



RULES

1. The Name of the Association is “NEW ZEALAND AYRSHIRE ASSOCIATION” (Incorporated)”.
2. The Registered Office of the Association is situated at 290 Tristram St, Hamilton.

OBJECTS

3. The objects for which the Association is established are: -

- (a) To maintain the purity and improve the breed of Ayrshire Cattle in New Zealand. Purity is deemed to be that: animals entering the full pedigree section of the New Zealand Ayrshire Herd Book will be greater than 15/16 Ayrshire content, provided that such animals may also be made up of a breed that is accepted by the World Ayrshire Federation as Ayrshire. In these cases individual bulls are to be approved by the New Zealand Ayrshire Association Board of Directors.
Animals entering the full pedigree section to be the progeny of a registered sire that also qualifies within the above standards.
- (b) To purchase or otherwise acquire, whether in New Zealand or elsewhere pedigree Ayrshire Cattle, and Ayrshire semen, and to sell or otherwise dispose of the same.
- (c) To collect, verify and publish information relating to Ayrshire Cattle and compile and publish a Herd Book of Ayrshire Cattle in New Zealand.
- (d) To offer prizes for Ayrshire Cattle and to encourage representation at important Shows in New Zealand.
- (e) To co-operate with any other Society having similar objects and to procure from and communicate to such Society such information as may seem likely to promote the objects of this Association.
- (f) Subject to the provisions of “The Incorporated Societies Act, 2022,” and the amendments thereof to purchase, hire, take on lease, or otherwise acquire, for the purpose of the Association, lands, tenements, houses, parts of houses, and chattels, and to sell, let and dispose of the same, and to borrow such sums of money from time to time by way of mortgage or otherwise, over the property or assets of the

Association, with or without security as the Board shall deem necessary for the purposes of the Association.

- (g) 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 by the Board.
- (h) To superintend and advise upon sales privately or by auction; to make any regulations or by-laws for the governance of the Association.
- (i) Generally to do all other such 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 Ayrshire Cattle.
- (j) To investigate and report upon cases of doubtful pedigrees of Ayrshire Cattle with power to publish such reports.
- (k) To maintain the production credibility of the Ayrshire breed, members are required to supply any documentation requested by the Board. Any subsequent action taken shall be at the discretion of the Board.
- (l) To accept gifts and donations for the benefit and objects of the Association whether affected by any trust or not.
- (m) To operate an Ayrshire Registry section for female cattle with a minimum Ayrshire or deemed Ayrshire content of 1/16.

CONSTRUCTION OF RULES

4. These Rules shall be construed with reference to “The Incorporated Societies Act, 2022,” and the amendments thereof 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.

MEMBERSHIP

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.
6. The Association shall consist of the present members, together with such other persons as may be hereinafter admitted as members in accordance with these Rules.

ELECTION OF MEMBERS

7. Any person taking an interest in Ayrshire Cattle, who shall signify to the Board their desire to become a member 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 a refusal.

HONORARY LIFE MEMBERS

8. The Association may, at any Annual Meeting, upon the recommendation of the Board, elect as Honorary Life Members any member or members of the Association who has or have substantially advanced the interests and objectives of the Association. A Honorary Life Member shall be eligible to hold any office and to vote, subject to the requirements of Rule 16.

MEMBERS' RIGHTS PERSONAL

9. The rights and privileges of every member of the Association shall be personal to themselves and shall not be transferable either by their own act or by operation of law.

SUBSCRIPTIONS

10. Any person desirous of becoming a member shall pay on admission the subscription as prescribed at the time by the Board and as set out in By-Laws and Regulations.

