

# **NEW ZEALAND ARABIAN HORSE SOCIETY**

*(Amendments approved by Members at the 2022 Annual General Meeting)*

## **RULES**

- 1 The Constitution hereinafter contained shall take effect as at and from the 1st day of August 2006.

## **CONSTITUTION**

- 2 The Society is an association of Breeders and/or owners of registered Arab horses.

## **NAME OF SOCIETY**

- 3 The name of the Society is "New Zealand Arabian Horse Society (Incorporated)".

## **OBJECTS**

- 4 The objects for which the Society is established are:
  - (a) To maintain the racial purity of the Arab Horses in New Zealand;
  - (b) To encourage the breeding and exhibition of Arab Horses in New Zealand;
  - (c) To collect, verify and publish at intervals information regarding Arab horses;
  - (d) To hold and promote shows of Arab horses and to offer prizes thereat;
  - (e) To compile and maintain a list of persons considered competent to act as Judges of Arab horses at Shows;
  - (f) To advertise and publish such matters and in such newspapers, periodicals and books as the Society may think fit;
  - (g) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects;
  - (h) To encourage the importation of Arab horses into New Zealand and to advise on matters relating to the purchase, transportation and introduction of such horses into New Zealand;
  - (i) To establish relations and cooperate with Agricultural Societies in New Zealand with a view inter all to having the breed fully represented in the schedule of prizes;
  - (j) To establish relations with Societies having similar objects and to encourage exchanges with Societies of a like nature elsewhere;
  - (k) To purchase or lease any real or personal property in the Society and to appoint Trustees to hold same;
  - (l) To accept any gift or legacy of any money or property whether subject to any special trust or not for any one or more of the objects of the Society;
  - (m) To invest any moneys of the Society in such manner as may from time to time be determined;
  - (n) To promote in any way the interest of breeders of Arab horses;
  - (o) To generally assist breeders in breeding management and development of Arab horses in New Zealand;
  - (p) To do all such lawful things as are incidental or conducive to the attainment of the above objects;
  - (q) To collect and verify information regarding Anglo Arab and/or part Arab horses in New Zealand and to compile and publish at intervals a register thereof;
  - (r) To borrow money upon such terms and conditions as the Council shall from time to time arrange and to grant mortgage charges and encumbrances on any property of the Society in order to secure any loan made to the Society;
  - (s) Compile print and publish at intervals a Stud Book for Arab horses in New Zealand.

## DEFINITIONS

### 5 Definitions:

The "Society" means members of the New Zealand Arabian Horse Society (Incorporated).

The "Council means the Council of New Zealand Arabian Horse Society (Incorporated).

"Councillor" means a member of the Council of the New Zealand Arabian Horse Society (Incorporated).

"Officers" includes inter alia Patron (optional), President, Vice-presidents, Councillors, Secretary, Honorary Treasurer & Auditor/s.

"Secretary" means the Secretary appointed by the Council of the New Zealand Arabian Horse Society (Incorporated) and includes an Acting Secretary or Honorary Secretary or other person for the time being appointed by the Council to exercise its secretarial functions.

"Auditor" means the Auditor appointed by the Annual General Meeting of the New Zealand Arabian Horse Society (Incorporated).

"Family" means husband and/or wife and dependants under the age of 18 years and includes parties in a relationship in terms of the definition contained in the Civil Union Act.

"Stud" shall mean a collection of Arab breeding horses belonging to one member.

"Member" means a person or the company or the corporation owning a Registered Arab horse or horses who is registered in the Society as a Member of the Society.

"Junior Member" means a person under the age of 18 (eighteen) years owning Registered Arab horse or horses who is registered in the Society as a Junior Member of the Society. Such person must be a Junior Member in order to breed and register a Purebred Foal.

"Associate Member" means a person or the company or the corporation who is registered in the Society as an Associate Member of the Society. Such person must be an Associate Member in order to register a Partbred/Derivative/Anglo-Arabian horse.

"Financial Member" means a member of the Society who shall not be in default for more than two (2) months in the payment of any subscription payable by him in accordance with the Regulations of the Society.

