

NEW ZEALAND ARABIAN HORSE SOCIETY

RULES AND CONSTITUTION

- 1 This Constitution was adopted by way of amendment on 9 November 2025 to replace the Society's previous Constitution.
- 2 The Society is an association of Breeders and/or owners of registered Arabian 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 Arabian Horses in New Zealand;
 - (b) To encourage the breeding and exhibition of Arabian Horses in New Zealand;
 - (c) To collect, verify and publish at intervals information regarding Arabian horses;
 - (d) To hold and promote shows of Arabian horses and to offer prizes thereat;
 - (e) To compile and maintain a list of persons considered competent to act as Judges of Arabian horses at Shows;
 - (f) To advertise and publish such matters in such newspapers, periodicals, books, social or digital media as the Society may think fit;
 - (g) To print and publish any newspapers, periodicals, books, leaflets or online articles that the Society may think desirable for the promotion of its objects;
 - (h) To encourage the importation of Arabian 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 alia 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 Arabian horses;
 - (o) To generally assist breeders in breeding management and development of Arabian 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 Arabian and/or Partbred/Derivative Arabian 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 Arabian horses in New Zealand;
 - (t) To maintain an online database of Registered Arabian horses and make the same available to Members.

DEFINITIONS

5 Definitions:

'Act' means the Incorporated Societies Act 2022 or its successors and any regulations made under those statutes.

The 'Society' means Members of the New Zealand Arabian Horse Society (Incorporated).

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

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

'Officers' holds the definition provided in Section 5 of the Act and includes (but is not limited to) the Patron (optional), President, Vice-President, Councillors, Secretary, Honorary Treasurer & Auditor/s.

'Interests Register' means the register of Officer interests maintained by the Council pursuant to clauses 77-79 of this Constitution as required by section 73 of the Act.

'Secretary' means the Secretary appointed by the Council of the Society and includes an Acting Secretary or Honorary Secretary or other person for the time being appointed by the Council to exercise its secretarial functions.

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

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

'Electoral Procedure' means a system utilised for the election of Council Members ranging from and not limited to, secret ballot, electronic voting system, postal ballot or any other properly conducted electoral process as approved by the AGM or Special General Meeting.

'Secret Ballot' means a voting method in which a voter's identity is kept private.

'Member' means a person or the entity that has become a Member of the Society in accordance with this Constitution, who has paid the entirety of the relevant Membership Subscription as determined at a General Meeting of the Society and whose membership has not been terminated in accordance with this Constitution.

'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 them in accordance with the Regulations of the Society.

'Family' means husband and/or wife and dependents under the age of 18 (eighteen) years and includes parties in a relationship in terms of the definition contained in the Civil Union Act.

'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 Society 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.

'Stud' shall mean a collection of Arabian breeding horses belonging to one member.

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

'Registered' in relation to a horse denotes registered in the Society's Stud Book.

'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 Purebred Arabian horses, which are defined as horses of pure Arabian lineage and acceptable to the Council in accordance with this Society's regulations and/or those of a Society recognised by the Council, and to the World Arabian Horse Organisation and the progeny of sires and dams acceptable for registration by this Society.

'The Breeder' of any Arabian 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 Typing.

'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.

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

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

'Writing' includes printing, typing, email and other recognised means of communication, whether physical or electronic.

Words implying persons includes corporations/companies and trusts.

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 in each calendar year in accordance with the Electoral Procedure elected by the Council and in accordance with the provisions hereafter contained.
- (i) One half of the members of the Council shall retire annually in rotation but shall be eligible for re-election. The members of the Council to retire in accordance with this Regulation shall be decided at the meeting of the Council prior to the Annual General Meeting.
 - (ii) Any Full Member or Honorary Life Member may nominate any other Full Member or Honorary Life Member for election to the Council provided that these Members so nominated to Council comprise only of owners of Registered Purebred Arabian breeding horses, at least one of which shall be a female, or Life Members.
 - (iii) Both the nominating Member and the nominee must be Financial Members at the time of nomination.
 - (iv) Nominations for Council must be seconded by another Full Member or Honorary Life Member who must be a Financial Member at the time of nomination.
 - (v) Nominees must have been past members of the Society for at least three (3) years or have been members for at least 3 years of a recognised Arabian Horse Society.
 - (vi) 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.
 - (vii) Nominations for the Council shall be made in writing on the prescribed form and shall be

forwarded to the Secretary electronically to be received no later than 20 February in each year or may be lodged at the office of the Secretary by post to be received not later than 20 February in each year.

