



New Zealand Milking Shorthorn  
Association (Inc)





# New Zealand Milking Shorthorn Association (Incorporated)

## RULES

1. The Name of the Association is “NEW ZEALAND MILKING SHORTHORN ASSOCIATION INCORPORATED”.
2. The Registered Office of the Association will be situated at such place as the Board may from time to time determine. Notice of such shall currently be given to the Registrar.
3. The aims and objectives of the Association shall be: -
  - (a) To maintain the purity and improve the breed of Milking Shorthorn Cattle in New Zealand.
  - (b) To collect, verify and publish information relating to Milking Shorthorn Cattle and to compile and publish Herd Books of Milking Shorthorn Cattle in New Zealand.
  - (c) To offer prizes for Milking Shorthorn Cattle to ensure their representation at important Shows in New Zealand and abroad of the best specimens of the breed: and to contribute from the funds of the Association towards the expense of the carriage of animals recommended for exhibition by the Association.
  - (d) To encourage the testing of pedigree Milking Shorthorn Cattle for production of milk, and of milk solids.
  - (e) To prepare a list of competent and reputable Judges from which list, Societies and Associations may make selections when appointing Judges of Milking Shorthorn Cattle for their shows and exhibitions.
  - (f) To investigate cases of doubtful and suspected pedigrees, and suppress fraudulent and dishonourable practices in connection with the breeding and exhibiting of Milking Shorthorn Cattle.
  - (g) To co-operate with any other Society having similar objectives and to procure from and communicate to such Society such information as may seem likely to promote the objectives of this Association.
  - (h) Subject to the provisions of “The Incorporated Societies Act”, to purchase, hire, take or lease, or otherwise acquire, for the purposes of the Association, livestock, land tenements, houses, part of houses, and chattels and to sell, let, and dispose of the same.
  - (i) To collect subscriptions and other payments for the general purpose of the Association, and to invest the monies of the Association not immediately required, upon such securities as may from time to time be determined.
  - (j) To encourage the export of top quality Milking Shorthorn Cattle and of semen and embryos from such approved cattle.
  - (k) To superintend and advise upon sales privately or by auction; to make any regulations or by-laws for the government of the Association and generally do all the other such lawful things as may be incidental to the above objectives, or any of them and may be calculated to protect and further the interests of breeders of pedigree Milking Shorthorn Cattle.

- (l) To purchase or otherwise acquire whether in New Zealand or elsewhere pedigree Milking Shorthorn Cattle, Semen or Embryos and sell or otherwise dispose of same.
4. These Rules shall be construed with reference to “The Incorporated Societies Act, 1908,” and any regulations made thereunder, and terms used in these Rules shall be taken as having the same respective meaning as they have when used in that Act.

#### CONSTITUTION

5. It is declared, for the purpose of registration, that the number of members of this Association shall not be limited, but must not be less than fifteen.
- (a) The Association will be managed by a Board of Directors which shall consist of six (6) members who shall be elected and hold office on a Ward basis. The Members of this Board of Directors shall represent members on the Ward system as follows:-
    - Ward One: Northland - That area north of the Auckland Harbour Bridge – One (1) Director.
    - Ward Two: Waikato – That area south of the Auckland Harbour Bridge to a line from Mokau to Taupo and to Gisborne – One (1) Director.
    - Ward Three: Taranaki – That area south of the Mokau River to Taupo and west of the Whangaehu River – One (1) Director.
    - Ward Four: Lower North Island – That area from Gisborne to Taupo and south and east of the Whangaehu River – One(1) Director.
    - Ward Five: North South Island - That area north of the Waitaki River and to include all the West Coast to the Fox Glacier – One (1) Director.
    - Ward Six: South South Island - That area south of the Waitaki River and the Fox Glacier – One (1) Director.
  - (b) There shall be a President and a Vice President of the Association who shall be elected from members of the Board by Association members present at the Annual General Meeting annually.
  - (c) Members of the Board of Directors will be elected in rotation every three (3) years. Sitting members will be eligible for re-election.

The secretary shall at least three months prior to the Annual General Meeting send by post to each member of the Association resident in a Ward in which an election is to be held, notice of the intended election of a member to the Board of Directors.

Any financial member of the Association resident within such Ward will be entitled to nominate any other financial member residing in that Ward, such nominee to own and be actively engaged in breeding Milking Shorthorn Cattle. Such nomination to be in writing, signed by the proposing member and the member nominated and be in the hands of the Secretary no later than the 1st day of February preceding the Annual General Meeting.