MEMBERSHIP

11. That apart from the full membership of the Association other subscription memberships are defined as follows;
 - (a) An Associate Member section to cater for and foster greater interest amongst Ayrshire Cattle breeders and interested parties, under the following conditions:-
 - (1) New members, associated family members and members not requiring registered animals, but wishing to retain an active interest in the breed.
 - (2) Membership Fees shall be that as prescribed at the time by the Board in it's By-laws and Regulations.
 - (3) Associate Members may purchase a Herd Book, if desired, at the then ruling price.
 - (4) Associate Member to have one vote in the affairs of the parent body.
 - (5) Upon registration of more than 10 animals for the lifetime of the membership, such financial member will be automatically transferred to full membership at the then current subscription rates.
 - (6) All Associate Members to be listed in the Herd Book, in their respective Wards.
 - (b) A Junior Member Section to cater for and foster greater interest among juniors in Ayrshire Cattle, under the following conditions: -
 - (1) Junior members must be under 18 years of age.
 - (2) Membership Fees shall be that as prescribed at the time by the Board in

By-laws and Regulations.

- (3) Junior Members may purchase a Herd Book, if desired, at the then ruling price.
 - (4) Junior Members to have no voting powers in the affairs of the parent body.
 - (5) Upon attainment of 18 years of age or upon registration of a total of 10 animals, such financial member to be automatically transferred to Full Membership (or Associate Membership as appropriate) at current subscription rates.
 - (6) All Junior Members to be listed in the Herd Book, in their respective Wards.
- (c) A Retired Member Section to cater for and foster interest amongst Ayrshire Cattle breeders under the following conditions: -
- (1) Members who have retired from farming Ayrshire cattle, not requiring to register animals but who wish to retain an active interest in the breed.
 - (2) Membership Fees shall be that as prescribed at the time by the Board in By-laws and Regulations.
 - (3) Retired Members may purchase a Herd Book, if desired, at the then ruling price.
 - (4) Retired Members to have no voting powers in the affairs of the parent body.
 - (5) All Retired Members to be listed in the Herd Book, in their respective wards.
- (d) That all members who have paid for a Life Membership are deemed to be Senior Members and hold the same rights and responsibilities as a Senior Member.
- Life memberships are valid only during the life of the purchaser and may not be transferred. Paid Life Memberships are not available after 1 April 1997.

RETIREMENT OF MEMBERS

12. 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 or she shall be liable and be required to pay any subscription or other payment which may be due from them and unpaid at the date of the member's retirement.

EXPULSION OF MEMBER

13. (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. Such vote to be passed by a majority of at least two-thirds of such of the members of the Board 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 quorum of the Board, (exclusive of the member whose expulsion is in question, if the member happens to be a member of the Board), shall be present. Due notice shall be given to the member in question of the place and time of considering the matter, and such member shall be entitled to be present and give a statement at such meeting;

- (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.

MANAGEMENT

- 14. The Association shall be managed by a Board of not more than nine members, such Board being elected in manner hereafter provided. The President of the Association shall be Chairman of the Board.

PRESIDENT

- 15. There shall be a President of the Association. Immediately after each Annual Meeting a President shall be elected by the Board for the ensuing year. Such President shall be elected from the members of the Board.

CONSTITUTION OF THE BOARD

- 16. The members of the Board shall be elected as follows, from Senior, Associate and Honorary Life Members of the Association, who actively own, breed and register annually (*where applicable) Ayrshire Cattle. For the purpose of this rule members of the Association shall

include the accredited representative of an institution owning and breeding Ayrshire cattle, a member of a partnership owning and breeding Ayrshire cattle, and in the case of a limited liability company owning and breeding Ayrshire cattle, a shareholder in that company holding shares in that company to the equivalent of at least \$200 of nominal value.

*Ayrshire animals eligible for registration.

