

RULES OF THE

NEW ZEALAND

RED DEVON CATTLE BREEDERS

ASSOCIATION

AS AT 31 October 2020

RULES OF THE NEW ZEALAND RED DEVON CATTLE BREEDERS ASSOCIATION

As at 31st October 2020

1. **Name:** The name of the Association is: New Zealand Red Devon Cattle Breeders Association. (Inc)
2. **Objects:** The objects for which the Association is established are:
 - (a) To maintain and improve the quality of the breed of Red Devon cattle in New Zealand.
 - (b) To collect, verify and publish information relating to Red Devon Cattle.
 - (c) To offer prizes for Red Devon Cattle; to ensure the representation at important shows in New Zealand or abroad, of the best specimens of the breed; and to contribute towards the expense of the carriage of animals recommended for exhibition by the Association.
 - (d) To co-operate with any other Society having similar objectives and to exchange such information as may seem likely to promote the objects of the Association.
 - (e) To promote, superintend and advise upon sales privately or by auction; to make any regulations and by-laws for the Government of the Association and generally to do all other such lawful things as may be incidental to the above objects, or any of them and may be calculated to protect and further the interests of breeders of pedigree Red Devon cattle.
3. **Powers:** The Association shall have the following powers:
 - (a) To take on lease exchange or otherwise acquire any lands, buildings, easements or any real or personal property which may be required for the purpose of, or conveniently used in connection with any of the objects of the Association and to sell, assign transfer, mortgage, give, exchange, lease or otherwise dispose of same.
 - (b) To hire or employ any individuals or bodies, corporate or unincorporated, (who may be members of the Association) as providers of Secretarial, technical, advisory and promotional services, managers, servants, contractors or workmen and to fix and pay them and other persons in return for services provided for the Association, with remuneration from the funds of the Association.
 - (c) To lay out or construct, furnish and maintain any grounds, buildings, or works necessary for the purpose of the Association.
 - (d) To raise money by subscription and to grant any rights and privileges to subscribers.
 - (e) To enter into any contracts, agreements, leases, or arrangements with any person, firm, syndicate, corporation, or company that may seem conducive to the Association's objects or any of them and to surrender and accept surrenders of leases.

- (f) To borrow, raise or secure the payment of money in such a manner as the Association shall think fit and, in particular, by bonds, mortgages, promissory notes, debentures or other obligations or securities of the Association charged upon all or any of the Association's real or personal property (both present and future) including its undertaking, goodwill and future acquired property and to purchase, redeem or pay off such securities.
- (g) To draw, make, accept, endorse, discount, execute, issue and negotiate promissory notes, cheques, warrants, debentures, and other negotiable or transferable instruments.
- (h) To sell, improve, manage, exercise, develop, exchange, lease, grant licenses in respect of, mortgage, charge, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association and to revoke any license.
- (i) To invest, lend, and deal with the monies of the Association not immediately required for carrying on its business upon securities and in such manner as may from time to time be determined upon.
- (j) To manage property, whether real or personal and whether belonging to the Association or not and to provide or cause to be provided services in connection therewith in such a way and to such extent in each case as may from time to time seem expedient.
- (k) To subscribe to or become a member of or affiliate with any other Club or Council, Society, Association or body, corporate or unincorporated, whether in New Zealand or overseas, the objects of which are similar either wholly or in part, to the objects of the Association and to establish, promote or assist in the establishment or promotion of any other Club or any Council, Society, Association or body, corporate or unincorporated, in any part of the world, the establishment or promotion of which may be beneficial to the Association.
- (l) To do all such other lawful things as are incidental or conducive to the attainment of the Association's objects and this power shall not be construed as ancillary to the preceding paragraphs of this Rule or any of them.

4. Application of Income: The income and property of the Association, from whatever source derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules and no part thereof shall be paid or transferred directly or indirectly by way of profit to the members of the Association or any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration of any Salaried Officer, nor the award of any prize given by the Association, to any member or prevent the bona fide borrowing of money by the Association from any member thereof at any rate of interest, not exceeding 9% per annum. No member shall derive any pecuniary gain, except as a Salaried Officer, from any of the property or operations of the Association. "Pecuniary gain" does not include the winning of trophies or prizes.