If the number of candidates does not exceed the vacancies, such candidates shall be deemed to be duly elected and reported to the Annual General Meeting and represent that Ward at subsequent meetings of the

Board for the term of their election.

If the number of candidates so nominated exceeds the vacancies, the Secretary shall forthwith after closing of nomination, prepare a voting paper, approved by the Board, for each Ward in which an election is necessary and shall post one voting paper to each member resident within such Ward. Such voting paper to be returned to the Secretary by a date set by the Board.

Each financial member of the Association shall have one vote and no proxy voting will be permitted.

The Board shall appoint two (2) scrutineers to count votes validly recorded and the said scrutineers shall report in writing to the Annual General Meeting, the names of the members with the highest number of votes. The case of equity of votes, the member so elected shall be decided by lot by the Chairman of the Annual General Meeting.

- (d) Members of the Board of Directors shall continue to hold office until their successors are elected.
- (e) Vacancies occurring in the Board may be filled by the Board of Directors. Any such appointed Board Member shall remain in office until the original expiry of the term for which they were appointed.
- (f) The President of the Association, or in his absence the Vice President, shall be Chairman of all meetings of the Board of Directors and/or the Association. In their absence, members shall elect a member of the Board to preside.
- (g) The president may call a meeting of the Board at any time. The quorum of the Board shall be four (4).
- (h) The President of the Association shall be ex-officio a member of all committees set up by the Association.

#### BRANCHES

- 6. (a) On application, the Board of Directors may establish branches to assist and control the interests of the Association in their respective districts.
- (b) A minimum of fifteen financial members shall be required to establish a branch.

#### OBJECTS OF BRANCHES

- (c) To foster the objects of the Association generally and to further the interests of breeders of Milking Shorthorns in their respective districts.
- (d) To stimulate interest in the Milking Shorthorn section at local shows and exhibitions.
- (e) To canvass for new members and assist in collecting subscriptions and fees due to the Association.
- (f) Branches shall hold their Annual Meetings prior to the Annual General Meeting of the Association and elect their officers.
- (g) To submit the names of Judges for their district to the Board.

7. The Association shall consist of the present members, together with such other persons as may be hereafter admitted as members in accordance with these rules.

#### ELECTION OF MEMBERS

8. (a) Any person taking an interest in Milking Shorthorn Cattle, who shall signify to the Board his desire to become a member, and who shall be proposed by some existing member of the Association, may, at the discretion of the Board, be admitted as a member and entered on the Register of Members. The Board may refuse to admit any person as a member without giving any reason for such refusal. Every member shall be either an annual member or a Life member.
- (b) Persons showing an interest in and wishing to support the Association but who are not breeding Milking Shorthorn Cattle shall be, at the discretion of the Board, accepted as Associate Members at a lesser subscription fee as prescribed by the Board from time to time, than those persons who are breeding Milking Shorthorn Cattle. Associate members shall have full voting rights.
- (c) The Board of Directors may at any time elect as an Honorary Life Member of the Association any person whom they consider to have advanced or to be calculated to advance the objects of the Association. Honorary Life Members shall not be required to make any payments. Honorary Life Members shall be eligible to hold office and to vote at any meeting of the Association. The number of Honorary Life Members shall not be allowed to exceed five percent of the total membership of the Association at any one time.
- (d) The rights and privileges of every member of the Association shall be personal to himself and shall not be transferable or transmittable either by his own act or by operation of law.

#### SUBSCRIPTIONS

9. A member shall pay on admission a subscription which shall become payable in advance each year, due on the 1<sup>st</sup> April, such amount to be set by the Board from time to time.

#### RETIREMENT OF MEMBER

10. Any member may at any time retire from the Association on giving notice in writing to that effect to the Secretary provided that if an annual member he shall be liable and be required to pay any subscription or any other payments due by him at the time of his retirement.

#### EXPULSION OF MEMBER

11. (a) Any member of the Association or of the Board who shall fail in the observance of any lawful rule, regulation or by-law made by the Board, or whose conduct in any respect shall be, in the opinion of the Board,

derogatory to the character or prejudicial to the objects and interests of the Association, may be expelled from membership of the Association (and if a member of the Board from the Board) by a resolution of the Board to that effect passed by a majority of at least two-thirds of such of the members of the Board as shall be present, and vote at a Special Board Meeting, of which not less than 21 days previous notice specifying the intention to propose a motion to such effect shall have been sent to all of the members of the Board, and at which not less than a three members of the Board exclusive of the member whose expulsion is in question, if he happens to be a member of the Board, shall be present.