"Partnership Membership" means a husband and/or wife and/or children and includes parties in a relationship in terms of the definition contained in the Civil Union Act, owning a Registered Purebred Arab breeding horse or horses who is registered in the Society as a Partnership Member of the Society. The Partnership shall nominate one person to be the Voting Member, Signatory and Spokesperson of the Partnership Membership. A Partnership Member shall be regarded as one member only and shall have the rights and privileges of one member.

"Horse" where the context signifies means stallion, colt, mare, filly and gelding collectively or singularly.

"Registered Owner" in relation to a horse denotes the person recorded as the owner of that horse in the Society's records.

"The Breed" means Arab horses, which are defined as horses of pure Arab lineage and acceptable to the Council in accordance with this Society's standard and/or those of a Society recognised by the Council and the progeny of sires and dams acceptable for registration by this Society.

"The Breeder" of any Arab horse is for the purpose of the Society the registered owner or lessee of the dam at the time of foaling.

The term "bred" shall have a corresponding meaning.

"Parent Verification" for the purpose of these regulations means that the horse's parentage has been verified by DNA.

"Imported" and "imp." in relation to a horse shall denote that the horse has been imported into New Zealand provided that, if it has been imported in dam the words "in dam" or "in utero" or some similar words or some generally recognised contraction thereof shall be used to indicate that the horse has been imported in dam, and that where the dam of the horse was in a country other than Australia when served by a sire to produce that horse the name or a contraction thereof (e.g. initials) of the country shall be used with the word "imported" or the words "imported in dam". A foal born after shipment and during transit of its dam to New Zealand shall be deemed to have been foaled in New Zealand and to be imported in dam.

"Society's Office" shall mean the office conducted as such by the Secretary of the New Zealand Arabian Horse Society (Incorporated).

"Constitution" means the constitution herein set out and as from time to time amended pursuant to the provisions hereinafter contained.

"Regulations" means Regulations made by the Council of the New Zealand Arabian Horse Society (Incorporated) as from time to time in force.

"Residence" in relation to a person denotes the place at which such person resides and in relation to a Society, Club Association or other like body denotes the place at which the principal office of such body is situated or if there is no such office, the place where the principal activities of such body are conducted.

"Resident" shall be deemed to have a corresponding meaning.

"Semen Bank" for the purpose of these regulations means the storage of semen from Registered Purebred Arab Stallions for marketing to inseminate Registered Arab Mares.

"Imported Semen" means Semen from a Stallion not domiciled in New Zealand registered with an approved Society and/or acceptable to the World Arabian Horse Organization.

"Writing" includes printing, typing, roneo and other like recognised means of communication.

Words implying persons includes corporations/companies.

Words implying the masculine gender include the feminine and neuter genders where the context reasonably permits.

Where the context reasonably permits singular number includes the plural number and vice-versa.

### **ELECTION OF COUNCIL**

- 6 (a) A Council shall be appointed by postal ballot held in each calendar year and the postal ballot shall be conducted in accordance with the provisions hereafter contained.
- (i) Commencing with the annual election to be held in 1971 one half of the members of the Council shall retire annually in rotation but shall be eligible for re-election. The members of the 1970 Council to retire in 1971 in accordance with this Regulation shall be decided at the meeting of the Council prior to the 1971 annual general meeting.
  - (ii) Any financial member may nominate any other financial member/s for election to the Council provided that these members so nominated to Council comprise only of owners of Pure Bred Arab breeding horses at least one of which shall be a female or nominees of Companies, Estates, Government Departments owning such horses or Life Members and in addition have been past members of the Society for at least 3 years or have been members for at least 3 years of a recognised Arab Horse Society and further provided that not more than any one member of a family shall be elected to the Council at any one time, and further provided that no Council member or their Family member shall be in debt to the Society.
  - (iii) Nominations for the Council shall be made in writing on the prescribed form and shall be forwarded to the Secretary postage prepaid and postmarked not later than 20 February in each year or may be lodged at the office of the Secretary not later than 20 February in each year.
  - (iv) The written consent of the member nominated shall be lodged with the Secretary in accordance with the requirements of Paragraph (iii) hereof.