In the case of the Salaried officer being a member, then that member or any person associated with that member shall not participate in or influence any

decision made by the organisation in respect of the payment to, or on behalf of that member, any income, benefit, or advantage whatsoever.

Any such income paid shall be reasonable and relative and paid in an arm's length transaction.

- 5. Members:** Any person having an interest in Red Devon cattle, who shall signify to the Association, his desire to become a member and who shall be proposed by some existing member of the Association, shall on approval by the Council of the Association, be admitted as a member and entered on the Register of Members. Every member shall be either, an Honorary Member, an Honorary Life Member, a Full Member or an Associate Member. To be a full member, the member must be actively engaged in breeding and registering Red Devons or be an Honorary Life Member.

Annual subscriptions shall be due on the 30th day of April each year.

Any body, corporate or unincorporated may be admitted to the Association as an Associate Member, upon such terms and conditions as the Council may from time to time determine.

6.

- i. The Council may at any time elect as an Honorary Member of the Association, any person who they consider to have advanced or to be calculated to advance the objects of the Association. Honorary Members shall not be required to make any payments and they shall not be eligible to hold office, or to vote at any meeting of the Association.
- ii. The Association may by resolution at the Annual General Meeting, on the prior recommendation of Council, make any member an Honorary Life member in recognition of services rendered to the association and thenceforth the member shall be entitled to all the privileges of a full member, but shall be exempt from annual subscriptions.

- 7.** The rights and privileges of every member of the Association shall be personal to himself and shall not be transferable or transmissible either by his own act or by operation of law, provided however, that any full member of the Association may appoint a proxy to attend and vote on his or her behalf at any meeting of the Association provided that such appointment shall be in writing and signed by the member or his or her attorney and shall have been lodged with the Secretary before the time for holding the meeting, in default of which the instrument of proxy shall not be treated as valid. A proxy need not be a member of the Association.

- 8.** Any member of the Association or of the Council who shall fail in the observance of any lawful rule, regulation, or by-law made by the Council, or whose conduct in any respect shall be, in the opinion of the Council, derogatory to the character prejudicial to the interests of the Association, may be removed from the Association (and if a member of the Council, from the Council) by a resolution of the Council to that effect, passed by a majority of two thirds of such of the members of the Council as shall be present and vote at a special Council Meeting, of which not less than 21

days' previous notice, specifying the intention to propose such resolution shall have been sent to all the members of the Council and at which not less than three members of the Council, exclusive of the Member whose removal is in question, if he happens to be a member of Council, shall be present.

9. Any member may resign from the Association by giving written notice of such intention to the Secretary of the Association but such member shall continue liable for all subscriptions and other monies due or accruing to the Association and unpaid at the date of such resignation.
10. The Council may suspend and deprive of rights or any privileges, any member whose subscription is unpaid after two months from the date of the Annual General Meeting of the Association.
11. **Auditor:** At the Annual General Meeting of the Association, in each year an Auditor, who may be a member of the New Zealand Society of Accountants, shall be appointed to either conduct an audit or review to certify the accounts and annual Balance Sheet. The Council shall, in the event of auditor being unable to act, appoint another in his stead.
12. No person shall be elected to hold office as an auditor of the Association who is a member of the Council.
13. **Patron:** The Association may from time to time in general meeting, appoint as Patron, any person who, in the opinion of the members present at that meeting, has rendered valuable services to the Association but any person so appointed shall not be nor be deemed to be an officer of the Association.
14. **Management:** The administrative management of the Association shall be vested in a Council which shall consist of 6 elected members. Councillors shall serve a term of two years, with two Councillors retiring and two Councillors being elected at each AGM. To be eligible for Council a candidate must be a full breeding member. Nominations for Councillors must be received by the Secretary no later than 24 hours before the start of the AGM. If the number of vacancies exceeds the number of nominations further nominations may be taken from the floor on the day of the AGM. Once elected the Council members shall elect a Chairperson and a Vice Chairperson from within their ranks.
The Secretarial and Treasurers duties shall be the responsibility of an employed professional, appointed by the Council.
15.
 - (a) The Council shall have the power to grant to any person or body, whether corporate or unincorporated, the right to attend meetings of the Council in person or by representative and the right of such person or representative to speak and be heard at such meetings, provided that such persons or bodies shall not have or be granted any right to vote in any manner at such meetings and shall not be counted in or form part of a quorum and provided also that the Council may withdraw any such grant or rights at any time without assigning any reason therefore.
 - (b) The Council shall have power to elect such sub committees as it may deem necessary from time to time. The elected Chair Person shall preside over the

