, and if any property remains after the settlement of the **Society's** debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

11 ALTERATIONS TO THE CONSTITUTION

11.1 AMENDING THIS CONSTITUTION (MANDATORY)

All amendments must be made in accordance with this **Constitution**. Any minor or technical amendments shall be notified to **Members** as outlined in section 31 of the **Act**.

The **Society** may amend or replace this **Constitution** at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

That amendment could be approved by a resolution passed in lieu of a meeting but only if allowed by this **Constitution**.

Any proposed resolution to amend or replace this **Constitution** shall be signed by at least 2 eligible **Members** and given in **Writing** to the Committee at least 30 **Working Days** before the **General Meeting** at which the resolution is to be considered and accompanied by a **Written** explanation of the reasons for the proposal.

At least 20 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Council** shall give to all **Members Notice** of the proposed resolution, the reasons for the proposal, and any recommendations the **Council** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the **Act** for registration, and shall take effect from the date of registration.

If the **Society** is registered as a charity under the Charities Act 2005 the amendment shall also be notified to Charities Services as required by section 40 of that **Act**.

12 OTHER

12.1 BYLAWS (OPTIONAL)

The **Council** from time to time may make and amend bylaws, and policies for the conduct and control of **Society** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with this **Constitution**, the **Act**, regulations made under the **Act**, or any other legislation.

12.1.1 Alteration of Regulations and By-laws

The **Council** 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.

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

1. 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.
2. The **Council** 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:
 - a. There is wide consultation with members on the proposed change
 - b. The change is in support of the objectives of the **Society** and a simple majority of those **Members** present and voting members vote in support of the change. The vote may be conducted by a combination of **Written**, electronic, or face to face voting at an **Annual General** or **General Meeting**.
 - c. All **Members** are advised of the approved change.