

**New Zealand
Warmblood
Association Inc.**

CONSTITUTION

(Revised February 2022)



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INTRODUCTION

1. Interpretation

In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:

'Act' means the Incorporated Societies Act 1908 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.

Committee means the managing committee as set out in clause 11;

General Meeting means any Annual General Meeting or any Special General Meeting, but not a meeting of the Committee;

Member is a member of the Society according to the meaning given in clauses 4 and 5;

Any reference to *vote* in these rules is specific to membership type as defined in clause 4.1 - Only memberships with full voting rights shall have the right to vote;

President means the president of the Committee as elected under clause 11;

Registered Office means - The Registered Office of the Society and shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute;

Related Person means for the purpose of clause 21 and in relation to any business to which section CW 4(1)(c) of the Income Tax Act 2007 applies, a person specified in paragraphs (i) to (iv) of subsection (5)(b) of that section, the relevant persons in relation to the Society including:

- (a) a Member or Committee Member or a shareholder or officer of any company by which the business is carried on;
- (b) a person associated with a Member, Committee Member or shareholder or officer already mentioned (and for the purposes of this definition, whether a person is associated with another person is determined by subpart YB of the Income Tax Act 2007);

Resolution in Writing means a resolution as defined in clause 10;

Special Resolution means a resolution approved by 75% of those Members entitled to vote and who vote in person or by proxy;

Year means the period from 1 July to 30 June.

Days means clear calendar days.

In these Rules:

- (a) A reference to a clause or a Schedule is to a clause or Schedule of these Rules.
- (b) A reference to an enactment or any regulations is a reference to that enactment, or those regulations as amended, or to any enactment or those regulations that have been substituted for that enactment or those regulations.
- (c) Headings appear as a matter of convenience and shall not affect the construction of these Rules.
- (d) The Schedules form part of these Rules.
- (e) The singular includes the plural and vice versa, and words importing one gender include the other gender.

2. **Name**

The name of the society is 'New Zealand Warmblood Association Incorporated' (In these rules referred to as "the Society").

3. **Purpose of the Society**

3.1 The purpose of the Society is to:

- (a) To encourage and improve the breeding, conformation, soundness, and quality of New Zealand bred Warmblood horses and to maintain the integrity of the breed.
- (b) To register eligible horses (in accordance with the rules of the Society).
- (c) To assist its members in the development of the breed.
- (d) To align with international standards as members of the World Breeders Federation for Sport Horses.
- (e) To promote the use of the Warmblood Horse across all equestrian disciplines.
- (f) Do anything necessary or helpful to the above purpose.

3.2 Financial gain is not a purpose of the Society.

4. **Membership of the Society**

4.1 Types of Members

Full Member: Those Members aged 18 years or over who have met the conditions of Clause 5.1 – Full Members have **FULL** voting rights.

Junior Member: Those Members aged under 18 years at the date of commencement/renewal of membership, who have met the conditions of Clause 5.1 – Junior members shall have all the rights and privileges of a Full member though shall have **NO** voting rights.

Honorary Life Member: This membership may be bestowed by resolution on a member by the membership at a General Meeting for outstanding services to the 'Society' - Honorary Life Members shall have all the rights and privileges of a Full Member including **FULL** voting rights and shall be subject to all the same duties as a Member except are exempt from paying any membership fees.

Overseas Member: This membership is for people residing outside of New Zealand for more than a 6-month period of any year, who have met the conditions of Clause 5.1. - Overseas members shall have all the rights and privileges of a Full member though shall have **NO** voting rights.

Associate Member: This membership may be assigned from time to time at the discretion of the Committee where an applicant has met the conditions of clause 5.1 but does not meet approval for Full Membership with voting rights - Associate members will have all the rights and privileges of a Full member though shall have NO voting rights.

- 4.2 Memberships comprise of different classes of membership as set out in these Rules or as decided by the Society in accordance with these Rules.
- 4.3 Members have the rights and responsibilities set out in these Rules.
- 4.4 Membership is annual and shall coincide with the Society financial year.
- 4.5 A Member is an individual admitted to membership under these rules who has not ceased to be a Member of the Society. No Incorporated or unincorporated bodies may be members.
5. **Admission of Members**
 - 5.1 To become a Member of the Society a person (the Applicant) must:
 - (a) Complete an application form as approved by the Committee from time to time, providing the Society with that Members name and contact details (including postal address, telephone numbers(s), and email address); and
 - (b) Supply any other information that the Committee requires.
 - 5.2 The Committee may interview the Applicant when it considers the application for membership.
 - 5.3 The Committee shall have complete discretion to accept or decline the Application for Membership. The Committee shall advise the Applicant of its decision and that decision shall be final. The Committee is not required to provide reason for that decision.
 - 5.4 Membership shall be deemed to be active only when the approved Applicant has paid to the Society the prescribed fee or such other amount as the Committee determines from time to time to constitute a membership fee ("Membership Fee").
 - 5.5 No fee is payable until membership is accepted.
 - 5.6 Member Subscriptions are annual and do not automatically roll into the next financial year, namely 1 July to 31 June each year.

