

Constitution of the Dexter Cattle Society New Zealand Incorporated

1. NAME

The name of the society will be Dexter Cattle Society New Zealand Incorporated (in this Constitution called “the Society”).

2. OBJECTS

The Objects of the Society are to:

- 2.1 Promote the breed of Dexter cattle within New Zealand.
- 2.2 Set breed standards for Dexter cattle within New Zealand.
- 2.3 Maintain a herd register for Dexter cattle.
- 2.4 Accredite judges for Dexter cattle.
- 2.5 Affiliate with international Dexter cattle societies.
- 2.6 Promote in general, matters relating to cattle breeding and animal health.
- 2.7 Carry out other activities consistent with the Objects of the Society.

3. MEMBERSHIP

- 3.1 Any person or group agreeing with the Objects of the Society may become a member in an appropriate category (as provided for in the Regulations) subject to:
 - (a) Completing in writing an application form, which complies with the requirements of the Incorporated Societies Act 1908 and subsequent amendments in the supplying of name, address, date of joining and occupation details.
 - (b) Payment of the appropriate membership fee.
 - (c) The approval of the Society’s Council.
- 3.2 A register of Members of the Society will be maintained by the Society and shall contain the names, addresses and occupations of those members and shall record the date upon which they became members.
- 3.3 Membership fees, as decided upon from time to time by the membership at a General Meeting, will be set out in the Regulations.
- 3.4 Any member may resign from the Society by giving written notice to the Secretary.
- 3.5 Membership will cease if the current membership fee is not paid within three (3) months of the due date or if it is considered by Council that the behaviour of that member has been injurious to the character of the Society.
- 3.6 The procedures for making and hearing a complaint with respect to any member of the Society, including those relating to the cessation of membership, will be set out in the Society’s Regulations.

4. GENERAL MEETINGS

- 4.1 In this Constitution “General Meeting” refers to both Annual General Meeting and Special General Meeting unless otherwise specified.
- 4.2 Meetings will be called by the Secretary on instructions from the President.
- 4.3 At least twenty-one (21) days’ written notification of each General Meeting will be given to members at the address recorded in the register of members. It will be the responsibility of members to keep the Office of the Society informed of their current contact details.
 - (a) Notification of a General Meeting will specify the time, date and place of the meeting.
 - (b) Notification will also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on those matters is available from the Council.
 - (c) Full information will be provided concerning any proposed amendments to the Constitution or any matter which is the business of a Special General Meeting.
- 4.4 The quorum for a General Meeting will be fifteen (15) voting members –
 - (a) being assembled together at the time, date and place appointed for the meeting, or
 - (b) participating in the meeting by means of audio link, audio-visual link, or other electronic communication; or
 - (c) by a combination of both methods described in paragraphs (a) and (b)
- 4.5 The General Meeting will be chaired by the current President, or in his/her absence, a Councillor duly elected at the meeting as Chairperson. In the absence of a Councillor, the meeting will elect a person to chair the meeting from among the members present.
- 4.6 A member may be represented at a General Meeting by a nominee or proxy (who must be a member) appointed by notice in writing to the Secretary, or in his/her absence, to a person elected at the meeting, and received before the meeting commences. A member will have the right before the meeting commences to change, withdraw or revoke the appointment of the member’s nominee by notice in writing to the Secretary or his/her elected replacement.
- 4.7 All questions will, if possible, be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this Constitution, be made by a majority vote.
- 4.8 Only current financial members will be eligible to vote.
- 4.9 Voting will be by a show of hands unless members indicate an alternative preference or where a postal ballot has been held as specified in the Regulations. If five (5) or more members request a secret ballot on any vote, a secret ballot will be held.
- 4.10 If voting is tied, the Chairperson will have a casting vote.

5. ANNUAL GENERAL MEETINGS

- 5.1 The Society will convene an Annual General Meeting each year to be held within ninety (90) days after the end of the Society's Financial year.
- 5.2 The Annual General Meeting will carry out the following business:
- (a) Receive the minutes of the previous Annual General Meeting and of any Special General Meeting(s) held since the last Annual General Meeting.
 - (b) Receive the Council's Report(s) on the activities of the Society over the past financial year and the proposed priorities and directions for the Society in the current year.
 - (c) Receive and approve the audited or reviewed balance sheet and statement of income and expenditure for the past financial year and the estimate of income and expenditure for the forthcoming year.
 - (d) Elect the Council of the Society, as detailed in Clause 7, for the forthcoming year.
 - (e) Conduct any other business, which may properly be brought before the Annual General Meeting.

6. SPECIAL GENERAL MEETINGS

- 6.1 A Special General Meeting may be called by the Council or by a written request made by at least fifteen (15) members and delivered to the Secretary. The meeting will be called within thirty (30) days of the Council's decision being made or the request for the meeting being received by the Secretary.
- 6.2 A Special General Meeting will consider business only directly related to the reason for which it is called, as notified to the members.

7. COUNCIL

- 7.1 The Council will be composed of no less than four (4) and no more than eight (8) members including the positions of President, Secretary and Treasurer.
- 7.2 Election of Council, including the President, will be according to the method decided by membership at any General Meeting and set out in the Regulations.
- 7.3 Council will, at its first meeting following each Annual General Meeting, assign to its members the positions of Secretary and Treasurer, and appoint an Auditor or reviewer.