Northland region- Ward 1	One (1) Director
Central North Island region- Wards 2, 3 & 4	Three (3) Directors. Members in Ward 1 are also eligible to be nominated for Wards 2, 3 & 4 elections.
Lower North Island region- Wards 5 & 6	Two (2) Directors
South Island region - Wards 7, 8 and 9	Three (3) Directors

The Ward Boundaries are:

- Ward 1: North of Auckland Harbour Bridge including Waitakere Ranges wards of Auckland Council.
- Ward 2: South of the Auckland Harbour Bridge and Auckland Council wards including and south of Whau, Thames Coromandel, Hauraki, Matamata/Piako (North of the Hamilton/Morrinsville railway line, north of State Highway 26 from Morrinsville to Te Aroha and due east to Ward 4 Boundary), Waikato Districts (East of the Waikato River & North of the Hamilton/Morrinsville Railway line).
- Ward 3: Hamilton City, Waikato (West of the Waikato River & South of the Hamilton/Morrinsville Railway line), Franklin (South & West of the Waikato River), Matamata/Piako (South of Hamilton/Morrinsville Railway line, south of State Highway 26 from Morrinsville to Te Aroha & due East to the Ward 4 Boundary), Waipa, Otorohanga, Waitomo Districts.
- Ward 4: Western Bay of Plenty, Tauranga, South Waikato, Rotorua, Taupo, Whakatane, Kawerau, Opotiki, Gisborne & Wairoa Districts – One Director.
- Ward 5: New Plymouth, Stratford, South Taranaki and Ruapehu Districts.
- Ward 6: Wanganui, Rangitikei, Manawatu, Horowhenua, Kapiti Coast, Upper Hutt, Wellington, Hastings, Central Hawkes Bay, Tararua, Masterton, Carterton and South Wairarapa Districts.
- Ward 7: West of the main divide to include West Coast region, Tasman and Nelson regions.
- Ward 8: East of main divide from Marlborough to and including MacKenzie and Timaru Districts.
- Ward 9: Waimate, Waitaki, Queenstown, Central Otago, Dunedin City, Clutha, Gore, Southland, Invercargill Districts.

17. The Members of the Board shall retire prior to the time required for each region to elect their representative, but may offer themselves for re-election. Each Board member shall serve a term of three years. The rotation order for retirement of Directors shall be as follows: One (1) Director per annum in the Central North Island and South Island regions; one (1) Director per annum except in year one (1) of the rotation in the Lower North Island; and one (1) Director every three years in the Northland region.

For the transition to this regional representation system, in the first full rotation only the length of term for Ward 3 (vacant) within the current rotation will reduce to one (1) year; the length of term for Ward 1 will reduce to two (2) years and; the incumbent Directors in Wards 8 and 9 will draw by lot for position of retirement.

2018: One (1) Director Northland , one (1) Director Central North Island, one (1) Director South Island (existing wards 1, 4 and 8/9)

2019: One (1) Director Central North Island, one (1) Director Lower North Island, one (1) Director South Island (existing wards 3, 5 & 7)

2020: One (1) Director Central North Island, one (1) Director Lower North Island, one (1) Director South Island (existing wards 2, 6 and 8/9)

And each subsequent three year period.

VACATION OF OFFICE

18. The office of a Member of the Board shall be vacated if the member is absent from two (2) consecutive meetings of the Board without special leave of absence being granted at a duly constituted meeting of the Board. No leave of absence shall be given to a member on more than three consecutive occasions.

ELECTION OF BOARD

19. The mode of election of members of the Board shall be as follows: -

The Secretary shall, at least three calendar months before each Annual Meeting, send by post to each financial member of the Association resident in a region in which an election is to be held, notice of the intended election.

Any financial member of the Association shall be entitled to nominate any other eligible financial member to represent the region in which both the proposing and nominated members reside as a Member of the Board.

Such nomination shall be in writing, signed by the proposing member and the member nominated, and received by the Secretary not later than two calendar months before the date of the Annual Meeting at which the election is to be held.

For the purposes of Board nomination forms only 'post' may also refer to post electronically. Completed nomination forms may also be received electronically by the dates previously mentioned.

The Secretary shall, after the closing of such nominations, prepare a printed voting paper for each region in which an election is necessary in such a form as shall be approved by the Board, and shall post one of such voting papers to each member entitled to vote in respect to that particular voting paper.

Such voting paper shall be completed and returned to the Secretary by a date to be fixed by the Board.