5.7 Reapplication and approval for Membership may be required from time to time at the discretion of the Committee, by signing and submitting an updated membership form at the commencement of the Society financial year (to meet new privacy laws etc).

5.8 Annual Membership:

- (a) shall not confer on any Member the right to receive any of the income or capital of the Society or to control the Committee in the exercise of its functions;
- (b) shall not confer an expectation that membership will be renewed in subsequent years.
- (c) shall confer rights to:
 - (i) receive Member-specific correspondence from the Society;
 - (ii) subject to clause 6, attend and vote at meetings of Members or on a Resolution in Writing;
 - (iii) nominate and vote on the election of Committee Members;
 - (iv) vote on amendments to these Rules; and
 - (v) vote on a liquidation of the Society.

5.9 Change of Membership type

- (a) If an Associate member wishes to appeal their membership type, a written application including the reasons why Full Membership should be granted must be presented by way of General Meeting. Application to be received by the Secretary allowing 28 days' notice thereof for appeal to the Society.
- (b) The Society Shall then decide by Majority vote, the Societies vote shall be final.

5.10 Obligations of Members

- (a) All Members will promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

6. **Conflict of Interest**

6.1 A conflict of interest arises where any Member's interests or duties in a particular matter conflict or might conflict with the Member's duty to the Society.

6.2 Where a conflict of interest arises for a Member, that Member must declare the nature of the conflict or the potential conflict and file the appropriate form with the Registrar. The Member must not take part in deliberations of proceedings including decision making in relation to the conflict of interest. The Member must not be counted in the quorum required for decision making on the matter for which the Member has a conflict of interest.

7. **Termination of Membership**

- 7.1 The membership of any person may be terminated by majority resolution of the Committee if:
- (a) the Committee receives at the Registered Office a written resignation signed by that Member; or
 - (b) the Member has failed to pay the Membership fee within 3 months of the membership renewal date referred to in clause 4.3 above.
- 7.2 If, for any reason whatsoever, the Committee is of the view that a Member has acted in wilful contravention of these Rules, or has been, in the reasonable opinion of the Committee, guilty of misconduct of any kind, whether or not affecting the Society, or of acting against the best interests of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
- (a) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society.
 - (b) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - (c) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - (d) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.
- 7.3 Fourteen days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- 7.4 If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting to be held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- 7.5 All Membership and Voting rights of the Member shall be suspended during the appeal process.
- 7.6 When the Member is heard at a Society Meeting, the Society may question the Member and the Committee Members.

- 7.7 The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.
- 7.8 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 Committee.
- 7.9 However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.

8. Register of Members

- 8.1 The Committee must keep a register of Members at the Registered Office including their names, addresses, email addresses (if any) and the date they became a Member ("the Register").
- 8.2 Every Member shall promptly advise the Society of any changes and or updates to those details supplied in clause 5.1 (a) as they may arise.
- 8.3 Each Member shall provide such other details as the Committee requires.
- 8.4 Members shall have reasonable access to the Register of Members.

9. Meetings

- 9.1 The Society must in each Year hold an Annual General Meeting which must be called by written notice in accordance with Schedule 1.
- 9.2 The Annual General Meeting must be held at the time and place designated by the Committee.
- 9.3 Not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next.
- 9.4 All general meetings other than Annual General Meetings shall be called Special General Meetings.
- 9.5 Whenever it thinks fit, the Committee may convene a Special General Meeting and any notice in respect of that meeting must clearly state the business to be considered at the meeting.
- 9.6 The President must, upon receiving a request in writing by any number of Members representing not less than 10% of all Members having the right to vote, convene a Special General Meeting within 28 days, and notice of this meeting must state clearly the business to be considered at the meeting.
- 9.7 Schedule 1 governs the proceedings at meetings of Members.

10. Resolution in Lieu of Meeting

- 10.1 Subject to clauses 10.2 and 10.3, a Resolution in Writing agreed to by a 75% majority of the Members voting validly on the resolution (Resolution in Writing) is as valid as if it had been passed at a meeting of Members.

10.2 To be valid, a Resolution in Writing must:

- (a) relate to a matter that is required by these Rules to be decided at a meeting of the Members (but not be a decision under clause 24 (liquidation)); and
- (b) have been agreed to by the requisite majority of Members who are entitled to vote and have voted validly; and
- (c) have been validly voted on by at least 10% of the Members entitled to vote on that Resolution in Writing.