- (viii) The written consent of the member so nominated consenting to being an Officer of the Society and certifying that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society under section 47(3) of the Act shall be lodged with the Secretary in accordance with the requirements of Clause 6 (vii).
 - (ix) In the event of valid nominations of not more than are required by the number of vacancies to be filled, the Chairperson at the Annual General Meeting of Members succeeding the closing of nominations shall declare the Members so nominated to be elected.
 - (x) 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 Chairperson at the Annual General Meeting of Members succeeding the closing of nominations. The remaining number of Councillors may be elected from amongst eligible Members present at the next Annual General Meeting of Members succeeding the closing of nominations.
 - (xi) In the event of valid nominations of more than are required by the number of vacancies to be filled a secret ballot or electronic vote shall be held. The President, or failing the President, the Vice President, shall appoint a Returning Officer and two or more Scrutineers to conduct the ballot in conjunction with the Secretary not later than 1st April in each year. The names of nominated Members 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 with voting rights not later than 20th 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 20th April in each year.
 - (xii) The Returning Officer, after counting the votes shall certify in writing to the Chairperson prior to the Annual General Meeting of Members the result of the ballot and the Chairperson shall declare at the Annual General Meeting the elected parties in accordance with the number of vacancies to be filled those Members whose respective totals are highest in the list.
 - (xiii) 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 the ballot.
- (b) The Members of the Council shall be no less than three (3) and shall not exceed seven (7) in number.
 - (c) Any casual vacancy may be filled by resolution of the Council from amongst Full Members or Honorary Life 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 their 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 their 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 arising 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) Appoint the Contact person or persons required to be appointed under the Act.
 - (i) Compile and maintain a list of persons considered competent to act as Judges of Arabian Horses at shows.
 - (j) 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.

NEW MEMBERS

- 11 An application for membership shall be in such form as is 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. An entry fee shall be levied on all Members, the sum of which shall be prescribed by the Council.
- 12 Every applicant for Membership shall submit in writing to the Secretary a list of all Arabian stallions, geldings, mares and foals domiciled in New Zealand belonging to the applicant and registered in the Stud Book of the Society or Stud Book recognised by the Society as at the date of the making of their Application for Membership.
- 13 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 the applicant's horses for the purpose of identification and render to the applicant such guidance and assistance as may be considered desirable to enable the applicant 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.
- 14 Election as a Member of the Society becomes effective upon concurrence of three-fifths of all Councillors, and upon payment of the prescribed entry fee and the prescribed membership subscription.
- 15 The Council may refuse any application without assigning any reason therefore.

MEMBERS OF THE SOCIETY

- 16 The Members of the Society shall comprise the persons who subscribe to the Society's rules and such new Members as may from time to time be admitted.
- 17 The Members of the Society shall be:
- (a) Full Member
 - (b) Junior Member
 - (c) Associate Member
 - (d) Honorary Life Member
 - (e) Such other category of membership as is approved from time to time at a General Meeting.
- 18 Definition of Members
- (a) A Full Member is a person or the company or the corporation or trust owning a Registered Arabian horse or horses who has applied for and been accepted as a Full Member of the Society in accordance with this Constitution. A Full Member is eligible to vote, speak at Society meetings and to stand for election to the Council.