Each financial member of the Association shall have one vote only, and may only vote for a member to represent the region in which such voting member resides. Any vote, which is not cast in accordance with this provision, shall be invalid.

The Board shall appoint two Scrutineers to inspect and count the votes, and then report in writing to the Annual Meeting with the results of their scrutineering and the name of the member having the highest number of votes.

Such members shall then be declared elected by the Chairman of the Annual Meeting, and voting papers shall not be destroyed until a period of six months has elapsed. In the case of equality of votes the member to be declared elected shall be decided by lot by the Chairman of the Annual Meeting.

INELIGIBILITY

- (a) A person seeking appointment, election, or to remain in office as a Board Member, shall be eligible to do so whether or not they are a Member of the New Zealand Ayrshire Association (Inc) as outlined in Rule 16, but the following persons shall not be eligible for appointment, election, or to remain in office as a Board Member:
 - (i) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - (ii) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon.
 - (iii) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
 - (iv) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.

If any of the circumstances listed in Rule 19(a) occur to a Board Member, that the Board Member shall be deemed to have vacated their office upon the relevant authority making an order or finding against the Board Member of any of those circumstances. If a Board Member becomes or holds any position in Rules 14, 15 and 16 then upon appointment to such a position, that Board Member shall be deemed to have vacated their office as a Board Member.

VACANCIES IN OFFICES

20. Any vacancies which may occur in the office of President, or in the Board, shall be filled by the Board or at the discretion of the Board by an election held at the next following Annual Meeting in accordance with these Rules. Any member so elected by the Board or by such election, as the case may be, shall retain their office so long as the member in whose place they are appointed would have retained it if no vacancy had occurred, when they shall retire.
21. The Board shall be deemed to be duly constituted, and shall continue to possess all the powers hereinafter mentioned, notwithstanding any vacancies on its body, but such vacancies shall be filled as soon as, in the judgement of the Board, is possible and expedient, in the manner provided in the preceding paragraph.

QUORUM OF BOARD

22. The quorum of the Board shall be five.

POWERS AND DUTIES OF THE BOARD

23. The Board shall exercise all the powers and perform all the duties for which the Association has been established unless required to be exercised and performed otherwise by Statute, 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.
24. 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 powers and duties, namely: -

CONVENE GENERAL MEETINGS

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

ALTERATIONS OF REGULATIONS AND BY-LAWS

- (b) It may from time to time make, alter and rescind regulations and by-laws for registering names and addresses of members, for conducting the business and carrying out the objects of the Association and for conducting the business of the Board. 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 of the Board.

FINES

- (c) It may impose fines of not more than One Hundred 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) It may delegate all or any of its powers or duties (except the appointment and expulsion of its body and of the Association) to committees of any number (but not less than three) Members of its 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) It may acquire for the Association any pedigree or publications, with the copyright therein respectively (if any), the possession of which it may deem likely to be in any way advantageous to the Association; and it may establish any new publications devoted to or bearing on any subject 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) It 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 printing, publication, distribution, sale or management of such acquired publications or of any publication whatsoever of the Association.

REGULATE ENTRIES IN PUBLICATIONS

- (g) It 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 it shall have power, so far as it may not be fettered by any subsisting contract or engagement, from time to time, 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 Ayrshire Cattle and other matters.

SUPPLY OF PUBLICATIONS

- (h) It 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 it may make arrangements for supplying any such publication to any member, or other person.

MAKE LEVIES

- (i) It may, subject to the approval of the Annual Meeting, from time to time levy, from members for the purpose or any purpose of the Association, and in addition to the subscription mentioned in Rule 10, such money contribution not exceeding in the whole Ten Dollars from each member in any one year, as it may think fit.

EMPLOY OFFICERS, ETC

- (j) It may from time to time appoint or employ a Secretary of the Association, Editor or Editors of any publication, a Treasurer of the Association, or any other employee at such salaries, wages and other remunerations respectively, and with such respective duties and spheres of employment, and generally upon such terms as it may think fit.

