

**CONSTITUTION OF THE
NZ BEEF SHORTHORN ASSOCIATION
INCORPORATED
AS AT 30th April 2025**

**CONSTITUTION OF THE
NZ BEEF SHORTHORN ASSOCIATION
INCORPORATED**

NAME

1. The name of the association is the NZ BEEF SHORTHORN ASSOCIATION INCORPORATED.

OFFICE

2. The Registered Office of the association shall be situated at 75 South Street, Feilding, or as such other place in New Zealand as the Committee may from time to time determine.

OBJECTS

3. The objects for which the association is established are: -
- (a) To maintain the purity and to encourage the improvement of the breed of Beef Shorthorn cattle in New Zealand and to promote the breeding of the various strains of such cattle.
 - (b) To collect, verify and publish information relative to Beef Shorthorn cattle, and more particularly to publish a Herd Book of recognised purebred Beef Shorthorns in New Zealand and to enter therein the pedigrees of such cattle as are proved to the satisfaction of the committee to be eligible for entry and such information concerning registered herds as the committee may from time to time direct. Such Herd Book to be made available electronically or by hard copy at member's expense.
 - (c) To offer prizes for Beef Shorthorn cattle, to ensure the representation at important shows in New Zealand or abroad of the best specimens of the breed: and to contribute from the funds of the association towards the expense of the carriage of animals recommended for exhibition by the association.
 - (d) To co-operate with any other society having similar objects, and to procure from and to communicate to such society such information as may seem likely to promote the objects of this association.
 - (e) To purchase, hire, take on lease, or otherwise acquire, for the purpose of the association, lands, tenements, houses, parts of houses, and chattels, and to sell, let, and dispose of the same.
 - (f) To collect subscriptions and other payments for the general purpose of the association, and to invest the moneys of the association not immediately required upon such securities as may from time to time be determined.
 - (g) To superintend and advise upon sales privately or by auction; to make any regulations and by-laws for the government of the association, and generally to do all other such lawful things as may be incidental to the above objects, or any of them, and may be calculated to protect and further the interests of breeders of pedigree Beef Shorthorn cattle.

HOW INCOME OF ASSOCIATION TO BE APPLIED

4. The income and property of the association, from whatever source derived, shall be applied solely towards the promotion of the objects of the association as set forth in these rules, and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit to the members of the association or any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any salaried officer, nor the award of any prize given by the association, to any member, or prevent the bonafide borrowing of money by the association from any member. No member shall derive any financial gain, except as a salaried officer, from any of the property or operations of the association. Financial gain does not include the winning of trophies or prizes, nor does it include prize money where such money is paid by the association or the refund to any member of expenses incurred in carrying out duties undertaken on behalf of the association or at the request of the committee or by any officer or member of the committee of the association in like circumstances or in attending meetings of the committee or any committee thereof, with the proviso that 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 arms length transaction (being open market value).

DISTRIBUTION OF BALANCE ON WINDING UP

5. If upon the dissolution of this association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution, or institutions, having objects similar to the objects of the association, to be determined by the members of the association, at or before the time of dissolution, or in default thereof, by such judge of the Supreme Court as may have or acquire jurisdiction in the matter.

ACCOUNTS AND AUDIT

6. True accounts shall be kept of the sums of money received and expended by the association, and the matters in respect of which such receipt and expenditure takes place, and the assets credits and liabilities of the association in books of account, which shall be kept at the registered office of the association, or at such other place or places as the committee thinks fit.

At the Annual General Meeting in each year, the members shall appoint an auditor or reviewer, who may be a Chartered Accountant, to audit or review the financial accounts for the year.

A copy of the financial statements shall be made available to members before the Annual General Meeting.

The audited or reviewed financial statements shall be presented to the members at the Annual General Meeting of members.

Until otherwise resolved by the committee the financial year of the association shall end on 30 September in each year.

CONSTITUTION

7. It is declared, for the purpose of registration, that the number of members of this association shall not be limited, but must not be less than ten (10).
8. These Rules shall be construed with reference to the "Incorporated Societies' Act, 2022" and any regulation made thereunder, and the terms used in these Rules shall be taken as having the same respective meaning as they have when used in that Act, unless inconsistent therewith.
9. In these Rules and in the Regulations and the By-laws of the association, if not inconsistent with the context, words importing the masculine gender only includes the feminine; words importing the singular number include the plural and vice versa; words importing persons includes firms, companies, trusts or corporations and firms includes partnerships; "month" means calendar month; "office" means the registered office of the association; "Secretary" means the Secretary of the association or the person authorised to act in that capacity; "The Seal" means the Common Seal of the association; and "Herd Book" means the herd book published from time to time by the association.
10. Any question or questions from time to time arising as to the interpretation of any of these rules or any question arising on any subject within the scope of the association's authority not otherwise provided for shall be decided by the committee whose decision shall be final and binding on all members and all members shall be bound by these Rules. Any interpretation or decision of the committee made under the provisions of this rule shall be reported to the next succeeding General meeting of members. Headings shall not affect the interpretation.