- (v) In the event of valid nomination of not more than are required by the number of vacancies to be filled the Chairman at the next Annual General Meeting of members succeeding the closing of nominations shall declare the members so nominated to be elected.
- (vi) If the number of members validly nominated is less than the number of vacancies to be filled, the members validly nominated shall be declared elected by the Chairman of the Annual General Meeting of members next succeeding the closing of nominations. The remaining number of Councillors may be elected from amongst members present at the Annual General Meeting of members succeeding the closing of nominations.
- (vii) In the event of valid nomination of more than are required by the number of vacancies to be filled a postal ballot shall be held. The President, or failing him the Vice President shall appoint a Returning Officer and two or more Scrutineers to conduct the postal ballot in conjunction with the Secretary not later than 1<sup>st</sup> April in each year. The names of members nominated shall be arranged in alphabetical order of surnames and shall be printed in a list and such list shall be the ballot paper, a copy of which with instructions for voting shall be forwarded to every financial member not later than 20<sup>th</sup> March. The ballot shall be secret and all measures necessary to ensure secrecy shall be taken by the Returning Officer. The ballot shall close at 4.30pm on the 20<sup>th</sup> April in each year.

A ballot paper shall be informal on which appears votes for more or less than the number of candidates to be elected. The Returning Officer, after counting the votes shall certify in writing to the Chairman at the Annual General Meeting of members the result of the ballot and the Chairman shall declare elected in accordance with the number of vacancies to be filled those members whose respective totals are highest in the list.

In the event of an equality of votes for election of the final member/s of the Council as are required to be elected in accordance with the provisions of paragraph (i) hereof the remaining number of Councillors may be elected from amongst those with an equality of votes by a further ballot conducted amongst members present at the Annual General Meeting of members succeeding the closing of a postal ballot.

- (b) The members of the Council shall not exceed seven (7) in number.
  - (c) Any casual vacancy may be filled by resolution of the Council from amongst financial members of the Society as determined by the conditions set down in clause (a) (ii) above. A person appointed to fill a casual vacancy shall hold office for the unexpired period of his predecessor's term of office.
- 7 The members of the Council shall elect annually from amongst their number a President, Vice-president, and an Honorary Treasurer. Each officer so elected or appointed shall hold office until his successor be elected or appointed as the case may be.
- 8 The Council shall manage and have the entire control of the affairs of the Society and shall control all matters affecting the membership of the Society.
- 9 Without prejudice to the generality of the foregoing the Council shall:
- (a) Make such Regulations as it may from time to time think fit for regulating the Society's affairs and may from time to time amend the same by addition, deletion or variation. The Regulations shall be binding upon all members of the Society;
  - (b) Regulate admissions to membership of the Society, the conduct of members and retirement or expulsion of members;
  - (c) Compile or cause to be compiled the Society's Stud Book and/or Register and to publish a volume thereof so often as and in such manner and containing such matter as the Council shall think fit;
  - (d) Determine fees from time to time payable in respect of the registration of horses in the Stud Book and/or Register, the registration or recording of transfer, leases and deaths;
  - (e) Prescribe what annual subscription shall be payable by members of the Society;
  - (f) Act as Court of Appeal in regard to all matters rising between any members (as such) of the Society;