meetings of the Council. In the absence of the Chair Person the Deputy Chair will preside over the meeting. If the Deputy Chair is absent also the members of the Council present shall elect one of their number to chair the meeting, provided they have a quorum.

- (c) The Council may exercise all such powers of the Association as are not by these rules required to be exercised by the Association in General Meeting but no rule made by the Association in a General Meeting shall invalidate any prior act of the Council which would have been valid if that rule had not been made and without in any way limiting the foregoing the Council have power:
 - (i) to hire or employ any individual or body, corporate or unincorporated (who may be members of the Association) as providers of secretarial, technical, advisory and promotional services, managers, servants, contractors and workmen upon such terms and conditions as to service and remuneration and otherwise as the Council shall think fit.
 - (ii) to make, repeal and amend all such by-laws and regulations (not inconsistent with these rules) as they think expedient for the internal wellbeing and management of the Association. The Council only, will have the power to make such by-laws and regulations, but in their deliberations, they will have regard to directions given by a General Meeting.
- (d) The Council shall have the power to fill all or any vacancies which may occur in its body and shall have the power to fill all or any vacancies on any of the sub-committees. Such appointments shall hold good until the next Annual General Meeting of the Association.
- (e) The Council shall submit to the Annual General Meeting, a report on the general position of affairs, together with a Balance Sheet or Statement for the preceding year, certified to by the Auditor. Copies of such report and Balance Sheet shall be forwarded not less than fourteen clear days before the date of the meeting to every member entitled to vote.
- (f) Any member of the Council absenting himself from three consecutive meetings without furnishing a written explanation to the satisfaction of the Council shall be deemed to have vacated his office.
- (g) Four members of the Council shall constitute a quorum thereof.
- (h) Voting shall be by a show of hands and the Chairman shall have a casting vote as well as a deliberative vote.
- (i) A meeting of the Council may be called at any time by the Secretary by notice in writing, stating the time and place of such meeting and the business to be dealt with, sent to each member of the Council at least forty-eight hours before the time appointed for such meeting and the Secretary shall call a meeting in the manner aforesaid within three days of the receipt by him/her of a requisition signed by at least three members of the Council. Council meetings may be held by electronic communication methods and Council members are entitled to participate in such a manner.

16. Every member of the Association shall be bound by every act of the Council lawfully done in pursuance of these Rules and in particular by the by-laws or regulations made by the Council from time to time.