MANAGEMENT AND COMMITTEE

11. The management of the business and the affairs of the association shall be vested in a committee consisting of such number of members as the association in General meeting may decide, but the number shall not be more than ten (10) nor less than five (5).

The committee shall be elected from amongst and by such members of the association as are entitled to vote at General meetings thereof and in the manner hereinafter provided in sections 16 - 22.

MEMBERSHIP

Subscriptions, Annual and Associate Member

12. (a) Any person taking an interest in the breeding of Beef Shorthorn cattle who shall signify in writing to the Secretary their desire and consent to become a member and whose application is endorsed by

an existing member as a proposer shall on receipt of acknowledgment from the Secretary become possessed of the rights and privileges of membership other than voting until the next succeeding meeting of the committee when such application shall be submitted to it for approval. Subject to such approval the name of the applicant shall be entered on the Register of Members. The committee may in its absolute discretion decline to approve any application for membership without assigning any reason therefore. The applicant shall be notified of the decision of the committee on their application as soon as practically possible after the committee meeting at which such decision was made, and should such application be declined any sum paid in accordance with provision of Rule 12 (c) shall be forthwith refunded. Every member being a firm, partnership, company, trust or corporation shall nominate an individual to exercise the membership privileges of such member.

- (b) Any member may at any time retire from the association on giving notice in writing to that effect to the Secretary but no such resignation shall relieve any member from payment of any subscription or subscriptions, fees or other payments, due to the association at the time of their resignation.
- (c) An Annual member shall pay with their application for membership the amount of the Annual Subscription current at the date of application. Until otherwise determined by the committee, annual subscriptions are due and payable no later than the 20th of the month following date of invoice. The committee may fix and from time to time vary the amount of the subscription payable by any class of member.
- (d) Subscriptions shall be deemed to be in arrears if not paid within six months from the due date. A member whose subscription is in arrears shall be regarded as unfinancial and shall not be entitled to exercise the privileges of membership until all arrears of subscription and any other sums which may be due to the association have been paid in full.
The Secretary shall report to the committee the names of members whose subscriptions are twelve months or more in arrears and such action shall be taken as the committee may decide, including the removal of the names from the list of members.
Any member whose name is removed from the list of members for non-payment of the subscription or other amounts due shall thereupon be disqualified and cease to belong to the association, but shall remain liable for any arrears of subscription or other sums due from them. The committee may, however, for adequate reasons, extend any time or suspend or annul any disqualification under this rule in any case and in any manner which the committee thinks fit and proper.
- (e) Every firm, partnership, company, trust or corporation on being admitted to membership of the association shall notify the Secretary in writing the name of the person entitled to exercise the rights of membership for such firm, partnership, company, trust or corporation and such nominee shall be eligible for election as an officer or committee member of the association as long as they retain their appointment as nominee. Any change of nominee shall be notified forthwith to the Secretary.
- (f) The payment by any member of the annual or any other members' subscription for which they are liable, shall be distinct acknowledgement on their part of submission to and acquiescence in all Rules, Regulations and By-laws of the association.
- (g) The society will keep a register of its members. The register will contain, the name of each member; the last known contact details of each member; the date on which each person became a member. The society will update its register of members as soon as practicable after becoming aware of changes to the information recorded on the register.

HONORARY LIFE AND ASSOCIATE MEMBERS

- 13. (a) The association may in General meeting on recommendation of the committee elect as an Honorary Life Member any member who may have been distinguished in promoting the objects of the association. Such members shall have full privileges of membership including those of holding office and voting but shall be exempt from payment of subscriptions or like dues and from any liability under Rule 28 (g) hereof.
- (b) Subject to approval of the committee any person may be enrolled as an Associate Member of the association. Such member shall be subject to all obligations subject to full membership and entitled only to such privileges as the committee may from time to time determine. Associate Members shall not be eligible to hold office or vote at any meeting of the association.