- (g) At any time appoint one or more committees and may at any time revoke any such appointment and it may prescribe the functions of any such committee;
  - (h) Compile and maintain a list of persons considered competent to act as Judges of Arab Horses at shows;
  - (i) Do any act, matter or thing calculated to promote the interests of the Society and of its members in the interest of the breed.
- 10 The Council shall have the control and management of its income and expenditure and shall have absolute control over the appointment and removal of all its paid officers and servants and shall determine the salaries and other terms and duties on which the officers and servants shall hold their offices.
- 11 The members of the Society shall comprise the persons who subscribe to these rules and such new members as may from time to time be admitted. An entry fee of \$20.00 shall be levied on all members.
- 12 An application for membership shall be in such form as may from time to time be prescribed by the Council. Subject to such regulations as may from time to time be passed by the Council any eligible person may be admitted to membership upon application for membership being duly made in writing and signed by such person.
- 13 (a) Junior Membership of the Society confers upon a Junior Member all rights, privileges and obligations held or imposed upon members other than voting rights but otherwise than is inconsistent with the provisions of this present clause all references to members shall be deemed to include Junior Members mutatis mutandis.
- (b) Associate Membership of the Society confers upon an associate member all rights, privileges and obligations held or imposed upon members other than voting rights or the right to speak at any meeting of the Society without the Chairman's consent. No entry fee shall be levied on Associate Members but otherwise than is inconsistent with the provisions of this present clause all references to members shall be deemed to include associate members mutatis mutandis. If not already a member of the Society, the breeder or owner must be an Associate member in order to register a Partbred/Derivative/Anglo-Arabian horse.
- 14 Election as a member of the Society becomes effective upon concurrence of three-fifths of all Councillors, and upon payment of the entry fee and the prescribed membership subscription.
- 15 The Council may refuse any application without assigning any reason therefore.
- 16 A register of members of the Society and of the addresses of each member shall be kept by the Council at the office of the Secretary every register of members shall be available to members of the Society for inspection at all reasonable times each member shall notify the Secretary of any change of address.
- 17 Any person who in the opinion of the Council has rendered special service to the Society and/or breed may by resolution of an annual general meeting be appointed an Honorary Life Member of the Society.
- 18 A member shall cease to be a member of the Society:
- (a) If he shall resign by notice in writing to the Secretary to that effect;
  - (b) If he shall die or being a company shall go into liquidation or being a firm shall dissolve;
  - (c) If he be declared insane;
  - (d) If he shall not have paid membership subscription in respect of the financial year within two (2) months of that year and if the Council shall resolve that such person be no longer a member of the Society PROVIDED THAT members whose subscriptions are unpaid within two (2) months following the due date have received written notification from the Secretary as soon as practicable after such date that unless such outstanding membership subscriptions are paid within the two (2) month period aforesaid membership of the Society will by resolution of the Council be terminated. Before such member shall be readmitted to membership all moneys due to the Society, including the unpaid annual subscription/s, must be paid;

- (e) If pursuant to a resolution passed by a three-fifths majority of the Members present and voting at a duly constituted Council Meeting he be requested in writing to resign and if he shall not have resigned at or before the expiration of thirty days from the delivery or posting of such requests;

PROVIDED THAT the estate of a deceased member may by its personal representative/s or a company in liquidation may by its liquidator/s continue as a member of the Society if notice in writing to that effect shall be given by the personal representative/s or the liquidator/s as the case may be to the Secretary.

- 19 Where a member is a company or a deceased estate or a trust:
  - (a) The member shall nominate a person as its representative who in such capacity shall be deemed to hold the qualification of a member for purpose of election as Councillor or other officer and who shall be entitled to receive all notices to which such member would otherwise as an individual be entitled and to attend and vote at all meetings in the name and on behalf of his principal until his nomination is cancelled in writing addressed to the Secretary by his nominator;
  - (b) The member shall be responsible for all acts and omissions of its constituents or any of them whether liquidator, executor or trustee or otherwise and shall also be responsible for the acts and omissions of its nominee.
- 20 Any member wishing to resign his membership shall do so by notice in writing to the Secretary, but such resignation shall not relieve any member from payment of overdue subscriptions and/or other moneys due by him to the Society at the time of such resignation.

### **CONDUCT OF MEMBERS**

- 21 Each member shall strictly observe and act in conformity with and not otherwise than in accordance with the constitution and the Regulations for the time being of the Society. Any member guilty of a breach of this clause may be called upon by the Council to resign his membership.
- 22 No member or registered owner shall exhibit any registered horse in any show or exhibition or advertise any horse in any paper, periodical or pamphlet under any but its registered name or as having any brand other than its registered brand.
- 23 No member shall so conduct himself or be guilty of any such conduct as to bring the Society into discredit or as to bring itself as a breeder or as a member into discredit.
- 24 If it shall appear that any member may have been guilty of any breach of the provisions of the Society's Constitution or Regulations or be guilty of any misconduct the Secretary shall if directed so to do by the Council call upon such member to appear before the Council and the Council may make such enquiry as it considers appropriate in the circumstances and may in the exercise of its judgment either reprimand such member or inflict upon such member such fine as the Council may think proper in the circumstances or may require such member to tender his resignation from the Society provided always that upon such enquiry the member shall be informed in writing by registered post of the alleged breach and shall be given at least twenty-one (21) days to answer any charge that may be laid against him and to provide any explanation or evidence that he may consider desirable and an opportunity shall be afforded him of appearing before the Council to answer any charge and to furnish such evidence or explanation as the circumstances may warrant.
- 25 If a member be called upon to tender his resignation and shall not do so within thirty (30) days he shall at the expiration of the said thirty (30) days ipso facto cease to be a member of the Society.