- (b) A Junior Member is a person who is eligible for admission as a Full Member who is under eighteen (18) years of age at the end of the financial year when their application for membership is considered. Junior Membership of the Society confers upon a Junior Member all rights, privileges and obligations held or imposed upon Members other than voting rights. A Junior Member is not eligible to stand for election to the Council. A person who is under eighteen (18) years of age must be a Junior Member in order to breed and register a Purebred Foal
- (c) An Associate Member is a person or the company or the corporation or trust who has applied for and been accepted as an Associate Member of the Society in accordance with this Constitution. 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 Chairperson's consent. An Associate Member is not eligible to stand for election to the Council. No entry fee shall be levied on Associate Members. If not already a Member of the Society, the breeder must be an Associate Member in order to register a Partbred/Derivative/Anglo- Arabian horse.
- (d) An Honorary Life Member is a person who in the opinion of the Council has rendered special service to the Society and/or the Arabian Breed and who has been proposed for Honorary Life Membership by two Full Members, approved for Life Membership by the Council and by resolution of an Annual General Meeting appointed an Honorary Life Member of the Society. Honorary Life Members shall have membership of the Society free of charge for the remainder of their lifetime subject to Clauses 29 and 30 under this Constitution. An Honorary Life Member shall be entitled to vote, speak at Society meetings and to stand for election to the Council.

19 Where a Full Member is a company or a corporation or a trust:

- (a) The Member shall nominate one (1) person as its representative who in such capacity shall be deemed to hold the qualification of a Full Member for the purposes of election as Councillor or other officer, to be the voting member, signatory and spokesperson for the membership 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 their principal until their nomination is cancelled in writing addressed to the Secretary by their 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 On the death of a Member:

- (a) an Executor, Administrator or other agreed legal representative of their estate ('Representative') may be nominated to hold the class of Membership that was held by the Member prior to their death if notice in writing to that effect is given to the Secretary.
- (b) The Representative will hold this membership only in their capacity as Representative of the deceased estate and will not be eligible to vote or speak at any meeting of the Society.
- (c) The Representative will cease to hold membership on behalf of the deceased estate on the earlier of two (2) years following the death of the Member or upon sale or death of the final Arabian, Partbred/Derivative Arabian or Anglo Arabian horse owned by the deceased estate, whichever occurs earliest. If a horse is still owned by the deceased Member following the two-year period, the Council may at their discretion offer an extended time for the Representative to hold the class of Membership that was held by the Member prior to their death.

21 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.

22 Any Member wishing to resign their 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 such Member to the Society at the time of such resignation.

23 A Member shall cease to be a Member of the Society:

- (a) If the Member shall resign by notice in writing to the Secretary to that effect;
- (b) If the Member shall die or being a company shall go into liquidation or being a Trust shall wind-up;
- (c) If the Member is deemed to have lost mental capacity and the Society is provided with certification by a registered health professional;

- (d) On termination of a Member's membership following a dispute resolution process under this Constitution;
- (e) If the member 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 should no longer be 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, the 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;
- (f) If pursuant to a resolution passed by a three-fifths majority of the Members present and voting at a duly constituted Council Meeting, the Member be requested in writing to resign and if such Member shall not have resigned at or before the expiration of thirty days from the delivery or receipt of such requests;
- (g) If a Member is called upon to tender their resignation and shall not do so within thirty (30) days such member shall at the expiration of the said thirty (30) days ipso facto cease to be a member of the Society.

CONDUCT OF MEMBERS

- 24 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 their membership.
- 25 No Member or registered owner shall exhibit any registered horse in any show or exhibition or advertise any horse in any paper, periodical, pamphlet, website or on social or digital media under any but its registered name or as having any brand other than its registered brand.
- 26 No Member shall so conduct themselves either in person or online (including on social media) or be guilty of any such conduct as to bring the Society into discredit or as to bring themselves as a breeder or as a Member into discredit.
- 27 Each Member shall comply with the animal welfare requirements under the Animal Welfare Act 1999, Animal Welfare (Care and Procedures) Regulations 2018 and all applicable welfare regulations and guidance issued by the Ministry of Primary Industries.
- 28 If it shall appear that any Member may have been guilty of any breach of the provisions of the Society's Constitution, Regulations, Social Media Policy, be subject to extended monitoring by the Ministry of Primary Industries or SPCA, 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 Disciplinary Committee in accordance with Clauses 29 and 30 and may be subject to penalties, sanctions or orders imposed by the Disciplinary Committee.