INVESTMENT OF FUNDS

- (k) It may place any monies of the Association not required for immediate use upon deposit at interest at some bank, and it may invest such monies in any security in which Trustees are authorised by law to invest Trust Funds, and generally deal with the property of the Association in such manner as it may think fit, and it may for the time being be empowered to do under these rules.

MINUTES

- (l) That each and every member of the Board shall receive a copy of the Minutes of every Meeting of the Board and Executive Committee Meetings within 14 days of the holding of such meetings.

APPLICATION OF FUNDS

25. 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 the members of the Association or any of them. No member shall derive any pecuniary gain, except as provided by Section 5 of “The Incorporated Societies Act, 2022” and the amendments thereof.
26. 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 expense 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, Editor or Editors, Treasurer and other Officers, Clerks and Servants for the time being of the Association.

PAYMENT OF PRIZES

- (d) In payment of any 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 outgoing 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 Ayrshire Cattle and Semen purchased by the Association, and in defraying the expense 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 25 hereof, and to subsisting engagements) from time to time to vary the application of funds of the Association in such manner as it may think fit.

CONTRIBUTING TO SUPERANNUATION SCHEME

- (i) In payment of contribution to any superannuation scheme for the benefit of permanent officers of the Association.

EXPENSES OF INQUIRY

- (j) In defraying all expenses of, or connected with, the conduct of any inquiry under these Rules.
- (k) No member or any officer of the Association shall be entitled to receive or be paid any pecuniary gain for any services to be rendered to the Association except such as are permitted by "The Incorporated Societies Act, 1908" and the amendments thereof.

MEETINGS
ANNUAL MEETING

27. The Board shall convene and hold an Annual Meeting of the Association in such month, and on such day, and at such place as it shall from time to time appoint.

Remits to be presented at Annual Meetings to arrive at Head Office not later than March 31st each year.

GENERAL MEETINGS

28. The Board may from time to time call General Meetings of the Association; such General Meetings shall be called Ordinary Meetings, and all other General Meetings shall be called Extraordinary Meetings.

EXTRAORDINARY MEETINGS

29. The Board may, whenever it thinks fit, and it shall upon a requisition made in writing by not less than twenty members of the Association, convene an Extraordinary General Meeting.
30. 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.
31. Upon receipt of such requisition, the Board shall forthwith proceed to convene an Extraordinary General Meeting. If it does not proceed to convene the same within twenty days from the date of receipt of the requisition, the requisitionists may themselves convene an Extraordinary General Meeting.

NOTICES OF MEETINGS

32. Ten days previous written notice of all meetings of the Association shall be given by circular posted to each member. Such notice shall state the time, place, date and business of such meetings.

ACCOUNTS AND AUDIT

33. True accounts shall be kept of the sums of money received and expended by the Association, the matters in respect of which such receipts and expenditure take place, and of 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 such other place or places as the Association thinks fit. At each Annual Meeting in every year an Auditor will be appointed by resolution, who shall hold office until the next Annual Meeting, but shall be eligible for re-election. The Auditor shall audit

the accounts of the Association, previously to the Annual Meeting, and a statement showing the financial position of the Association and examined and certified by the Auditor, shall be sent to each member ten days before the date of the meeting and laid before every Annual Meeting. The financial year of the Association shall end on the 31st March in each year.