- (c) Subject to approval of the committee any person up to and including the age of 25 may be enrolled as a Junior Member of the association. Such member shall be subject to all obligations subject to full membership and entitled only to such privileges as the committee may from time to time determine.

- 14. The rights and privileges of every member of the association shall be personal to themselves and shall not be transferable or transmissible either by their own act or by operation of law.

REMOVAL OR SUSPENSION OF MEMBERS

- 15. (1) Any member (hereinafter called the offending member) of the association who fails to observe any lawful rule, regulation or by-law duly made in accordance with these rules and for the time being in force or whose conduct in any respect is in the opinion of the committee derogatory to the character or prejudicial to the interests of the association may, by resolution of the committee:-
 - (i) Be removed from membership of the association.
 - (ii) Be invited to tender their resignation from the association, or
 - (iii) Be suspended from exercising the rights and privileges of membership for such period as the committee may determine and during such period no transfers of any cattle registered in the name of the offending member will be accepted for registration.

Provided always that: -

- (a) Such resolution be passed at a meeting of the committee of which, at least, 21 days notice shall have been given specifying the purpose of the meeting and a brief outline of the charges preferred against the offending member.
 - (b) Like notice shall also have been given to the offending member and such offending member shall be given an opportunity of answering the charges made against them and of explaining their conduct either orally, in writing or by counsel and may with the consent of the meeting call evidence in support of their submissions or in refuting the charges made against them.
 - (c) Any resolution submitted to the meeting of the committee calling for the removal, resignation or suspension of the member charged shall not be deemed to have been carried unless at least two thirds of those members of the committee who vote shall have voted in favour of such resolution and on the passing of a resolution removing a member from membership of the association such member shall forthwith cease to be a member of the association.
- (2) If any offending member be invited to tender their resignation as a member of the association and fails to do so within a period of 42 days of notice being given by registered letter they shall ipso facto cease to be a member of the association.
 - (3) If the offending member is a member of the committee, they shall not be counted in determining whether or not a quorum of the committee is present.
 - (4) Should the offending member be a member of the committee this shall not affect their right to vote on any resolution submitted to the committee under this Rule.
 - (5) If the offending member be also a member of the committee and a resolution be passed removing them from membership or requesting their resignation or suspending their rights and privileges of membership, they shall forthwith cease to be a member of the committee.
 - (6) Any person, ceasing to be a member of the association as a consequence of the operation of this Rule, shall thereupon forfeit their right and claim (if any) to and upon the property and funds of the association; and the records of their herd or herds and any herd or herds over which, in the opinion of the committee, they have or appears to have effective control or any part thereof may, at the discretion of the committee be expunged from the Herd Book and such person shall not again be eligible for membership for five years or such longer period from the date of them ceasing to be a member, as the committee shall decide, and then only by a resolution of the committee passed by a

like majority to that referred to in Rule 15 (1) (c).

ELECTION OF PRESIDENT AND VICE-PRESIDENT

16. A President and a Vice-President shall be elected by the committee from amongst their number at a meeting of the committee to be held immediately following the Annual General meeting of the association and they shall hold office until the close of the Annual meeting next succeeding the date of their election. Should more than one Committee member be nominated for either the office of President or of Vice-President respectively a ballot or ballots shall be taken amongst the members of the committee present. In the event of an equality of votes for either office the result shall be determined by lot. The President, or in their inability to act, the Vice-President shall ex officio be a member of all committees.

NUMBER OF COMMITTEE MEMBERS

17. (a) Until otherwise determined by the association in General meeting the number of members of the committee shall be not more than ten (10), nor less than five (5).
- (b) Any alteration in the number of members of the committee shall be by resolution of members passed at an Annual General meeting of the association by a majority of not less than two thirds of such members as, being entitled so to do, vote in favour of such a change but no motion to increase or decrease the number of members of the committee shall be submitted for consideration unless:-
- (i) The proposal complies with the provisions of Rule 11 hereof.
 - (ii) The change is recommended by the committee or
 - (iii) A member has given notice of intention to move at the next Annual General meeting that the number be increased or decreased as the case may be and of their proposals in that respect. Such notice shall be given to and received by the Secretary not later than two months prior to the end of the financial year.