10.3 A Resolution in Writing may be instigated by:

- (a) the Committee; or
- (b) the President, upon receiving a request in writing by any number of Members representing not less than 10% of all Members having the right to vote.

10.4 Any Resolution in Writing under this clause 10 may consist of:

- (a) one or more documents in similar form each signed by a Member; or
- (b) one or more communications in similar form each sent by a separate Member.

10.5 The forms distributed to Members for their vote on the Resolution in Writing must specify the time and date by which votes must be submitted for the resolution (the Closing Date) and the means by which Members can vote. The forms may be distributed to Members by post or electronic means to the last-known address (or electronic address) of the Member and may be returned by post or electronic, as notified to members by the Committee.

10.6 For a vote of a Member on a Resolution in Writing to be valid it must be submitted to the Registered Office (or, in the case of an email vote, the specified Society email address) by the Closing Date. The Closing Date must be at least 21 days after the resolution was sent to Members. The Committee may extend the Closing Date once, by up to one month, if the requirement in clause 10.2(c) (minimum number of votes) has not been met.

10.7 A Resolution in Writing may be valid under this clause 10 without any prior notice of the anticipated resolution being given to the Members.

10.8 If the Committee considers it appropriate, it may draw up protocols under which a valid vote for the election of Committee Members by Resolution in Writing may be made by any electronic means. These protocols must incorporate sufficient means of identifying the Member voting and of ensuring that only a single vote for each candidate is accepted from a Member.

11. **Managing Committee**

11.1 The Society shall have a Managing committee ("the Committee") comprising of:

- (a) the President

- (b) the Vice President
- (c) the Secretary
- (d) the Treasurer and
- (e) a maximum of 5 General Committee elected that may or may not include
- (f) the Registrar.

11.2 A Committee member may fill one or more role on Committee

11.3 To be eligible for election the candidate must have been a current Full Member of the Society for more than 6 Calendar Months; and

11.4 Prior to election or appointment, every Nomination for the position of President and Committee Member must be:

- (a) on the completed Nomination for Election Form as approved by the Committee from time to time.
- (b) able to certify that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act.
- (c) authorised in writing or electronically by the nominee, proposer, and seconder, all being Full Members of the Society for more than 6 Calendar months.
- (d) accompanied by a brief biography to be used to ascertain whether the nominee has the appropriate skills to undertake the position and this shall be sent out to voters to assist them with their voting decisions.
- (e) lodged with the Secretary 21 days prior to the date set for the General Meeting.

11.5 Nominations will be

- (a) verified by the Registrar to ensure that that the nominee meets all criteria for assuming the nominated position prior to the nomination being accepted.
- (b) Nominees will be notified by the Secretary that their nomination has been accepted or declined. If the nomination is declined a reason must be provided to substantiate the decision.

11.6 The following persons are disqualified from being appointed or holding office as a Committee Member:

- (a) a person who is under 18 years of age.
- (b) a person who is an undischarged bankrupt.
- (c) 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,

- (d) a person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005.
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - i. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - ii. an offence under section 143B of the Tax Administration Act 1994;
 - iii. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (ii),
 - iv. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,

11.7 The election of Committee Members must either be elected by Members at an Annual General Meeting or by electronic/postal vote immediately prior to the Annual General Meeting (so that the results of the election can be counted at the Annual General Meeting by an appointed scrutineer and announced). For the avoidance of doubt, there is no obligation to appoint all the candidates to fill the vacancies.

11.8 Elections shall be conducted as follows:

- (a) 42 days prior to the date set for the Annual General Meeting, notification of vacant positions and Nomination for Election forms shall be sent to all Members by the Secretary.
- (b) 21 days prior to the date set for the Annual General Meeting All Nominations for Election forms must have been returned to the Secretary.
- (c) 14 days prior to the date set for the Annual General Meeting the Secretary shall send the list of Nominee's and Candidate biographies to all Members.
- (d) Members will have one (1) vote per vacant position.
- (e) Out of the number of votes cast a candidate must receive more than 40% votes to be successful.
- (f) If there are more successful candidates than there are vacancies, those with the most votes will fill the vacancies.
- (g) The term for an elected President and Committee Member shall be 2 years.
- (h) Rotation of Committee will commence as follows:

- i. At the 2021 AGM those committee members first elected to Committee previous to the 2019 AGM will retire by rotation. Those elected at the 2019 or 2020 AGM for the first time will remain on the committee.
 - ii. At the 2022 AGM those committee members first elected to Committee in 2019 will retire by rotation.
 - iii. At the 2023 AGM those committee members first elected to Committee in 2020 will retire by rotation
 - (i) Retiring Committee members shall be eligible for re-election.
 - (j) In the event of insufficient nominations being received by the Secretary by the date outlined in sub clause 11.4 (e), then but not otherwise the members shall be notified of the remaining number and details of positions not filled not less than 14 days prior to the date of the AGM. Nominations may be called for from those members present at the AGM (subject to clause 11.3 and 11.6) and accepted where the nominee provides in person or in writing their acceptance of the nomination.
- 11.9 A Committee Member ceases to be a Committee Member when:
- (a) they resign by giving written notice to the Committee.
 - (b) membership fees are unpaid as per 7.1 subclause (b)
 - (c) they are removed by majority vote of the Society at a Society Meeting; or
 - (d) their term expires.
- 11.10 Subject to the provision of clause 11.3 & 11.6 the Committee may at any time appoint a Member of the Society to fill a casual vacancy (whether arising due to the resignation of a Committee Member during his or her term or lack of appointed candidates). Any Committee Member so appointed shall:
- (a) hold office only until the next Annual General Meeting or Resolution in Writing as determined by the Committee and shall then be eligible for re-election.
- 11.11 The Committee may remove any elected Committee Member, or Committee Member appointed to fill a casual vacancy before the expiration of his or her period of office.
- 11.12 Schedule 2 governs the proceedings of meetings of the Committee.
- 12. Role of the Managing Committee**
- 12.1 Subject to the terms of these Rules, the role of the Committee is to:
- (a) Administer, manage, and control the Society;
 - (b) Carry out the purposes of the Society;
 - (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;

- (d) Elect from within its number a Vice-President, a Secretary and a Treasurer;
- (e) Set accounting policies in line with generally accepted accounting practice;
- (f) Delegate responsibility and co-opt members where necessary;
- (g) Ensure that all Members follow the Rules;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies; and
- (k) Make regulations.

12.2 All decisions of the Committee will be by majority vote. In the event of an equal vote, the President shall have a casting vote, that is a second vote.

12.3 Each Committee Member

- (a) shall act in good faith and in what he or she believes to be the best interests of the Society,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Statute or this Constitution,
- (d) when exercising powers or performing duties as a Committee Member, 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, the nature of the Society, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- (e) 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
- (f) 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.

12.4 **The President is responsible for**

- (a) Ensuring the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum of Five is present;
- (c) Chairing Meetings, deciding who may speak and when;

- (d) Overseeing the operation of the Society Association in accordance with the decisions of the Committee and the Constitution, Rules, Regulations and Policies;
- (e) Providing a report on the operations of the Society at each Annual General Meeting;
- (f) Use the casting vote in the event of a tie provided that they are the Chair of the meeting. Note: The casting vote belongs to the Chair.

12.5 The Vice President is responsible for

- (a) Assisting the President as and when required;
- (b) Standing in for the President as and when require. If the President is overseas or otherwise unavailable the Vice President becomes Acting President;
- (c) Chairing the meetings in the absence of the President;
- (d) Filling the position of President should the President position become vacant, as per clause 11.9. (a), (b) & (c).

12.6 The Secretary is responsible for

- (a) Recording of minutes of Meetings;
- (b) Holding Society records relevant to the position, not including those required for the Registrar or Treasurer's Function;
- (c) Convening Committee meetings, the Annual General Meeting and any other meetings as required;
- (d) Preparing Agendas and distribute information pertaining to meetings;
- (e) Receiving and replying to correspondence as required by the Committee;
- (f) Forwarding the Society's annual financial statements to the Registrar of incorporated Societies office upon their approval by the Members at an Annual General Meeting;
- (g) Advising the registrar of Incorporated Societies of any Rule changes.

12.7 The Treasurer position requires particular skills, therefore may be contracted out to a third party (e.g., An accountant). In this case a member of Committee will hold the position on the Committee and is responsible for the appropriate delivery of services and for managing the contract.

12.8 The Treasurer is responsible for

- (a) Keeping of proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) Preparing annual financial statements for the presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies and in accordance with accounting standards, regulations and legal requirements;