8. SOCIETY POWERS

The Society may exercise the following powers in achieving its objects:

- 8.1 To make Regulations that are an amplification of the Constitution.
- 8.2 To make any other such Regulations as may be deemed necessary for the effective functioning of the Society, providing always that these do not conflict with the Constitution, the Incorporated Societies Act, 1908 and its subsequent amendments, or law.
- 8.3 To use its funds as the Council thinks necessary or proper in payment of its costs and expenses, including for the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employments Contracts Act 1991 or any subsequent enactment.
- 8.4 To purchase, take on or acquire by lease, exchange, hire or otherwise, any real or personal property and any rights or privileges which the Council thinks necessary or proper for the purpose of attaining the Objects of the Society and to sell, exchange, let, bail or lease, with or without option of purchase, or, in any other manner, dispose of such property, rights or privileges.
- 8.5 To invest surplus funds in any way permitted by law for the investment of Incorporated Society funds and upon such terms as the Council thinks fit.
- 8.6 To borrow or raise money from time to time with or without security and upon such terms as to priority or otherwise as the membership thinks fit.
- 8.7 To carry on any appropriate business.
- 8.8 To do all things as may from time to time be necessary or desirable to give effect to and attain the Objects of the Society.

9. POWER TO DELEGATE

- 9.1 The Council may from time to time appoint any committee or person to assist in the carrying out of its functions. Council may delegate the committee or person so appointed to act on Council's behalf in this role.
- 9.2 Any committee or person to whom the Council has delegated duties will be bound by the terms of the Society's Constitution and Regulations, and any terms or conditions of the delegation set by the Council, and will be answerable to the Council at all times.
- 9.3 The Council may revoke such delegation at will, and no such delegation will prevent the performance of any duty by the Council.
- 9.4 It will not be necessary for any person who is appointed to any such committee, or to whom such delegation is made, to be a member of the Society.

10. FINANCIAL ARRANGEMENTS

- 10.1 The financial year of the Society will be from 1 April to 31 March the following year or such other period as any Annual General Meeting shall decide.
- 10.2 At the first meeting of the Council following each Annual General Meeting, the Council will decide by resolution the following:
- (a) How money will be received by the Society;

- (b) Who will be entitled to produce receipts;
 - (c) What bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - (d) Who will be allowed to authorise the production of cheques and the names of cheque signatories, and
 - (e) Policy concerning the investment of money by the Society, including what type of investment will be permitted.
- 10.3 The Treasurer will ensure that true and fair accounts are kept of all money received and expended.
- 10.4 The Council will, as soon as practicable after the end of the financial year of the Society, arrange for the accounts of the Society for that financial year to be audited or reviewed by a person appointed for that purpose.

11. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO SOCIETY OBJECTS

- 11.1 Any income, benefit or advantage will be applied to the Objects of the Society.
- 11.2 No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 11.3 The provision and effect of this Clause shall not be removed from this Constitution and shall be implied into any document replacing this Constitution.

12. ALTERATION TO CONSTITUTION OR REGULATIONS

- 12.1 The constitution of the Society may be amended in any way only by a majority of eligible members in person or by proxy at any General Meeting. Any such changes must be approved by the Registrar of Incorporated Societies in the manner laid down by the Incorporated Societies Act 1908 and its amendments before they are implemented or acted upon. Such changes will come into effect immediately upon such approval being obtained, provided always no addition to or alteration is made to the following without prior consent of the Department of Inland Revenue.
- (a) The Objects Clause (Clause 2);
 - (b) The pecuniary profit Clause (Clause 11), or
 - (c) The winding up Clause (Clause 14).
- 12.2 The Regulations of the Society may be altered or amended by majority of eligible members in person or by proxy at any General Meeting. Such changes will come into effect immediately following the General Meeting at which they have been passed.

13. MEDIATION & ARBITRATION

- 13.1 Any disputes arising out of or relating to this Constitution may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties.
- (a) Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation.
 - (b) The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances.
 - (c) If either party refuses to comply with either of the procedures as proposed in 13.1(b) Council shall forthwith appoint another person to represent that party's interest in any further negotiations.
 - (d) The parties will agree on a suitable person to act as mediator or will ask the Arbitrators' and Mediators' Institute of New Zealand Incorporated to appoint a mediator.
 - (e) The mediation will be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.
- 13.2 The mediation shall be terminated by –
- (a) The signing of a settlement agreement by the parties, or
 - (b) Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified, or
 - (c) Notice by one or more of the parties to the mediator to the effect that further efforts at mediation are no longer justified, or
 - (d) The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 13.3 If the mediation should be terminated as provided in 13.2(b), 13.2(c), 13.2(d) any dispute or difference arising out of or in connection with the Constitution, including any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Incorporated. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Incorporated.

14. DISSOLUTION OF THE SOCIETY AND DISPOSITION OF SURPLUS ASSETS

- 14.1 The Society may be wound up if, at a General Meeting of its members, it passes a resolution to wind up, 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.
- 14.2 Any assets will be distributed among such community organisations in New Zealand that have similar charitable objects to the Society and as the members will decide in a General Meeting. If the Society is unable to resolve any disagreement over the

distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactment, will apply.