In either case notice of the proposed change shall be given to all members not less than 2 months prior to the holding of the Annual General meeting at which the motion is to be submitted and the following provisions will apply:-

- (iv) If in accordance with the notice hereby required to be given it is resolved by the requisite majority to reduce the number of members of the committee all committee members shall retire from office at the next succeeding Annual General meeting and a postal ballot conducted as set out in Rule 21 (c) amongst such retiring committee members together with such other members (if any) who may have been validly nominated under the provisions of Rule 21 (a)
 - (v) If, in accordance with the notice hereby required to be given, it is resolved by the requisite majority that the number of members of the committee be increased, the number by which the number of the committee is increased shall be deemed to create a casual vacancy or vacancies, and shall be filled by the committee, but committee members so appointed shall retire at the next succeeding Annual General meeting and the provision for the retirement of committee members under Rule 18 shall be calculated as if no increase in numbers had taken place. The additional new committee members retiring in accordance with this Rule shall be eligible for re-election.
- (c) If any member of the committee be absent from two consecutive meetings of the committee without leave of the committee, they shall cease to be a member thereof.

RENEWAL OF THE COMMITTEE

18. At the Annual General meeting in each year, unless the provisions of Rule 17 with regard to a change in the number of the committee is applicable, and except that the President shall not be eligible to retire by rotation during their term of office, the number of committee members to retire shall be one third of the committee members, or the nearest whole number to one third if the number be not divisible exactly by three. The committee members to retire in each year shall be the members who have been longest in office since their last election. As between committee members of equal seniority the committee member to retire (unless committee members of equal seniority agree amongst themselves) shall be determined by lot or in such manner as the committee may from time to time decide.

A retiring committee member shall in all cases be eligible for re-election, subject to complying with Rule 21(a), but the maximum concurrent term of office for committee members be twelve (12) years.

19. For the purpose of determining seniority of committee members subsequent to the passing of these rules, the committee shall prepare a list of present committee members in order of seniority with recourse to ballot, if necessary, between committee members of equal seniority. When a committee member ceases to be a member of the committee their name shall be struck out of the said list, and when any new committee members are elected to the committee at the Annual General meeting their names shall be added at the foot thereof.

RETIRING COMMITTEE MEMBERS PLACES TO BE FILLED

20. At the Annual General meeting in each year the association shall fill the vacancies arising from the operation of Rule 18 by electing a like number of Members to the committee. Retiring committee members shall be eligible for re-election, except in the case of the Immediate Past President as detailed in Rule 18.

MANNER OF ELECTING NEW COMMITTEE MEMBERS

21. (a) A member not being a retiring member of the committee, shall not, unless recommended by the committee for election, be qualified to be elected a member of the committee unless that member has an interest direct or otherwise in twelve (12) registered females of breeding age (loss of this interest would not disqualify a sitting member until the end of their term) and a nomination in writing is lodged with the Secretary at least one month before the holding of the Annual meeting. Such nomination shall be signed by two members qualified to vote in the event of an election and by the person proposed for election consenting to nomination. A person standing for office must have consented in writing to be an officer; certifies that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the society. The following persons are disqualified from being elected or appointed or otherwise holding office as an officer of a society: a person is under 16 years of age; a person who is an undischarged bankrupt; 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:
- (b) If the number of retiring committee members seeking re-election and members nominated for election does not exceed the number of vacancies, the retiring committee members and the nominated members shall be declared by the Chair to be members of the committee.
- (c) If the number of committee members seeking re-election together with the nominated member or members otherwise eligible for election to the committee exceeds the number of vacancies, the committee shall, with the notice convening the Annual General meeting, cause to be sent to every member a list of the names of all candidates for election. Such list shall be in the form of a voting paper approved by the committee and shall state the method by which members are to exercise their vote and the date and the place to which completed voting papers are to be returned. The committee shall appoint two scrutineers to inspect the voting papers and to count the votes cast in favour of the respective candidates. The scrutineers shall report in writing to the Chair of the Annual meeting the names of the persons, up to the number of vacancies to be filled, having the highest number of votes. Such persons shall then be declared by the Chair to be members of the committee after which the voting papers and the voting list shall forthwith be destroyed by the scrutineers. In the event of an equality of votes affecting the result of the poll, the names of the candidates who have an equal number of votes shall then be submitted to the meeting and a second ballot taken amongst those present. Should a further equality of votes result from such second ballot, the Chair shall then have a casting vote in relation to the candidates of equal standing.