- (c) Providing a financial report at each Annual General Meeting;
 - (d) Providing financial information to the Committee as the Committee determines;
 - (e) Sending out invoices and paying of accounts as determined by the Committee.
- 12.9 **A Registrar** shall be appointed by the Committee. This appointment will be permanent unless a majority of any Committee votes to remove the holder or the holder resigns from the role.
- 12.10 Where a Registrar is not on Committee elect, they shall be an additional non-voting member of Committee.
- 12.11 **The Registrar is responsible for**
- (a) The keeping of the Studbooks and Registers in accordance with the regulations as determined by the Committee and for any such matters directed by the Committee or requiring Committee attention;
 - (b) Keeping the Register of Members;
 - (c) Holding and maintaining the Society's records, documents, stallion returns, conflicts of interest register, policies document folder and books except those required for the Secretary and Treasurers function;
 - (d) Process all matters relating to horse registration;
 - (e) The sourcing and keeping of equine DNA profiles;
 - (f) Liaising with overseas Breed Societies and sourcing Stallion information;
 - (g) Changes of ownership;
 - (h) Corresponding with members including Memberships and Membership queries;
 - (i) Providing a Report to the Committee on the Status of the Registry at Committee Meetings and for the Annual General meeting;
- 12.12 If a person ceases to be on Committee, that person must within one month return ALL Society documents and property, including intellectual property as directed by the Committee.
13. **Use of Money and Other Assets**
- 13.1 Money and other assets include any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- 13.2 The Society may only use money and other assets including handling, investing, transferring, giving, applying, expending, disposing, or dealing with in any way, if:
- (a) it is for the purpose of the Society;
 - (b) it is not for the sole personal or individual benefit of any members; and
 - (c) that use has been approved by the Committee.

- (d) No part of the funds of the promoter is used or be available to be used for the private pecuniary profit of any member, proprietor, shareholder, beneficiary, or associate of any of them.

13.3 All cheques and other financial instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be in such manner as the Committee shall from time to time determine by resolution.

13.4 Three members of the Committee will be appointed at each AGM as Signatories to the Society's bank accounts. Any two of these may sign cheques and approve payments. These appointments are made annually at each Annual General Meeting.

14. **Powers**

14.1 Subject to these Rules and any resolution of any General Meeting the Committee may

- (a) Exercise all the Society's powers, other than those required by the Act or by these Rules or otherwise to be exercised by the Society in General Meeting, the Society shall have all the rights, powers and privileges of a natural person provided that this does not authorise the Society to do anything which may prejudice the nature of the Society's purposes.; and
- (b) Enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.

14.2 Without limiting the generality of clause 14.1, the Society has the power to:

- (a) apply for and use all relevant licences, warrants, consents and permits to enable or assist the Society to further its objects;
- (b) amalgamate with another organisation with like objects or enter into partnership or a joint venture or any other collaboration or arrangement with any other organisation or person engaged in work or activities that enhance those of the Society;
- (c) advertise the activities of the Society;
- (d) apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use property (including information) which may seem capable of being used for the objects of the Society or the acquisition of which may seem calculated directly or indirectly to benefit the objects of the Society and to use, develop or grant licences in respect of the property rights or information so acquired;
- (e) borrow any monies or raise or secure payment of money and to grant charges over the assets of the Society in such manner as the Committee may think fit;
- (f) lend or give credit to any person, to guarantee the performance of an obligation by any person and to take or hold charges to secure any amounts so lent by the Society or otherwise due to the Society;

- (g) hold the monies of the Society not immediately required for its objects or to invest them in such a manner as the Committee determines;
- (h) purchase, lease, exchange, hire, acquire, hold and to sell, surrender, mortgage, charge, manage, subdivide and deal with every kind of real and personal property, including but without limitation, wasting assets, promissory notes and negotiable or transferable instruments;
- (i) to dispose of the whole or any part of the undertaking or assets of the Society for such consideration as the Committee may think fit, including, but without limitation, on terms where what is being disposed of may be exchanged for shares, debentures or securities of another organisation having objects similar to those of the Society;
- (j) construct, erect, fund, maintain, improve, replace or demolish any buildings, property, facilities or other structures which directly or indirectly advance the Society's objects;
- (k) enter into, review or terminate any contract or arrangement with any person, association, government body, corporation or other body and including, but without limitation, arrangements for other persons to use the Society's property and facilities, in each case on such terms as the Committee sees fit;
- (l) apply for, promote and obtain any statute, order, regulation or other authorisation or enactment which is necessary or which may seem calculated directly or indirectly to benefit the objects of the Society and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the objects of the Society;
- (m) receive any gift, sponsorship or endowment;
- (n) hold, arrange and organise gatherings of any nature, including but not limited to lectures that the Committee deems desirable in furtherance of the objects;
- (o) engage such persons whose services may be deemed necessary or desirable and to remunerate them accordingly;
- (p) effect insurance in respect of any undertaking, activity or assets of the Society as the Committee thinks appropriate and to effect insurance for any officer, employee or volunteer of the Society in accordance with these Rules;
- (q) indemnify any officer or employee in accordance with these Rules and applicable law;
- (r) establish competitions and offer and grant prizes and rewards on such terms as may seem expedient; and
- (s) do all such things as may be necessary or desirable to further or that are incidental to the furtherance of, the objects of the Society, whether as principal, agent, trustee or otherwise.

15. Additional Powers

15.1 The Society may:

- (a) employ people for the purpose of the Society;
- (b) borrow money and provide security for that if authorised by a majority vote at any meeting of the Society.