### **APPEALS**

- 27 Any questions or dispute arising between any members (as such) of the Society inter se or between any member of the Society and the Society may be submitted to a Meeting of the Council and the Council shall consider all reports, statements and information submitted to it by the parties to the question or dispute and shall be at liberty to make such further investigation and enquiry as it may think fit regardless of the ordinary Rules of evidence and its determination shall be final and binding upon all parties to or affected by the question or dispute and they shall have no recourse to law therefrom. For the purpose of this clause and determination must, to be effective, be supported by at least three-fifths of members of the Council present and voting at the relative meeting.

PROVIDED THAT:

- (a) If any member desires any such question or dispute to be submitted to the Council such member shall notify the Secretary in writing accordingly;
- (b) Every notification shall be accompanied by a payment of ten dollars (\$10);
- (c) The Council may refuse to hear or to determine any question or dispute between members of the Society;
- (d) Each party to any such question or dispute and every member affected thereby shall furnish to the Council whether orally or in writing (as the Council may direct) such information and such evidence as the Council by its Secretary shall require;
- (e) Upon determination of the question of dispute the Council may at its discretion but not otherwise direct the ten dollars (\$10) payable as aforesaid to be refunded to the member paying the same or may declare the same to be forfeited to the Society and shall declare the same to be forfeited where in the opinion of the Council the question or dispute submitted is trivial, frivolous or vexatious.

**APPLICATION OF SOCIETY PROPERTY AND INCOME**

- 28 The income and property of the Society whence-so-ever derived shall be applied solely towards the promotion of the objects of the Society as set forth in the preceding clauses provided that nothing herein shall prevent the payment in good faith of remuneration to any official or servants of the Society or other person in return for services actually rendered to the Society.
- 29 In the event of the winding up of the Society the funds after the liabilities have been discharged shall be devoted to the promotion of objects similar to those for the Society and no member shall be entitled to receive any part of such funds. The disposition of such funds shall be determinate by a majority of the members of the Society present in person at a General Meeting to be held in accordance with these Rules at or before the winding up of the Society or if no such resolution is so passed, then the same shall be disposed of as the Registrar of Incorporated Societies may direct.

**SUBSCRIPTIONS**

- 30 Every member of the Society shall pay an annual subscription to be from time to time prescribed by the Council PROVIDED ALWAYS that the Council may where it considers in the interests of the Society or the breed so to do differentiate between members or of classes of members.
- 31 Unless and until otherwise determined by the Council each member of the Society shall pay an annual subscription of not less than \$5.00.
- 32 A membership subscription shall be due annually on the 1<sup>st</sup> day of January in each year and shall be paid on or before that is, members whose subscriptions are in arrears shall not be entitled to vote at any meeting of the Society.

**SECRETARY**

- 33 There shall be a Secretary of the Society who shall be appointed by the Council for such term and at such salary and upon such conditions as the Council may from time to time think fit. Subject to any agreement made in the contrary as a term of appointment the Council shall have the power at any time to revoke any such appointment and to make a fresh appointment.
- 34 The salary of the Secretary shall be payable exclusively out of the revenue of the Society.
- 35 Unless otherwise determined by Council the duties of the Secretary shall include all the usual secretarial work of the Society and in particular he shall keep such records and register of members, services, foaling, registrations, transfers, and such stud books as may from time to time be prescribed by the Council or be required by the Constitution or Regulations.
- 36 The Secretary shall advise members during the month of November each year of the liability of each member and amount of membership subscriptions due.

- 37 There shall be an Auditor of the Society who shall be Public Accountant or Accountants, and who shall be appointed by the Annual General Meeting for such term and upon such conditions as the Annual General Meeting may from time to time think fit. Subject to any agreement made to the contrary as a term of such appointment the Annual General Meeting shall have power at any time to revoke any such appointment and make a fresh appointment.
- 38 The fee of an Auditor shall be payable exclusively out of the revenue of the Society.
- 39 Any Auditor appointed by the Annual General Meeting shall not be a member of the Society.