MANNER OF FILLING VACANCIES BETWEEN ANNUAL MEETINGS

22. Any vacancy which may occur in the office of President or of Vice-President, or amongst other members of the committee, between Annual General meetings, shall be filled by the committee as soon as in its judgement possible and expedient, but any member elected to fill such a vacancy shall retain office so long only as the member in whose place they have been appointed would have retained it had no vacancy occurred, and in the list of committee members referred to in Rule 19 the name of any member appointed to the committee as a committee member shall be placed where stood the name of the member in whose place they have been appointed. A person ceases to be an officer of a society if the person resigns in accordance with the constitution; is removed from office in accordance with the society's constitution; becomes disqualified from being an officer, dies; or otherwise vacates office in accordance with the society's constitution.

23. The committee shall be deemed to be duly constituted and shall continue to possess all the powers hereinafter stated notwithstanding any vacancy in its body.

EXECUTIVE COMMITTEE

24. The committee shall each year at its meeting held in accordance with the provisions of Rule 16 appoint such number of its Members as the committee may consider proper an Executive committee and may delegate to such Executive committee such of its powers as the committee may determine.
Should the committee fail to appoint an Executive committee then the President and the Vice-President together with two other members of the committee appointed by them shall be the Executive committee.

CHAIR OF THE COMMITTEE

25. The President or in their absence the Vice-President shall take the Chair at all meetings of the committee provided that in the absence of both of them the committee members present shall elect a Chair from amongst their number. At meetings of the committee where there is an equality of votes the Chair shall have a second or casting vote.
26. Subject to the provision of Rule 15 (3) a quorum of the committee shall be fifty per cent of committee members in Office.

POWERS AND DUTIES OF THE COMMITTEE

27. The committee shall exercise all the powers and perform all the duties for which the association has been established; and shall have full power to do such things as may be incidental or conducive to the attainment of the objects of the association mentioned in these Rules.
28. In particular, but without prejudice to the last preceding Rule, and subject to the provisions of these Rules, the committee shall have and may exercise and perform the following powers and duties: -
- (a) They may from time to time convene and hold General meetings of the association.
 - (b) Subject to confirmation at a subsequent General meeting of members, they may from time to time make, alter, and rescind rules, regulations and by-laws for registering the names and addresses of members; for the registration of Beef Shorthorn cattle and pedigrees thereof; for the practice of artificial breeding; for the conduct of sales, examinations, tests and inspections of such cattle; for the issue of Export Certificates for Beef Shorthorn cattle to be exported from New Zealand, for conducting the business and carrying out the objects of the association and for conducting the business of the committee, and the committee may impose fines for breaches of any rules, regulations or by-laws.
 - (c) They may delegate any of their powers or duties (except the appointment and removal of members of their body, and of the association) to committees of any number (not less than two) of members of their body, and from time to time make, alter and rescind regulations and by-laws for conducting the business delegated to such committees.
 - (d) They may acquire for the association copies of any pedigrees or publications, with the copyright therein respectively (if any) the possession which they may deem likely to be in any way advantageous to the association; and may establish any new publications devoted to or bearing on any object of the association.
The copyright of every publication acquired or established by or on behalf of the association shall be vested in the association.
 - (e) They may continue and contract with the printers or publishers of any publication acquired by the association that may be subsisting at the date of such acquisition, and may enter into and make any new or altered contracts, or arrangements with them or any other printers and publishers, for the printing, publication, distribution, sale or management of such acquired publication, or of any publication whatsoever of the association.
 - (f) They may from time to time regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time and mode and terms of issue of any publications of the association, and all arrangements and details connected therewith, and in particular they shall have power, so far as they may not be fettered by any subsisting contract or engagement from time to

time, to fix and alter the price of any publication of the association, and the charges to be levied for the insertion therein of entries relating to Beef Shorthorn cattle and other matters.