16. Accounts

16.1 The Committee must make and retain proper accounting records that show full, true, and complete accounts of the affairs and transactions of the Society.

16.2 The accounting records must be kept at the Society's Registered Office.

16.3 The Committee must from time to time prepare and present to the Society in a General Meeting financial statements setting out the assets, liabilities, income, and expenditure of the Society.

16.4 A summary of all financial statements to be presented to the Members in a General Meeting together with a copy of any Auditor's report (pertaining to clause 17.1) must be available to all Members entitled to receive notice of a General Meeting of the Society at least 14 days before the date of the meeting.

17. Auditors

17.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 50% of the Members eligible to vote at any General Meeting.

17.2 The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies. The Auditor must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society.

17.3 The fees and expenses of the Auditor of the Society may be fixed by the Committee.

18. Financial Year

18.1 The financial year of the Society shall begin on **1 July** and end on **30 June** of the next year.

19. The Common Seal

19.1 The Society shall have a Common Seal and the Committee must provide for the safe custody of the Seal. Every instrument to which the Seal is affixed must be signed by the Registrar, or President.

20. Amendments to the Rules

20.1 Subject to clause 20.5, these Rules can only be rescinded or altered by way of addition or deletion at a General Meeting by Special Resolution.

- 20.2 Any proposed motion to amend or replace these Rules shall be proposed and seconded and accompanied by written explanation of the reasons for the proposal and provided to the Secretary 35 days before the General Meeting at which the motion is to be considered,
- 20.3 At least 28 days before the General Meeting at which any file change is to be considered, the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, along with voting instructions and any recommendation the Committee has.
- 20.4 When a Rule change is approved by a General Meeting no further changes shall take effect until the Secretary has filed the change with the Registrar of Incorporated Societies.
- 20.5 The Committee is empowered to amend these Rules to correct a manifest error.

21. Prohibition of benefit or advantage in business activity

- 21.1 In the carrying on of any business under these Rules no benefit, advantage or income shall be afforded to, or received, gained, achieved, or derived by any Related Person where that Related Person, in his or her capacity as a Related Person, is able in any way (whether directly or indirectly) to determine, or to materially influence the determination of:
- (a) the nature or amount of that benefit, advantage or income; or
 - (b) the circumstances in which that benefit, advantage or income is, or is to be, so afforded, received, gained, achieved, or derived.
- 21.2 A person who is in the course of, and as part of the carrying on of his or her business of a professional public practice, shall not, by reason only of him or her rendering professional services to the Society or to any entity owned by the Society, be in breach of the terms of this clause 21.
- 21.3 No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

22. Application for Dissolution

- 22.1 the Society can apply to the Registrar of Incorporated Societies under section 28 of the Incorporated Societies Act 1908 to be dissolved if the Society is no longer carrying on its operations.

23. Liquidation

- 23.1 The Society may be put into liquidation voluntarily if 75% of Members present and voting at a general meeting so decide, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the first meeting.

24. Surplus funds on dissolution or liquidation

- 24.1 If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand.

25. Dispute Resolution

- 25.1 If a dispute arises between any Member against another Member or the Committee, or where any Member has a complaint with respect to the Society or these Rules (the "Dispute") then the following procedures will apply:

- (a) Any Member claiming the Dispute has arisen under or in relation to these Rules or the Society shall give notice to the parties subject to the Dispute specifying the nature of the Dispute.
- (b) The parties shall meet together in good faith within 10 Business Days of receiving the written notice of Dispute to resolve the Dispute.
- (c) If they are unable to resolve the Dispute within 10 Business Days of receiving the written notice, the parties shall agree on a process for resolving the Dispute expeditiously using informal dispute resolution techniques such as mediation, expert evaluation or determination or similar techniques agreed by them.

- 25.2 If the parties do not agree within 5 Business Days (or such period as agreed in writing by them) following failure to resolve the Dispute by good faith discussions as to:

- (a) the dispute resolution technique and procedures to be adopted;
- (b) the timetable for all steps in those procedures; and
- (c) the selection and compensation of the independent person required for such technique,

the parties shall mediate the Dispute in accordance with the procedures of Arbitrators & Mediators Institute of New Zealand.

26. Matters not covered by Rules

- 26.1 Any matters not covered by these Rules shall be decided upon by the Committee.

SCHEDULE 1 - PROCEEDINGS AT MEETINGS OF MEMBERS

1. Interpretation

- (a) Unless stated otherwise, references to clauses are to clauses in this Schedule.