- (b) Any member who shall be expelled from the Association, or who shall for any other reason whatsoever cease to be a member thereof, shall have no claim or interest in the property or funds of the Association
- (c) In the event of any member of the Association wilfully or carelessly making false records in any way connected with cattle registered or to be registered with the Association, or failing to observe in any way the by-laws for the time being of the Association in relation to cattle so registered or to be registered, or refusing to pay any subscription, fees or fines, such member shall be deemed to be guilty of conduct prejudicial to the objects and interests of the Association and shall accordingly be liable to expulsion from the Association.
- (d) In lieu of expulsion of any member pursuant to subsection (a) hereof, the Board may in its discretion, and by a similar majority, suspend such member from membership of the Association for such time and upon such terms and conditions as it shall deem fit or it may impose a fine on such member, and in any event the Board may cancel the registration of cattle owned by such member, and may refuse to register any further cattle belonging to such member.

#### MISREPRESENTATION OR INACCURACY

- (e) It shall be the duty of every member of the Association to give information in writing to the Board without delay, of every case of alleged misrepresentation or inaccuracy in the particulars furnished by any Member or other person with reference to the pedigree or identity of any animal or the entry of any animal in the Herd Book, or to the notification of the birth of any animals, or the exhibition, sale or transfer of any animal, or to the milk or butterfat yield of any cow or heifer which shall come to his knowledge, and to assist the Board by every means in his power to investigate every such case.

#### POWERS AND DUTIES OF THE BOARD

12. The Board shall exercise all the powers and perform all duties for which the Association has been established; and shall have full power to do all such things as may be incidental or conducive to the attainment of the objects of the Association mentioned in these Rules.

13. In particular, but without prejudice to the last preceding Rule, and subject to the provisions of these Rules, the Board shall have and may exercise and perform the following duties, namely: -

#### CONVENE GENERAL MEETINGS

- (a) They may from time to time convene and hold General or Special Meetings of the Association.

#### ALTERATIONS OF REGULATIONS AND BY-LAWS

- (b) They may from time to time make, alter and rescind regulations and by-laws, for conducting the business and carrying out the objects of the Association and for conducting the business of the Board and they may impose fines for breach of any such regulations and by-laws. Provided nevertheless that no resolution of the Board shall be varied or rescinded unless the resolution varying or rescinding the same be passed at one meeting of the Board and confirmed at a subsequent meeting.

#### FINES

- (c) They may impose fines of not more than 100 Dollars for breach of any of these Rules or any Regulations or By-Laws, in addition to any other penalty which may be inflicted under these Rules.

#### DELEGATE POWERS TO COMMITTEE

- (d) They may delegate any of their powers or duties (except the appointment and removal of members of their body and of the Association) to Committees of any number (not less than three) of Members of their body, and from time to time, make, alter and rescind regulations and by-laws for conducting the business delegated to such committees.

#### ACQUIRE PEDIGREES, PUBLICATIONS AND COPYRIGHT

- (e) They may acquire for the Association any pedigree or publications, with the copyright therein respectively (if any), the possession of which they may deem likely to be in any way advantageous to the Association; and may establish any publications devoted to or bearing on any object of the Association. The copyright of every publication acquired or established by or on behalf of the Association shall be vested in the Association.

#### PRINTING

- (f) They may continue any contract with the printers or publishers of any publication acquired by the Association that may be subsisting at the date of such acquisition, and may enter into and make any new or altered contracts, or arrangements with the same, or any other printers or publishers, for the publication, printing, distribution, sale or management



of such acquired publication, or of any publication whatsoever of the Association.

#### REGULATE ENTRIES IN PUBLICATIONS

- (g) They may from time to time regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time and mode and terms of issue of any publication of the Association, and all arrangements and details connected therewith, and any in particular they shall have power, so far as they may not be fettered by any subsisting contract or engagement, from time to time, to fix and alter the price of any publication of the Association, and the charges to be levied for the insertion therein of entries relating to Milking Shorthorn Cattle and other matters.