#### **NEW MEMBER**

- 40 Every applicant for Membership shall submit in writing to the Secretary a list of all Arab stallions, geldings, mares and foals domiciled in New Zealand belonging to him and registered in the Stud Book of the Society or Stud Book recognised by the Society as at the date of the making of his Application for Membership.
- 41 Upon application by a person to the Society to be admitted as a member of the Society the Council may appoint a member as its delegate to inspect his horses for the purpose of identification and render to the applicant such guidance and assistance as may be considered desirable to enable him upon admission to membership to comply with the Constitution and Regulations of the Society relating to breeding and the entry and registration of Stud stock.

#### **FINANCIAL YEAR**

- 42 Until otherwise determined each financial year shall commence on the first day of January of the relative calendar year.

#### **MEETINGS OF THE COUNCIL**

- 43 The Council shall meet at least once in each financial year and thereafter so often and at such time or times and such place or places as the Council may from time to time determine. Council meetings may be held in person and/or via telephone, email, video conference or any new audio/visual technology format as the Council may decide. A Council member attending using such technology is taken to be present in person.
- 44 If any member of the Council absents himself from two (2) consecutive meetings of the Council without apology he shall cease to be a member of the Council.
- 45 At all meetings of the Council four (4) persons shall present a quorum. In the event of a quorum not being present within half an hour of the time appointed the President or in his absence a Vice-President shall adjourn the meeting to the same day in the next week at the same time and place or to such other day and at such other time and place as the President or in his absence the Vice-President may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 46 Members elected to constitute the Council shall at the first Council Meeting following such Annual General Meeting of members elect from amongst their number a President, Vice-President and an Honorary Treasurer. That the Council comprise only of owners of Purebred Arab breeding horses nominees of Companies, Government Departments owning such horses or Life Members.
- 47 The President or in his absence the Vice-President shall be the Chairman at any meeting of the Council but in the absence of the President and Vice-President the meeting shall elect a Chairman from the members present and the Chairman may perform all the duties and exercise the discretion of the President.
- 48 At all meetings the Chairman's ruling shall be final in all matters of order and practice.
- 49 A special meeting of the Council may be called at any time by the President or by three members of the Council. Notice convening such meeting shall specify the special business to be dealt with and the time and place of the meeting.
- 50 Unless otherwise decided by the Council the order of business for Council meetings shall be:
- (a) Minutes of the previous meeting
  - (b) Annual report or Secretary's report
  - (c) Auditor's Report, Balance Sheet and/or any other financial statement
  - (d) Election of Office Bearers for the ensuing year



- (e) Business arising out of Minutes of the previous Council meeting
- (f) Correspondence
- (g) Committee's Reports
- (h) Notices of Motion
- (i) Applications for membership
- (j) General or Special Business

- 51 Business on the agenda for any Council Meeting and which has not been completed or dealt with at such meeting may be completed or dealt with as the case may be at an adjourned Council Meeting.
- 52 The Council may by resolution from time to time adjourn its meeting to such place and time as the Council may think fit.
- 53 At least fourteen (14) days notice of each meeting of the Council shall be given to each Councillor. The agenda shall include particulars of the business to be discussed by the Council. Any business which may come to hand subsequent to the notice but prior to the meeting shall as far as possible be notified to each Councillor.
- 54 No member shall be entitled to vote at any meeting of the Council or on the election of council or of any subcommittee or to be elected an office-bearer unless the current subscription and all arrears have been paid for the current financial year and every member shall be entitled on every motion to one vote exercised in person.
- 55 No objection shall be made to the validity of any vote except at the meeting at which such vote is tendered and every vote not disallowed at such meeting shall be valid for all purposes whatsoever. Pursuant to Clause 54 hereof the Chairman shall be sole and absolute judge of the validity of all votes tendered or cast at any meeting and may allow or disallow all votes tendered or cast according as he shall be of the opinion whether it or they are not valid.
- 56 If at any meeting a poll is demanded by any member it shall be taken in such manner as the Chairman shall direct.
- 57 Any special resolution may be submitted to any meeting of the Council provided that at least sixty (60) days prior to the date of that meeting notice of intention to move such resolution shall be given in writing to the Secretary together with a copy of the resolution to be moved. The Secretary shall in that event forward to each Councillor at least thirty (30) days prior to the meeting a copy of such notices and of the resolution proposed to be moved.
- 58 If in the opinion of the Chairman any matter of urgent importance has arisen which requires immediate discussion any Councillor may with the consent of three-fifths of the members of the Council present submit any urgent motion without having given the special notice required.
- 59 Minutes of the proceedings of the Council shall be recorded by the Secretary, in a Minutes Book kept for the purpose. The Minutes shall be verified and signed by the Chairman of the meeting to which they relate or be verified at the next succeeding meeting and signed by the Chairman of that meeting. When signed the Minutes shall be prima facie evidence of the facts stated therein.
- 60 In all matters coming before the Council for determination the Chairman shall have in addition to his ordinary vote a casting vote by virtue of office