17. Meetings:

- (a) The Annual General Meeting shall be held in the month of March, April or May of each year, on a date to be fixed by the Council. Thirty clear days' notice of such meeting shall be given in writing to each member, such notice to state the time and place of such meeting and the business to be dealt with.
- (b) A general meeting of the Association may be called at any time by the Secretary, by notice in writing, stating the time and place of such meeting and the business to be dealt with, sent to each member of the Association thirty clear days before the time appointed for such meeting and shall be called by the Secretary in manner aforesaid within thirty days of the receipt by him/her of a requisition signed by at least five members of the Association.
- (c) At all Annual General Meetings, twenty-five percent of membership present in person or represented by proxy shall constitute a quorum.
- (d) If within two hours from the appointed time for a meeting, a quorum is not present, the meeting if convened, on any such requisition as aforesaid, shall be dissolved but in any other case it shall be adjourned until the same day four weeks later, at the same time and place. If at such adjourned meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.
- (e) In the absence of the President, the Vice President shall be entitled to take the chair at any General Meeting of the Association, or if at any such meeting he is not present within ten minutes after the time appointed for holding such meeting, the members present shall choose an Honorary Life Member as Chairman and if no Honorary Life Member be present, or if the President and all Honorary Life members present decline to take the chair, then the members present shall choose one of their number to be Chairman.
- (f) At any General Meeting of the Association, only full members shall be entitled to vote. Every question submitted to the meeting shall be decided in the first instance by a show of hands and in the case of equality of votes, the Chairman shall, both in a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may otherwise be entitled. A declaration by the Chairman for the time being that a resolution has been carried or lost and an entry to that effect in the Minute book of the Association shall be conclusive evidence of the fact.
- (g) If a poll is demanded, it shall be taken in such a manner as the Chairman of the meeting directs and the result of such poll shall be deemed to be the resolution of the Association.
- (h) Notice in writing of any matter to be placed before any General Meeting must be in the hands of the Secretary of the Association at least twenty clear days before the date fixed for such meeting provided that this clause shall not apply in the case of a General Meeting called upon requisition pursuant to paragraph (b) of this Rule. Minutes: Minutes of all resolutions and proceedings of the Association shall be entered into a book to be provided

for that purpose.

- 18. Accounts:** Correct accounts and books shall be kept, showing the financial affairs of the Association and the particulars usually shown in books of accounts of a like nature. Such accounts and books shall at all times be open to the inspection of the Auditor of the Association.
- 19. Financial:**
- (a) **Financial Year:** The Financial Year of the Association shall end on the 31st day of December each year.
 - (b) **Bank Account:** All funds of the Association shall be paid into a Bank appointed by the Council, to the credit of the Association and all accounts shall be submitted to the Council for approval and be paid by cheques signed by the Secretary/Treasurer and one other as authorised by Council."
- 20. Rescission:** These rules may be repealed, altered or amended from time to time provided that no repeal, alteration, or amendment shall be made except by vote of the majority of full members present at a general meeting of which due notice has been given of the intention to propose such repeal, alteration, or amendment.
No addition to or alteration of the personal benefit clause or the winding up clause shall be approved without the approval of the Inland Revenue.
- 21. Seal:** The Seal of the Association shall consist of the words "N.Z. Red Devon Cattle Breeders Association" in the form of a circle with the words "Incorporated" and "Common Seal" in the centre and shall be in the custody of the Secretary, who shall affix it to such documents as the Council may from time to time direct, in the presence of two members of the Council.
- 22. Duties of Secretary:** The Secretary shall keep a faithful record of the business transacted at all Council and General Meetings. He/she shall keep a copy of all by-laws posted in the Minute Book kept specially for recording By-laws. He/she shall keep on the Association's premises, a register of members, setting forth the names in full, occupation, and addresses of all such members of the Association. He/she shall call all meetings in accordance with these Rules and shall do all acts and things required by any regulation or by the Council to be done by the Secretary of the Association.
- 23.** The Secretary of the Association may be a salaried officer, and his/her salary may be fixed from time to time as occasion requires by Council.
- 24. Duties of Treasurer:** The Treasurer shall collect and account for all subscriptions or other monies due to the Association shall pay all accounts under the authority of the Council, shall prepare accounts and balance sheet for the Annual General meeting and at any time when requested to do so by Council. He/she shall attend all meetings of the Association and the Council and produce the bank book, cash book or any other book or document showing the financial position of the Association when required to do so by the Council and shall otherwise fulfil the duties pertaining to his/her office.
- 25. Absence or illness Officers:** Should the Secretary or Treasurer be absent, ill, or neglect or refuse to do anything required by the Rules, the Council shall have power to appoint any member of the Association to act in his/her stead.

26. Winding Up: Two thirds of the members present at a General Meeting convened for the purpose may, provided that all liabilities of the Association have been duly discharged, resolve that the Association be duly wound up as from a date to be named in such resolution.

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

Notice of the passing of such a **winding up** resolution, shall forthwith be sent to the Registrar of Incorporated Societies.