CONDUCTING MEETINGS

34. Any meeting may be adjourned as the members present thereat shall resolve.
35. The President of the Association, or in the President's absence any Board member then elected for the purpose by the Board members present, shall take the chair at any meeting.
36. All questions and matter brought before General Meetings (except the election of Members of the Board, which shall be decided as hereinbefore provided) shall be decided by a majority of the votes of the members present, each member having one Vote, and in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote, in addition to his/her vote as a member.
37. At all General Meetings of the Association fifteen shall form a quorum. Every question submitted to a meeting shall be decided in the first instance by a show of hands; and in the case of an equality of votes the Chairman shall, both on show of hands and at the poll, have a casting vote in addition to the vote or votes to which the Chairman may be entitled as a member. Each member shall have one vote. There shall be no voting by proxy. At any meeting a poll may be demanded by the Chairman, or by any member or members entitled to vote. If a poll be demanded as aforesaid, it shall be taken in such a manner and at such a time and place as the Chairman of the meeting may direct, and either at once or after an interval or adjournment or otherwise of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

MINUTE BOOK

38. The Minute Book of the Association shall be open to the inspection of members at all reasonable times.

NOTICES

39. A notice may be served by, or on behalf of the Association, upon a member personally or by sending through the post in a prepaid letter, addresses to the member at their usual place of abode. Furthermore, any reference contained in these rules to 'post, mail, sent, by hand, in writing, returned, printed, left at' (and their variations) is deemed to include forms of electronic notification.

SECRETARY

40. The Secretary shall keep the books of the Association and conduct the correspondence, attend to all meetings and receive members' subscriptions and enter up the minutes of all meetings and shall forthwith bank all monies received for or on account of the Association to the credit of the Association and shall sign all accounts of the Association and shall do all things that are necessary for the proper conduct of the Association.

SEAL

41. The Association shall have a Common Seal bearing the words "New Zealand Ayrshire Association (Incorporated)", which seal shall be fixed to all deeds and documents 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 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.

WINDING UP

43. 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, at or before the time of dissolution, or in default thereof, by such Judge of the Supreme Court as may have or acquired jurisdiction in the matter.

ALTERATION OF RULES

44. Subject to the provisions of "The Incorporated Societies Act, 2022," and amendments thereof, any Annual Meeting may by vote in the ordinary way alter, modify or replace any of these Rules or provide any new rule, provided that notice of motion shall have been given to the Secretary in writing at least one calendar month before such Annual Meeting. Such resolution shall be binding only if the same shall be duly confirmed by any subsequent meeting of the Association.
45. Notwithstanding the provisions of Clause 44 hereof the Board may decide to alter, add to or rescind any rules, by-laws or regulations of the Association after conducting a postal ballot in accordance with Rule 46. In the event of a postal ballot being conducted no such alteration,

addition or rescission shall be made except with the approval of not less than two-thirds majority of the members voting in such ballot.

46. Following a Board resolution to conduct a postal ballot under Rule 45, the Secretary shall not more than two calendar months after such resolution send by post to each financial member of the Association a printed voting paper in such form as shall be approved by Board.

Such voting paper shall be filled in and returned to the Secretary by a date to be fixed by the Board and notified in the voting paper. The Board shall appoint two scrutineers to inspect votes and to count the votes validly recorded and shall report in writing to the Board the number of votes cast in favour of the rule or regulation being altered, added to or rescinded and the number of votes cast against such action. The Board will then adopt or reject the alteration, addition or rescission accordingly.

Members will be advised of the result of such postal ballot.

INDEMNITY

47. 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

48. All Regulations and By-Laws of the Association for the time being in force, shall be deemed to form part of these Rules. By-Laws to be printed in every Herd Book.

CASES NOT PROVIDED FOR

49. 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.

CLASSIFICATION

50. That Classification be carried out at least every three years.

DISPUTES OR COMPLAINTS

51. Where the Board has received a notice in writing in relation to one of the following matters, the Board will investigate and as soon as practicable resolve or otherwise decide on that matter:

- (a) The Board has been notified of a dispute between two members;
- (b) The Board has been notified of a dispute between a member or members, and the Board;
- (c) The Board receives a written complaint about the actions of any Board member; or
- (d) The Board receives a complaint about any member or any Board member from a non-member, where the complainant is able to be contacted (provide a verifiable name, postal address and telephone number) and participated in the process (not anonymous).