#### SUPPLY OF PUBLICATIONS

- (h) They may accept annual or other subscriptions of money from members of the Association, or any other person or persons, in payment for any publication of the Association, and they may make arrangements for supplying any publication to any members, or other person during his life, or for any other period, on the terms of receiving a lump sum of money in advance, or on such terms as they think fit.

#### MAKE LEVIES

- (i) They may, from time to time levy, from members for the purpose of keeping the Association in operation, such money contribution not exceeding the amount of one years subscription, as they shall think fit.

#### ACQUIRE PROPERTY

- (j) They may, subject to the provisions of the Incorporated Societies Act, purchase, hire or take on lease, for the purpose of the Association, livestock, lands, tenements, houses, or parts of houses, and chattels, and they may sell, let, and dispose of the same when and as they may think fit. Generally do all such other things as they may think expedient for the welfare of or conducive to the good government of the Association and the carrying out of its objects, and for the proper management if its concerns, and as shall not be inconsistent with these Rules. The property of the Association shall be vested in the Board.

#### EMPLOY OFFICERS, ETC

- (k) They may from time to time appoint, employ and remove a Secretary and Treasurer of the Association, an Editor or Editors of any publication for the Association, or any other Officers, Clerks, and Servants, at such salaries and wages respectively, and with such respective duties and spheres of employment, and generally upon such terms as they may think fit. The

duties and remuneration of the Secretary and other officials shall from time to time be fixed by the Board.

#### BORROW MONEY

- (l) They may borrow monies for the purposes of the Association and may give security for any such monies upon any property of the Association.

#### INVESTMENT OF FUNDS

- (m) They may place any monies of the Association not required for immediate use upon deposit at interest at some bank, and it may invest any such monies and generally deal with the property of the Association in such manner as they think fit, and may for the time being be empowered to do under these Rules.

#### APPLICATION OF FUNDS

- 14. The income and property of the Association from whatever source derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profit to members of the Association or any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any salaried officer, nor the award of any prize given by the Association to any member, or prevent the bona fide borrowing of money by the Association from any member thereof at any rate of interest not exceeding 7 percent per annum. No member shall derive any pecuniary gain, except as a salaried officer, from any property or operations of the Association. "Pecuniary gain" does not include the winning of trophies or prizes, nor does it include prize-money where such money is paid by the Association for open competition, nor does it include granting of subsidies to District Committees to encourage exhibitions, shows or the testing of Milking Shorthorn Cattle.
- 15. In particular, but not without derogating from the intention of the last preceding Rule, and subject to the provisions of these Rules, the funds of the Association may be applied as follows:-

#### LEGAL EXPENSES

- (a) In payment of the legal and other preliminary expenses incurred in the formation of the Association.

#### CURRENT EXPENSES

- (b) In payment of current expenses and other disbursements of the Board, including travelling expenses of Members of the Board and Officers of the Association, in conduct of the business of the Association or in relation thereto.

#### PAYMENT OF SALARIES AND WAGES

- (c) In payment of the salaries, wages and other remuneration of the Secretary, a Treasurer, Editor or Editors, Treasurer and other Officers, Clerks and Servants for the time being of the Association.

#### PAYMENT OF PRIZES

- (d) In payment of prizes or awards by the Association at Shows or Exhibition.  
In payment of awards for testing.  
In payment of subsidies to Branches or Provincial District Committees.  
In payment of any other award or prize given by the Association.

#### PAYMENT OF PRINTING

- (e) In defraying all expenses of, or connected with the printing, publication, sale and distribution of the publications of the Association.

#### PAYMENT OF PURCHASE MONEY, RENT, ETC

- (f) In paying the purchase money or rent of any house, lands, goods, chattels, or effects purchased or hired by the Association, or any repairs or other outgoings in respect of such premises, and in paying for any other property required by the Association.

#### PAYMENT OF PURCHASE PRICE OF CATTLE

- (g) In payment of the purchase price of any pedigree Milking Shorthorn Cattle purchased by the Association and in defraying the expenses incurred in the purchase thereof, including commission and the expense of transport and delivery.

#### PAYMENT OF LOANS

- (h) In payment of the interest and repayment of the principal of any monies borrowed by the Association, or in constituting a reserve fund to meet future contingencies, or in reducing the price charged for any publication of the Association, or generally upon or for any object or purpose expressed or implied by these Rules; but the Board shall have power (subject always to the provisions of Rule 14 hereof, and to subsisting engagements) from time to time to vary the application of the funds of the Association in such manner as it may think fit.