DISPUTE RESOLUTION

- 29 If any dispute arises between:
 - (a) Two or more Members; or
 - (b) One or more Officers of the Council; or
 - (c) One or more Members or Officers of the Society; and
 That dispute relates to an allegation that:
 - (d) A Member or an Officer has engaged in misconduct; or
 - (e) A Member or an Officer has breached, or is likely to breach a duty under this Constitution or the Incorporated Societies Act 2022 ("Act");
 - (f) The Society has breached, or is likely to breach, a duty under this Constitution or the Act;
 - (g) A Member's rights or interests as a Member have been damaged or Members' rights or interests generally have been damaged;

Then any party involved with the dispute may make a complaint to the Council and the procedures contained in

clauses 2 to 8 (inclusive) of Schedule 2 of the Act shall be deemed to be included in this Constitution and shall apply to the resolution of the dispute.

- 30 The Council shall be the decision maker responsible for resolving the dispute provided that:
- (a) If the complaint relates to one or more Officers, that Officer or those Officers must be excluded from the Council's management of the dispute resolution process and decision making;
 - (b) If the complaint is made by one or more Officers, that Officer or those Officers must be excluded from the Council's management of the dispute resolution process and decision making; and
 - (c) If the Council is unable to proceed because it will not have a quorum of Officers to conduct the dispute resolution process as a consequence of clause 30(a), the Committee must appoint an individual who is not a Member to manage the dispute resolution process and make a decision about the complaint.

After completing the dispute resolution processes provided for in clause 29, the Committee or the independent person appointed pursuant to clause 30(c), (the "decision maker") may:

- (d) Make a finding considered by the decision maker to be fair and consistent with the evidence provided by the dispute resolution process;
- (e) In the case of a complaint against a member, suspend the member's membership for a defined period or terminate the member's membership; or
- (f) In the case of a complaint against an Officer, remove the Officer from their role as an Officer (and, if the Officer is also a Member, the penalties in clause 30(e) could also be applied).

APPLICATION OF SOCIETY PROPERTY AND INCOME

- 31 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.

SUBSCRIPTIONS

- 32 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 it to be in the interests of the Society or the Breed to do so, differentiate the subscription between Members or of classes of Members.
- 33 The annual subscription payable for different classes of membership for the following financial year must be set by resolution at each Annual General Meeting.
- 34 If no resolution changing subscription amounts is passed at an Annual General Meeting, the subscription amounts in place at the commencement of that Annual General Meeting will continue to apply.
- 35 A membership subscription shall be due annually on the 1st day of January in each year and shall be paid on or before this date.
- 36 Members whose subscriptions are in arrears shall not be entitled to vote at any meeting of the Society.

SECRETARY

- 37 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 such appointment, the Council shall have the power at any time to revoke any such appointment and to make a fresh appointment.
- 38 The Secretary must keep a Register of Members recording:
- (a) The name of each Member;
 - (b) the last known contact details for each Member;
 - (c) the date on which each person became a Member; and

(d) all other information prescribed by the Act (if any).

39 The Register of Members shall be available to Members of the Society for inspection at all reasonable times.

40 Each Member shall promptly notify the Secretary in writing of any change of contact details and address.

41 Unless an alternative contact person is appointed by the Council (for the purposes of the Incorporated Societies Act 2022), the Secretary will be the Society's contact person.

42 The salary of the Secretary shall be payable exclusively out of the revenue of the Society.

43 Unless otherwise determined by Council, the duties of the Secretary shall include all the usual secretarial work of the Society and, in particular, the Secretary 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.

44 The Secretary shall advise Members during the month of November each year of the liability of each member and amount of membership subscriptions due.

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.

45 The fee of an Auditor shall be payable exclusively out of the revenue of the Society.

46 Any Auditor appointed by the Annual General Meeting shall not be a member of the Society.

FINANCIAL YEAR

47 Until otherwise determined each financial year shall commence on the first (1st) of January of the relative calendar year.