2. Notice of Meetings

- (a) A meeting called for the purpose of transacting special business (including amendments to these Rules pursuant to clause 20 of the Rules) shall be called by a notice in writing sent at least 28 days before the date of the meeting.
- (b) The Annual General meeting of the Society shall be called by a notice in writing sent at least 42 days before the date of the meeting.
- (c) Any notice sent in accordance with clauses 2(a) or 2(b) must specify the place, the day and the hour of the meeting and in the case of special business (see clause 8) the general nature of that business.
- (d) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- (e) A meeting of the Society shall be deemed to have been properly called, notwithstanding that shorter notice than that specified in clauses 2(a) or 2(b) has been given, if it is so agreed:
 - (i) in the case of an Annual General Meeting by 90% of the Members present and entitled to vote at that meeting; and
 - (ii) in the case of any other meeting by a majority of 80% in number of the Members present and entitled to vote thereat.
- (f) Notice of meetings may be sent by:
 - (i) Post, to the last-known address of the Member as held in the register of Members;
 - (ii) or Electronic Means, to the last-known communication address of the Member as held in the register of Members.

3. Methods of Holding Meetings

3.1 A meeting of Members may be held either:

- (a) by a number of Members, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

- (b) by means of any audio or audio-visual communication by which all Members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

4. Voting at meetings

- 4.1 Only Full and Honorary Life Members shall be entitled to vote.
- 4.2 Each Full and Honorary Life Member is entitled to one (1) vote.

5. Resolutions at Meetings

- 5.1 At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a secret ballot is demanded before a vote by show of hands has begun.
- 5.2 Unless a secret ballot was called for, the Chairperson shall declare that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.3 At a meeting a secret ballot may be demanded by:
 - (a) the Chairperson; or
 - (b) at least seven Members present in person or by proxy; or
 - (c) any Member or Members present in person or by proxy and representing not less than 10% of all the Members having the right to vote at the meeting.
- 5.4 If a secret ballot is taken, votes must be counted according to the votes of each Member present in person and by proxy. The result of the secret ballot declared by the Chairperson will be treated as the resolution of the meeting at which the secret ballot was demanded on the issue for which the secret ballot was taken.
- 5.5 The instrument appointing a proxy to vote at a meeting confers authority to demand, or join in demanding, a secret ballot, and a demand by a person as proxy for a Member has the same effect as a demand by the Member.
- 5.6 In the case of an equality of votes whether on a show of hands or on a secret ballot the Chairperson of the meeting at which the show of hands takes place or at which the secret ballot is demanded shall be entitled to a second or casting vote

6. Quorum

- 6.1 No business shall be transacted at any General Meeting unless a quorum of Members is present in person at the time set when the meeting proceeds to business. A quorum shall be 5 Members present in person, including via electronic means subject to clause 6.2 below.
- 6.2 If at the expiry of 30 minutes from the time appointed for the meeting a quorum is not present in person, then the meeting if convened upon the requisition of Members pursuant to clause

9.6 of the Rules shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such time and place as the Committee may determine and if at the adjourned meeting a quorum is not present at the expiry of 30 minutes from the time appointed for the meeting, then the Members present in person shall be a quorum.

7. Chairperson of Meetings

7.1 The President of the Society shall preside as chairperson at every General Meeting of the Society or if that person is not present at the expiry of 20 minutes from the time appointed for the meeting or is not willing to chair the meeting, the Committee Members present shall elect one of their number to be chairperson of the meeting.

7.2 If at any meeting no Committee Member is willing to act as chairperson or if no Committee Member is present at the expiry of 20 minutes from the time appointed for holding the meeting, the Members present shall choose one of their number to be chairperson of the meeting.

7.3 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business commenced but unfinished on the first occasion on which the meeting was held. When a meeting is adjourned for 30 days or more, then notice of the adjourned meeting must be given as in the case of an original meeting. It shall not otherwise be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8. Classification of Business Transacted at a Meeting of Members

8.1 All business shall be deemed special that is transacted at a Special General Meeting and all that is transacted at an Annual General Meeting with the exception of:

- (a) receiving any minutes of the Society's previous meeting
- (b) the consideration of the balance sheet(s) and account(s)
- (c) the consideration of the reports of the President of the Committee and Executive
- (d) the consideration of the report of the auditor(s)
- (e) the election of Committee Members to cover any vacancy
- (f) the appointment of the auditor(s); and
- (g) general business.

9. Proxies

9.1 A Member may exercise the right to vote by proxy instead of attending the meeting in person.

- 9.2 A proxy is entitled to attend and be heard at a meeting as if the proxy were the Member but is bound to exercise his or her vote in the manner set out in the notice described in clause 9.3.
- 9.3 A proxy must be appointed by a notice in writing that is signed by the Member and is submitted on the proxy voting form provided by Committee (or as near to this form as circumstances allow) or in such other form as the Committee may direct.
- 9.4 No person shall be appointed a proxy unless that person is the chairperson of the meeting for the time being.
- 9.5 Proxies must be lodged at the Society's Registered Office at least 3 clear days prior to the commencement of the meeting.