- (g) They may accept annual or other subscriptions of money from members of the association, or any other person or persons, in payment for any publication of the association, and they may make arrangements for supplying any such publication to any member or other person during their life or for any other period on the terms of receiving a lump sum of money in advance, or on such other terms as they may think fit. They may from time to time levy from members for the purpose or any other purpose of the association and in addition to the subscriptions mentioned in Rule 12 (c), such money contributions from each member in any one year, as they may think fit subject to the approval of a General meeting.
They may purchase, or hire, take on lease for the purpose of the association, any lands, tenements, houses, or parts of houses and chattels, and they may sell, let or dispose of the same when and as they may think fit.
- (i) They may from time to time appoint, employ and remove a Secretary of the association, an Editor or Editors of any publication of the association, a Treasurer of the association, or any other Officers, Clerks and Servants, at such salaries and wages respectively, with such respective duties and sphere of employment, and generally, upon such terms as they may think fit, with the proviso that 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, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value). The Committee will ensure that the Secretary will keep and maintain a register of Disclosures made by any Officer with a Conflict of Interest as under the Conflict-of-Interest Disclosures rules in Section 62 to 73 of the Act
- (j) They may borrow money for the purpose of the association, at the current rate of interest, and may give security for any such moneys upon any property of the association.
They may place moneys of the association not required for immediate use upon deposit with the association's Bankers or they may invest such moneys in such investments as are permitted under the Trustee Act 1956 and generally deal with the property of the association in such manner as they think fit and for the time being empowered to do under these Rules.
- (l) A resolution (other than a Resolution under Rule 15) in writing forwarded to all members of the committee present in New Zealand and assented thereto by a majority thereof shall on being entered or permanently affixed in the Minute Book of the association be as valid as resolution passed at a meeting of the committee.
Any such entry may consist of several documents each signed by one or more members of the committee. Within seven days after any resolution is passed by means of an entry in the Minute Book in accordance with this Rule the Secretary shall send to every member of the committee a copy thereof including the committee members assenting to such resolution.
- (m) They may draw up and may from time to time amend a list of judges to be known as the Official List of Judges. They may also draw up and from time to time amend a list of inspectors to be known as the Official List of Inspectors for the purposes of Rule 44.
- (n) They may, if any inaccuracy be discovered relating to the pedigree of any animal registered with the association, correct or cancel such registration, and, if in the opinion of the committee, such inaccuracy appears to be due to neglect or default on the part of the breeder or owner as the case may be, the committee may expunge from the association's records the registrations of such animals as they in their absolute discretion deem advisable in the interests of the association and may invoke the provisions of Rule 15.
- (o) The Committee shall appoint at least one contact person and no more than three contact people for any correspondence with the Registrar of Incorporated Societies.

FUNDS TO BE APPLIED

29. The funds of the association shall be applied as follows, namely:

Updated 30.04.2025

- (a) In payment of the current expenses and other disbursements of the committee in the conduct of the business of the association or in relation thereto.
- (b) In payment of the salaries and wages of the Secretary, Editor or Editors, Treasurer and other Officers, Clerks and Servants for the time being of the association, with the proviso that "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, of advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).
- (c) In defraying all expenses of, or connected with the printing, publication, sale and distribution of the publications of the association.
- (d) In paying the purchase money or rent on any house, lands, goods, chattels, or effects purchased or hired by the association, or any repairs or other outgoings in respect of such premises, and in paying for any other property acquired by the association.
- (e) In payment of the interest and repayment of the principal of any moneys borrowed by the association, or in constituting a reserve fund to meet future contingencies, or in reducing the price charged for any publication of the association, or generally upon or for any object or purpose expressed or implied by the rules; but the committee shall have power (subject always to the provisions of Rule 4 hereof and to subsisting engagements) from time to time to vary the application of the funds of the association in such a manner as they shall think fit.

MEETINGS

- 30. In each year the committee shall convene and hold a meeting of Members to be known as the Annual General meeting in such month, on such day and at such place as the committee shall from time to time appoint. The society will call an annual general meeting of members to be held not later than 6 months after the balance date of the society; and not later than 15 months after the previous annual general meeting.
- 31. All General meetings other than the Annual General meeting shall be called Extraordinary General meetings. Of all meetings (whether Annual or Extraordinary) fourteen (14) days notice shall be given.
- 32. The committee may, whenever they think fit, and they shall upon a requisition made in writing by not less than Ten (10) members qualified to vote at meetings of the association, convene an Extraordinary General meeting. Any requisition so made by members shall state the purpose for which they desire the meeting called and shall be left at or forwarded by Registered Mail to the registered office of the association.
- 33. Upon receipt of such requisition the committee shall forthwith proceed to convene an Extraordinary General meeting. If they do not proceed to convene a meeting within one calendar month from the date of receipt of the requisition, the requisitionists may themselves convene an Extraordinary General meeting.

GENERAL MEETINGS

- 34. Any meeting may be adjourned as the members present thereat shall resolve.
- 35. The President or in their absence the Vice-President shall take the Chair at General meetings. In the absence of both the President and the Vice-President, members present shall elect one of their number to act as Chair at that meeting.
- 36. All questions and matters brought before General meetings, except the election of Members of the committee which shall be decided as hereinbefore provided, shall be subject to the provisions of Rule 56 hereof be decided by a majority of votes of the Members present each member having one vote and in the case of equality of votes the Chair of the meeting shall have a second or casting vote in addition to their vote as a member.