#### **AUTHENTICITY OF COUNCIL DECISIONS**

- 61 All acts done by or with the authority of the Council or any Subcommittee shall notwithstanding that it shall be afterwards discovered that there was some defect in the convening or constitution of any meeting of the Council or subcommittee or in the appointment of the Council or subcommittee any member thereof or person or persons acting with the authority of the Council or subcommittees or that any such person or persons were disqualified or any other matter one or more members of the Council or subcommittee or things whatsoever be valid and effectual.

## GENERAL MEETINGS OF MEMBERS

- 62 The preceding Clauses 43 to 60 inclusive and applicable to meetings of the Council and Clause 61 shall apply mutatis mutandis to general meetings of members of the Society.
- 63 The Annual General Meeting of members of the Society shall be held as and when the Council shall determine. The Society may, at the discretion of the Council, hold a General Meeting as physical, and/or using any audio, audio and visual, or electronic technology that gives members a reasonable opportunity to participate, including to hear and be heard. A member that opts to use this technology is taken to be present in person at a General Meeting.
- 64 A quorum of a General Meeting (whether annual or extraordinary) shall be fifteen (15) financial members present in person.
- 65 (a) At every General Meeting each member other than Junior and Associate Members shall have one vote and any member shall be entitled to attend.
- (b) Associate Members may attend any General Meeting of the Society and as Associate Members shall be identified separately accordingly and may only speak with the Chairman's permission and shall not be entitled to a vote.
- 66 General Meetings of the Society other than an Annual General Meeting shall be called Extraordinary General Meetings.
- 67 An Extraordinary General Meeting shall be convened by the Secretary pursuant to and in accordance with such direction as may be given to him by:-
- (i) The President;
- (ii) Resolution of the Council;
- (iii) Requisition signed by at least seven (7) financial members.

The place of any such meeting will be determined by the President.

- 68 It shall be competent for members of the Society in General Meeting (whether Annual or Extraordinary) to make recommendations to the Council and to express the views of the meeting upon matters of policy or upon any other matters affecting the objects or affairs of the Society but a determination of the members in General Meeting (whether Annual or Extraordinary) shall not override a determination of the Council.

## NOTICE CONVENING MEETINGS OF MEMBERS

- 69 (a) A General Meeting (whether Annual or Extraordinary) may be convened by not less than thirty (30) days notice in writing specifying the time and place at which such meeting will be held.
- (i) If the meeting is to be held using any audio, audio and visual, or electronic technology, a description of the technology that will be used to facilitate the meeting shall be provided to members, along with instructions for access, participation and voting relevant to the nominated technology.
- (b) Notice of a General Meeting shall be given to a member if:
- (i) Delivery to such member personally; or
- (ii) Addressed to such member at his registered address and delivered to that address; or
- (iii) If addressed to such member at his registered address and posted (postage prepaid) to such member. Any notice so posted shall be deemed to have been given to the addressee at the expiration of twenty four (24) hours from the time of posting;
- (iv) By email and or other forms of electronic communication.

## **SOCIETY RECORDS AND ACCOUNTS**

- 70 The Council shall cause to be kept true accounts of all its receipts, payments, assets and liabilities and the manner in which the income and expenditure have been dealt with and all matters necessary for showing its true financial position at the end of each year.
- 71 The Treasurer shall be responsible for:
- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained.
  - (b) Preparation prior to the Annual General Meeting of annual accounts for the previous financial year showing income and expenditure along with a balance sheet showing the liabilities and assets of the Society at the close of that period.
  - (c) Ensuring the annual accounts are duly certified every year with a Review of the Income and Expenditure to be undertaken by a chartered accountant. The Review shall be signed by the President and Treasurer and/or Secretary as correct and shall submit same to the Annual General Meeting.
  - (d) Providing a financial report at each Annual General Meeting.
  - (e) Providing financial information to the Council as the Council determines.
- 72 The Annual Report and a copy of the Balance Sheet with any reports/reviews from the Chartered Accountants shall be sent to each financial member not less than thirty (30) days before the Annual General Meeting.
- 73 The books of account shall be kept at such place or places of security as the Council shall decide.