MEETINGS OF THE COUNCIL

48 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.

49 If any member of the Council is absent from two (2) consecutive meetings of the Council without apology they shall cease to be a member of the Council.

50 At all meetings of the Council four (4) Councillors 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 their absence the 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 their 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.

51 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.

52 The President or in their absence the Vice-President shall be the Chairperson at any meeting of the Council but in the absence of the President and Vice-President the meeting shall elect a Chairperson from the members present and the Chairperson may perform all the duties and exercise the discretion of the President.

53 At all meetings the Chairperson's ruling shall be final in all matters of order and practice.

54 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.

55 Unless otherwise decided by the Council the order of business for Council meetings shall be:

(a) Minutes of the previous meeting

- (b) Business arising out of Minutes of the previous Council meeting
- (c) Interests Register
- (d) Correspondence
- (e) Applications for Membership
- (f) Financial Report/Transactions
- (g) Committee's Reports
- (h) Notices of Motion
- (i) General or Special Business

56 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.

57 The Council may by resolution from time to time adjourn its meeting to such place and time as the Council may think fit.

58 At least five (5) working 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.

59 No Member shall be entitled to vote at any meeting of the Council or on the election of council or of any sub-committee 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.

60 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 61 hereof the Chairperson 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 accordingly as the Chairperson shall be of the opinion whether it or they are not valid.

61 If at any meeting a poll is demanded by any member it shall be taken in such manner as the Chairperson shall direct.

62 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.

63 If in the opinion of the Chairperson 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.

64 Minutes of the proceedings of the Council shall be recorded by the Secretary. The Minutes shall be verified and signed by the Chairperson of the meeting to which they relate or be verified at the next succeeding meeting and signed by the Chairperson of that meeting. When signed the Minutes shall be prima facie evidence of the facts stated therein.

65 In all matters coming before the Council for determination the Chairperson shall have in addition to their ordinary vote a casting vote by virtue of office.

VALIDITY OF COUNCIL DECISIONS

66 All acts done by or with the authority of the Council or any Subcommittee shall, notwithstanding that it is later discovered that, when acting in good faith, there was some defect in convening any meeting or notice of meeting of the Council or Subcommittee, any resolution or motion passed in a meeting (including any action authorised) or in the appointment of the Council or Subcommittee shall be valid and effective.

GENERAL MEETINGS OF MEMBERS

67 The preceding Clauses 48 to 65 inclusive are applicable to meetings of the Council and Clause 66 shall apply mutatis mutandis to General Meetings of Members of the Society.

68 The Annual General Meeting of Members of the Society shall be held within 6 months of the balance date being not later than 30th June . 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.

69 A quorum of a General Meeting (whether Annual or Special) shall be fifteen (15) financial Full or Honorary Life Members present in person.

70 At every General Meeting each Member other than Junior and Associate Members shall have one vote and any Member shall be entitled to attend.

71 Associate Members may attend any General Meeting of the Society and as Associate Members shall be identified separately and in accordance with their Membership rights may only speak with the Chairperson's permission and shall not be entitled to vote.

72 General Meetings of the Society other than an Annual General Meeting shall be called Special General Meetings.

73 A Special General Meeting shall be convened by the Secretary pursuant to and in accordance with such direction as may be given to them by:-

- (a) The President;
- (b) Resolution of the Council;
- (c) Requisition signed by at least seven (7) financial Full or Honorary Life Members.

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

74 Unless otherwise decided by the Council the order of business shall be:

- (a) Minutes of the Previous Meeting
- (b) Presidents Annual Report
- (c) Annual Accounts & Balance Sheet/Auditor's Report
- (d) Election of Council Members
- (e) Notices of Motion
- (f) General Business
- (g) Disclosed Conflicts of Interest

75 It shall be permitted for voting Members of the Society in General Meeting (whether Annual or Special) 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 Special) shall not override a determination of the Council.