The method of voting shall be by a show of hands unless a poll is demanded by the Chair or by three (3) or more members entitled to vote. The percentage of votes to include those who abstain from voting.

- 37. At General meetings whether Annual or Extraordinary, a quorum shall be ten (10), provided that if the

membership of the association falls below 100 current financial Members in number a quorum shall be one tenth of the membership, taken to the lower whole number should fractions be involved.

If at the Annual General meeting a quorum be not present within one hour after the time appointed for the meeting, the meeting shall stand adjourned with or without notice to members generally to such time and place as those present shall determine and if a quorum be not present within thirty minutes after the time appointed for the adjourned meeting those present shall form a quorum. If at an Extraordinary General meeting a quorum be not present within an hour of the time appointed for the meeting the meeting shall thereupon be dissolved.

38. The Annual General meeting agenda will present the Notice of Disclosure of any Conflict of Interest that may have accrued during the year. The Minutes of the proceedings of all General meetings shall be open to the inspection of members at all reasonable times.

NOTICES

39. A notice may be served by, or on behalf of the association, upon a member, personally or by sending it through the post in a prepaid letter, addressed to the member at their registered place of abode.

SECRETARY

40. The Secretary shall keep the books of the association, conduct its correspondence, attend all General meetings of Members and all meetings of the committee and enter up the Minutes thereof. The Secretary shall also attend the meeting of any committee requiring their attendance when not in attendance on the committee and shall take the Minutes of such committee meeting. The Secretary shall also receive all moneys due to the association and shall bank all such moneys in the association's bank account within seven days from the date of receipt. The Secretary will keep and maintain a register of Disclosures made by any Officer with a Conflict of Interest as under the Conflict-of-Interest Disclosures rules in Section 62 to 73 of the Societies Act. The Secretary will keep and maintain the Register of Members as under Section 12 (g).

TREASURER AND OPERATION OF BANK ACCOUNT

41. The Secretary of the association shall also be the Treasurer unless the committee under Rule 28 (i) appoint a member to fill their office. If an annual, or life member be appointed Treasurer the Secretary shall keep all accounting records and produce financial reports of the association, and file annual returns.
42. All moneys received by or on account of the association shall be paid to an account in the name of the association with such bank as the committee may from time to time determine. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be in such manner as the committee may by resolution from time to time determine. The financial statements for a financial year must contain the income and expenditure of the society, the assets and liabilities of the society; and all mortgages, charges, and other security interests of any description affecting any of the property of the society and comply with requirements prescribed by the regulations. The auditor or reviewer of a society must make a report to the members on the financial statements audited or reviewed by the auditor or reviewer. The report must comply with the requirements of all applicable auditing and society standards. The society must, in the manner prescribed by the regulations, ensure that an annual return is given to the Registrar for registration.

COMMON SEAL

43. The association shall have a Common Seal bearing the words "The Common Seal of New Zealand Beef Shorthorn association Incorporated" which Seal shall be fixed to all deeds and documents required to be sealed and to all notices or other papers required to be authenticated. The committee shall provide the safe custody of the Seal which shall be used only by the authority of the committee or a committee thereof authorised by the committee in that behalf and every instrument to which the Seal is to be affixed shall be signed by a committee member and shall be countersigned by the Secretary or a second committee member or by some other person appointed by the committee for the purpose.

INSPECTION

44. The committee may from time to time appoint from amongst members whose names appear on the official list drawn up under the provisions of Rule 28 (m) one or more inspectors to carry out such inspection or inspections as the committee directs of cattle registered with the association, or of cattle for which entries have been submitted for registration. The pedigree and any other records of cattle being inspected shall be produced to the inspectors on request. Inspectors shall report to the committee in writing and such report

shall be addressed to the Secretary at the registered office of the association or to such other person as the committee in its instruction to the inspectors may direct.