#### EXPENSES OF INQUIRY

- (i) In defraying all expenses of, or connected with, the conduct of any inquiry under these Rules.

## MEETINGS

### ANNUAL MEETING

16. (a) The Annual General Meeting of the Association of which at least 10 days' notice shall be given by the Secretary, shall be convened by the Board and held in such month on such date and at such place as they shall from time to time appoint.

### SPECIAL MEETINGS

- (b) Special Meetings for extra-ordinary business may be called by the Board on giving 21 days notice of same or on the signed requisition of at least thirty members of the Association.

### EXTRAORDINARY MEETINGS

- (c) Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Association. Upon receipt of such requisition, the Board shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within 21 days from the date of the requisition, the requisitionists may themselves convene an Extraordinary General Meeting.

### CONDUCTING MEETINGS

- (d) All questions shall be decided by a show of hands or ballot. In the event of an equality of votes, the Chairman shall have second or casting vote. Only financial members shall be entitled to vote.
- (e) A quorum for Annual General Meetings and Special General Meetings shall be ten (10).
- (f) A notice may be served by or on behalf of the Association upon a member personally, or by sending the same through the post in a prepaid letter, addressed to the member at his registered place of abode. Furthermore, any reference contained in these rules to 'post, main, sent, by hand, in writing, left at' (and their variations) is deemed to include forms of electronic notification.

## DUTIES OF OFFICERS

### SECRETARY AND TREASURER

17. (a) The Secretary and Treasurer shall keep the books of the Association and conduct the correspondence, attend all meetings and receive Members' Subscriptions and enter up the minutes of all meetings, and shall pay all monies received for or on account of the Association into the banking account of the Association as soon as possible after the receipt of same and shall sign all documents of the Association.

### AUDITOR

- (b) True accounts shall be kept of the sums of moneys received and expended by the Association, and the matters in respect of which such receipts and expenditures takes place and the assets, credits and liabilities of the Association in books of Accounts, which shall be kept at the Registered Office of the Association, or at some other place or places as the Association may think fit. At the first Annual General Meeting and subsequently at the Annual General Meeting in every year, an Auditor shall be appointed by resolution, whom shall hold office until the next Annual General Meeting, but shall be eligible for re-election. The auditor shall review the accounts of the Association previously to the Annual General Meeting and a statement showing the financial position of the Association, and examined and certified by the Auditor shall be sent to each member, and laid before every Annual General Meeting.

### SEAL

- (c) The Association shall have a Common Seal bearing the words "New Zealand Milking Shorthorn Association (Incorporated)", which seal shall be fixed to all documents and deeds required to be sealed, and to all notices required to be authenticated. Such seal, when required to be affixed to any deed or document, shall be fixed thereto by two Members of the Board of the Association in the presence of the Secretary, and such seal shall be kept at the registered office of the Association in the custody of the Secretary.

## ALTERATION OF RULES

19. Subject to the provisions of “The Incorporated Societies Act, 1908” and the amendments thereof, any Annual General Meeting may be by the votes taken by secret ballot, of not less than two thirds of the members present, and entitled to vote thereat, alter, modify or replace any of these Rules or provide any new rule, provided that notice of motion shall be given to the Secretary in writing at least one calendar month before the Annual Meeting. Such resolution shall be binding only if the same shall be duly confirmed by a subsequent meeting of the Association carried by a similar majority.
20. If upon the winding up or dissolution of this Association there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the members of the Association, or at or before the time of dissolution, or in default thereof, by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

## INDEMNITY

21. The Board and each and every one of them respectively shall be fully indemnified by and out of the funds of the Association against any loss, damage, expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance or professed performance of their official duties.

## REGULATIONS AND BY-LAWS

22. All Regulations and By-Laws of the Association for the time being in force shall be deemed to form part of these Rules.

## CASES NOT PROVIDED FOR

23. Should any case arise which is not provided for by these Rules, the same shall be dealt with in such manner as the Board shall think fit.

In substitution for existing rules of the Society already registered and as adopted by the Association and subsequently confirmed on 9 June 1994, in accordance with the rules of the Association.

Alteration of Rules registered this day 24<sup>th</sup> day of July 2014

Alteration of Rules registered this day 22<sup>nd</sup> day of June 2017

Alteration of Rules registered this day 23<sup>rd</sup> day of March 2018

*Registrar of Incorporated Societies, Wellington*



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