10. Postal/Electronic Voting

- 10.1 The Committee may decide that postal or electronic voting (or both) be allowed where in the Committee's opinion it is in the interests of Members to do so (other than for a decision under clause 23 of the constitution (liquidation)).
- 10.2 Any decision made under clause 10.1 must be notified to Members together with any notice of a meeting given pursuant to clause 2.
- 10.3 The notice of a meeting at which Members are entitled to cast a postal or electronic vote must state the name of the person authorised by the Committee to receive and count postal and electronic votes at that meeting. If no person is named, then every Committee Member is regarded as being authorised for that purpose.
- 10.4 Where the Committee has allowed postal voting in accordance with paragraph 10.1 Members may cast a postal vote on all or any of the matters to be voted on at the meeting by sending a notice setting out the manner in which that Member's votes are to be cast to the person authorised to receive and count postal votes at that meeting. A postal vote must be in the form set (or in a form as near to it as circumstances allow) or in such other form as the Committee may direct. The requisite postal vote form must be sent to Members requesting them together with the notice of the meeting given pursuant to clause 2.
- 10.5 Postal votes must be received at the Society's Registered Office at least three clear days prior to the commencement of the meeting.
- 10.6 Where electronic voting is permitted the Committee shall send to each Member (along with the notice of the meeting given pursuant to clause 2) a copy of the proposed motion together with instructions as to how to access the secure Society electronic address. Any vote placed by a Member at this electronic address must be at least three clear days prior to the commencement of the meeting clearly indicating whether the Member is voting for or against the motion, shall be accepted as a valid vote.
- 10.7 If a vote is taken at a meeting on a resolution on which postal or electronic votes are permitted to be (and have been) cast, then the chairperson must on a vote by show of hands or secret ballot, count each Member who has submitted a postal or electronic vote for or against the resolution.

- 10.8 If the Committee expressly so indicates on the postal voting form, a Member may scan and email a postal vote in the form specified in clause 10.4 to the Society (at the email address of the Society specified on the voting form).

SCHEDULE 2 - PROCEEDINGS AT MEETINGS OF THE COMMITTEE

1. Interpretation

- 1.1 Unless stated otherwise, references to clauses are to clauses in this Schedule.

2. Meetings

- 2.1 The Committee may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it sees fit. Notices of meetings must be sent by post or electronic means at least three days beforehand. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote.
- 2.2 The President of the Committee shall (if he/she so requires) or upon receiving the written requisition of five elected Committee Members summon a meeting of the Committee forthwith.
- 2.3 A quorum necessary for the transaction of the business of the Committee may be fixed by the Committee Members in meeting and unless so fixed shall be five Committee Members of which at least three must be elected Committee Members.
- 2.4 If the number of Committee Members at any time falls below the number fixed as the quorum then those Committee Members remaining may act for the purpose of increasing their number to that of the quorum or of summoning a General Meeting of the Society but for no other purpose.
- 2.5 If no President is elected, or if a President is elected but is absent at any meeting, then the Vice President becomes chairperson or in their absence the Committee Members present may choose one of their number to be chairperson of the meeting.
- 2.6 The Committee may delegate any of its powers to Committees consisting of such Member or Members of its body as it thinks fit. Any sub-committee so formed must in the exercise of the powers delegated by the Committee conform to any limitation that may be imposed on it by the Committee.
- 2.7 The Members of any sub-committee may choose one of their number to be chairperson of that sub-committee.
- 2.8 No act or decision at any meeting of the Committee or of a sub-committee of the Committee or by any person bona fide acting as a Committee Member shall be invalid by reason only of a defect in the appointment of a Committee Member or person or by reason only of the fact that a person was not eligible to be a Committee Member.
- 2.9 A Resolution in Writing signed by all the Committee Members for the time being entitled to receive notice of a meeting of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee properly convened and held. Any such resolution may consist of:

- (a) several documents in similar form each signed by one or more Committee Members;
or
 - (b) several emails in similar form each sent or transmitted by a separate Committee Member; or
 - (c) a teleconference or videoconference, the decisions of which are recorded in writing at the time of the conference or validated at the next Committee Meeting signed by the chairperson of that conference.
- 2.10 The Committee must record minutes of all proceedings of general meetings and all proceedings at meetings of the Committee and these must be stored in hard copy or by electronic means.
- 2.11 The Committee shall keep:
- (a) a separate and specific Document and Policies folder
 - (b) a separate and specific Conflict of Interest register.
- 2.12 Any such minute if purporting to be signed by the chairperson of the meeting at which the proceedings were had or by the chairperson of the next succeeding meeting shall be evidence of the proceedings.