45. In the event of an inspector or inspectors failing to enter upon and complete the inspection for which they were appointed within a reasonable period the committee may in its discretion dismiss any one or more of such inspector or inspectors from the reference to which they were appointed and appoint another or others in their place.
46. In no circumstances whatsoever shall any member have any claim for damages, costs, compensation or otherwise, howsoever arising in consequence of any decision or act of any inspector acting under these Rules or any Rule, Regulation or By-law purporting to be made under these rules or acting under the direction of the committee.
47. Expenses incurred by inspectors making an inspection shall unless the committee otherwise directs be refunded by the owner of the cattle to the inspectors through the Secretary of the association.
48.
 - (a) Except in the case of cattle to be offered at sales sponsored by the association where the decision of an inspector or inspectors shall be subject to the conditions applicable to such sales, any member who is dissatisfied with a decision of an inspector or inspectors may appeal against such decision by lodging an appeal in writing with the Secretary within seven days of the decision being communicated to the member and at the same time the member shall deposit with the Secretary the sum of fifty dollars (\$50.00).
 - (b) On receipt of the appeal and the deposit, the Secretary shall forthwith report the lodging of the appeal to the President, or in their inability to act, the Vice-President, who shall forthwith appoint an appeal committee of three inspectors of the association (excluding any inspector or inspectors against whose decision the appeal is lodged), who shall as soon as practicable consider the appeal, and decide whether or not the appeal be allowed. The decision of the appeal committee shall be final.
49. The appeal committee is hereby empowered in its absolute discretion to direct that the expenses of the appeal committee or such part thereof as the committee may think proper shall be paid by the appellant or by the association and is also empowered in its absolute discretion to direct that the deposit lodged by the appellant be wholly or partly refunded to or forfeited in whole or in part to the association.
50. The appeal committee shall, as soon as practicable after determining the appeal, report its findings in writing to the Secretary, who shall advise the appellant as soon as possible the decision of the appeal committee.

INDEMNITY

51. Every person becoming a member of the association shall thereby indemnify and shall, with every other member, be bound to indemnify the committee and the individual members thereof and the Secretary or any other officer or officers against any action in respect of anything done or purported to have been done in the exercise or purported exercise of their powers or duties.
Provided always that -
 - (a) This rule shall not apply to members coming within the provisions of Rule 13.
 - (b) The liability of any member under this rule shall not exceed the sum of \$50.00.
52. The association will not be responsible for any loss or damage that may be sustained by anyone (whether a member of the association or not) through the inaccuracy, omission, alteration or cancellation of any entry in the Herd Book.

ALTERATION OF THE CONSTITUTION

53. These Rules may be modified, rescinded, or added to at an Annual General meeting of the association or at an Extraordinary meeting of the association convened for that purpose, with the proviso that no addition to or alteration of the non profit aims, personal benefit clause or the winding up clause shall be approved without the approval of the Incorporated Societies. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document. The Committee can make Minor or Technical Amendments, where only correcting an error, a technical alteration and has no more than a minor effect. You still have to notify the members, but if no objection is received within a set timeframe, the Committee can approve the Minor Amendment. When an amendment is approved 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.

54. Except in the case of an alteration proposed by the committee, notice of every proposed alteration intended to be proposed at an Annual General meeting or at an Extraordinary General meeting shall be lodged in writing with the Secretary at least two (2) calendar months before the date of the meeting at which the alteration will be considered and every such notice shall indicate clearly the nature of the proposed alteration.
55. The Secretary shall give notice of every proposed alteration to all members not later than fourteen (14) days before the date fixed for the General meeting at which the proposed alteration is to be considered and such notice shall give particulars of the date, time and place of such General meeting and full particulars of the proposed alteration.
56. No proposed alterations to the Rules shall be submitted to the Registrar of Incorporated Societies for registration unless it be approved by two thirds of such members as being entitled so to do, vote in favour of such change.

OFFICERS AND OTHERS TO CONTINUE IN OFFICE

57. The President, the Vice-President, the Immediate Past President, committee members, Treasurer, Secretary and Assistant Secretary in office at the time of adoption of these Rules shall, subject to their acceptance for registration by the Registrar of Incorporated Societies, remain in office and shall be subject to the provisions herein contained in relation to their respective offices.

DISPUTE AND RESOLUTION PROCEDURES

1. How complaint is made

1. A member or an officer may make a complaint by giving to the committee (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 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 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 enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

2. Person who makes complaint has right to be heard

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 statement or submissions (if any) are considered by the decision maker.

3. Person who is subject of complaint has right to be heard

- 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 the Incorporated Societies Act 2022; 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.

4. Investigating and determining dispute

- 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.

5. Society may decide not to proceed further with complaint

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

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct:

- ii. 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 Incorporated Societies Act 2022:
- iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

6. Society may refer complaint

- 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).

7. Decision makers

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

- a. impartial; or
- b. able to consider the matter without a predetermined view.

The above rules were updated and agreed to by the Annual General meeting
on 30th April 2025.