NOTICE CONVENING MEETINGS OF MEMBERS

76 (a) A General Meeting (whether Annual or may be convened by not less than thirty (30) day's 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) Delivered to such Member personally; or
- (ii) Addressed to such Member at their registered address and delivered to that address; or
- (iii) If addressed to such Member at their 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

77 The Council must maintain a register in which Officer's interests are recorded.

78 An Officer who is interested in a matter relating to the Society (as defined in s 62 of the Act) must disclose details

of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) To the Council; and
- (b) In the Interests Register.

79 Disclosure under clause 78 must be made as soon as practicable after the officer becomes aware that they are interested in the matter.

80 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.

81 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 be submitted 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.
- (f) Filing annual financial statements within six months of the Society's balance date as required by the Act.

82 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.

83 The accounting records shall be kept in a written form or in a form or manner that is easily accessible and convertible into written form at such place or places of security as the Council shall decide.

SOCIETY'S STUD BOOK AND/OR REGISTER

84 Each volume of the Society's Stud Book and/or Register shall be published at such time as the Council shall think fit.

85 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

86 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 them in the bona fide and proper exercise of their duty provided that a special expense statement shall be submitted to the Council for approval for all claims under this clause.

87 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

88 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 Arabian Horse Society (Incorporated).

89 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.

90 All money and negotiable instruments received on behalf of the Society shall forthwith be paid without deduction to the credit of the Society's banking account.

91 Every sum paid on behalf of the Council shall be approved by two persons as the Council may from time to time authorise.

SOCIETY OFFICE

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

NOTICES

- 93 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 their 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

- 94 The Council may recognise the Stud Book of any Society of Breeders of Arabian 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 recording 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

- 95 This Constitution may be amended or replaced by resolution of any General Meeting passed by a three-fifths majority of those Members present and entitled to vote, provided that no amendment may be made which would alter:
- (a) the Rules precluding Members from obtaining any personal benefit from their membership.
 - (b) A proposal to amend or replace these Rules shall be given to the Secretary and shall be accompanied by a written explanation of the reasons for the proposal. The proposal must be signed by at least ten (10) Members eligible to vote or shall be from the Council.
 - (c) Notice of the proposed motion, a full text of the proposed alteration, the reasons for the proposal, shall be given to voting Members and shall be included in the notice of General Meeting at which the alteration to Rules is to be considered.
 - (d) Council recommendations shall be notified to voting Members not later than seven (7) days before the General Meeting at which the alteration to rules is to be considered.
 - (e) When a Rule change is approved, the Council shall cause to be filed, with the Registrar of Incorporated Societies, advice of the Rule change in the required form.
 - (f) No addition or alteration to the objects, payments to members Rule or the winding up Rule shall be approved without the approval of Inland Revenue. The provisions in effect of this Rule shall not be removed from this document and shall be included and applied into any document replacing this document.

WRITTEN RESOLUTION

- 96 A written resolution is as valid as if it had been passed at a General Meeting if it is approved by no less than 75% of the number of Members who are entitled to vote.
- 97 A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one or more of the Members who are entitled to vote.
- 98 For the purposes of Clause 97, a Member may give their approval by:
- (a) Signing the resolution; or
 - (b) Giving their approval to the resolution by email or any other electronic means approved by the Committee.

WINDING UP

- 99 The Society may be put into liquidation if the Society, at a General Meeting of its Members, passes a resolution appointing a liquidator and nominating a not-for-profit entity with purposes similar to the Objects to receive the Society's surplus assets, if any, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.
- 100 The Society must be placed into liquidation (using the process specified in the previous clause) if the Society does not have the minimum number of Members required to operate as a valid society under the Act in which case the resolution required pursuant to clause 99 shall be deemed to be valid if signed by all of the remaining Members.
- 101 If the Society is placed into liquidation, its surplus assets, after payment of all debts, costs and liabilities, must be disposed of to the not-for-profit entity selected by the members pursuant to clause 99.

COMMON SEAL

- 102 The Society shall have a Common Seal which shall be kept in the custody and control of the Secretary for the time being.
- 103 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.

Signed by:

Melanie Barker President

Mark Milmine Vice President

Suzanne Price Treasurer