CONSIDERATION OF A DISPUTE OR COMPLAINT BY THE BOARD

52. The Board may at its discretion:
- (a) Hold the making of a decision, or referral to the Disputes Panel where there is either a criminal or civil court, or Tribunal decision pending until the outcome of that is made available to the Board; and/or
 - (b) Decline to investigate the matter, if in the opinion of the Board the dispute or complaint is considered petty, frivolous or inconsequential.
 - (c) Decline to investigate or consider the dispute or complaint if during enquiries being made on behalf of the Board, it becomes apparent to the Board that it is not appropriate to further investigate the dispute or complaint.
 - (d) Refer the matter to a Disputes Panel as provided in Rule 53.
- 52.2 Any Board member who in the opinion of the Disputes Panel may be considered to have a conflict of interest shall not take part in any decision-making discussion.

INVESTIGATION OF DISPUTES AND COMPLAINTS

53. The Board will select a Disputes Panel to investigate and report to the Board on the matter and make recommendations to the Board. The Disputes Panel will be selected by the Board at the next Board meeting following the receipt of a Notice pursuant to Rule 51.
- 53.2 The Disputes Panel may request that a member or the members making the dispute or complaint lodge with the Society such sum as the Disputes Panel thinks fit to reimburse the Society wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Society's professional advisor's fees before further investigating or considering the dispute or complaint.
- 53.3 At all times the Disputes Panel will act within the rules of natural justice. The Disputes Panel may contact any necessary person or persons for obtaining information in respect of the matter to assist with the investigation. Any member will provide any information requested by the Disputes Panel as soon as practicable following receipt of any such request. Any

members unwilling to give information must write to the Disputes Panel with that member's explanation. The Disputes Panel may take any refusal to provide any information reasonably requested into account when considering the Disputes Panel's recommendation to the Board.

53.4 The Board will receive recommendations from the Disputes Panel and after consideration the Board will make a determination as to how the dispute or complaint is then to proceed in accordance with the Rules of the Society.

Dated the 19th day of August, 1947.

The Common Seal of the Ayrshire Cattle Breeders' Association of New Zealand (Incorporated) was hereunto affixed in the presence of: -

Member: C H ARCUS	<i>THE COMMON SEAL OF</i>
A M ATKINS	<i>AYRSHIRE CATTLE BREEDERS'</i>
W E BAKER	<i>ASSOCIATION OF NEW ZEALAND</i>
	<i>(INCORPORATED)</i>

Alteration of Rules registered this 19th day of August 1947.
Alteration of Rules registered this 14th day of September, 1959.
Alteration of Rules registered this 9th day of April, 1963.
Alteration of Rules registered this 28th day of September, 1964.
Alteration of Rules registered this 7th day of August, 1970.
Alteration of Rules registered this 26th day of October, 1973.
Alteration of Rules registered this 5th day of September, 1979.
Alteration of Rules registered this 10th day of August, 1981 (2).
Alteration of Rules registered this 2nd day of August, 1984 (2).
Alteration of Rules registered this 8th day of August, 1986.
Alteration of Rules registered this 16th day of October, 1987 (2).
Alteration of Rules registered this 18th day of February, 1992.
Alteration of Rules registered this 6th day of July, 1999 (3).
Alteration of Rules registered this 28th day of September, 1999 (24).
Alteration of Rules registered this 16th day of November 1999 (2).
Alteration of Rules registered this 13th day of November 2000 (3).
Alteration of Rules registered this 13th day of August 2001 (3).
Alteration of Rules registered this 19th day of July 2002 (1).
Alteration of Rules registered this 3rd day of August 2006 (1).
Alteration of Rules registered this 23rd day of August 2007 (4).
Alteration of Rules registered this 26th day of June 2009 (1).

Alteration of Rules registered this 8th day of July 2016 (1)
Alteration of Rules registered this 26th day of March 2018 (6)
Alteration of Rules registered this 28th day of June 2018 (2)
Alteration of Rules registered this 6th day of July 2023 (7)

*Assistant Registrar,
Registrar of Incorporated Societies, Wellington.*