## **SOCIETY'S STUD BOOK AND/OR REGISTER**

- 74 Each volume of the Society's Stud Book and/or Register shall be published at such time as the Council shall think fit.
- 75 Copies of the Society's Stud Book and/or Register shall be made available to members and/or non members at a fee to be prescribed from time to time by the Council.

## **INDEMNITY TO OFFICERS**

- 76 Every office bearer appointed by the Council or by the members thereof and every member of the Council shall be entitled to be indemnified out of the funds of the Society against any loss, expense or liability incurred or sustained by him in the bona fide and proper exercise of his duty provided that a special expense statement shall be submitted to the Council for approval for all claims under this clause.
- 77 Neither the Society nor any Councillor nor any office bearer of the Society nor any person acting under the authority of the Council shall be liable at the instance of any member of the Society for any act or omission purporting to be done or omitted pursuant to the Constitution and/or Regulations of the Society or purported to be done pursuant to an authority given by the Council.

## **SOCIETY'S BANKING ACCOUNT**

- 78 The Council shall cause a banking account or accounts with a recognised Bank or Banks to be opened and kept in the name of The New Zealand Arab Horse Breeders Society (Incorporated).
- 79 The Society's Banking Accounts shall be operated upon in the name of the Society by such officer/s and/or members of the Council as the Council may from time to time direct.
- 80 Cheques shall be endorsed for collection through the Society's banking account in the name of the Society by such officer/s and/or members of the Council as the Council may from time to time direct.
- 81 All moneys, cheques and negotiable instruments received on behalf of the Society shall be forthwith paid without deduction to the credit of the Society's banking account.
- 82 Every sum paid on behalf of the Council amounting to two dollars (\$2.00) or upwards shall be paid by cheque upon its bankers made payable to order and shall be signed by two persons as the Council may from time to time authorise.

## **SOCIETY OFFICE**

- 83 The office of the Society shall be at such place as the Council may from time to time determine.

## **NOTICES**

- 84 Notices required to be given to a member shall be given either in writing duly posted (postage prepaid) or by email and or other forms of electronic communication and properly addressed to such member at his registered or last known postal or email address or in such manner as the Council may from time to time determine. Notices sent by post or by email and other forms of electronic communication shall be deemed to have been given at the expiration of twenty-four (24) hours after posting or electronic communication.

## **RECOGNITION OF SOCIETIES AND/OR ASSOCIATIONS**

- 85 The Council may recognise the Stud Book of any Society of Breeders of Arab horses but only if in the opinion of the Council the Rules and Regulations governing the entry or registration of a horse in the Stud Book of such other Society are as strict as the Regulations governing the entry or registration respectively of a horse in the Society's Stud Book and/or Register.

PROVIDED THAT the expression "Stud Book" for the purposes this clause shall be deemed to include any book or register or record kept by a Society for the entering, registering or wording of Stud horses. That is to say, that fulfills for that Society the registration purposes of this Society's Stud Book and/or Register.

## **ALTERATIONS TO CONSTITUTION**

- 86 The Society may by special resolution carried by not less than three-fifths of the members present and voting in person amend the Constitution of the Society whether by alteration, addition or deletion in such manner as it may think fit providing that notice of any such amendment shall be given accordingly as hereto before provided.

## **COMMON SEAL**

- 87 (a) The Society shall have a Common Seal which shall be kept in the custody and control of the Secretary for the time being.
- (b) Whenever the Common Seal of the Society is required to be affixed to any Deed, Document, Writing or other instrument, these shall be affixed pursuant to a resolution of the Council by any one of the following officers namely - the President or Vice-President and by one member of the Council and by the Secretary, and the three persons affixing the seal shall at the same time sign the deed or other document as aforesaid to which the said seal is so affixed.