



CONSTITUTION

of the

Royal Agricultural Society of New Zealand

Adopted 29 June 2000

Amended 28 June 2002; 29 June 2008; 29 June 2010

CONSTITUTION
THE ROYAL AGRICULTURAL SOCIETY OF NEW ZEALAND
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CONSTITUTION

THE ROYAL AGRICULTURAL SOCIETY OF NEW ZEALAND

Adopted 29 June 2000 ; Amended 28 June 2002; Amended 29 June 2008; Amended 29 June 2010.

1. NAME

The Society shall be called "The Royal Agricultural Society of New Zealand."

2. OBJECTS

The objects of the Society shall be:

- (a) To hold annually or at other periodical intervals a Royal Agricultural Show in New Zealand in conjunction with any Association for the time being in existence at any place or places in New Zealand as the Society in General Meeting may from time to time determine. And to make arrangements and contracts as to the terms and conditions on which the said Royal Agricultural Show shall be held in combination with any Association or for the use of the ground and other buildings of such Association.
- (b) When in the opinion of the Society it shall become expedient so to do to itself hold and conduct annually or at other periodical intervals a Royal Agricultural Show in New Zealand and in order so to do acquire such property and do such acts and make such payments as the Society in General Meeting may deem expedient.
- (c) To promote the development of the Agricultural, Pastoral, Forestry, Horticultural, Viticultural, Agri-business and stock-raising resources of New Zealand and any activities which may be connected with or deemed to be beneficial to such resources and in particular (and without derogating from the preceding generality) to do so by all or any of the following means:
 - i By holding Agricultural Shows and Exhibitions as aforesaid at such places and times as determined by any Annual General Meeting shall appoint and by offering and awarding prizes and premiums at all such Agricultural Shows and Exhibitions as deemed desirable.
 - ii By holding meetings for the purpose of popularising rural life, and disseminating knowledge of improved methods, and new ideas in relation thereto.
 - iii By corresponding with agricultural and other kindred societies and collecting information for the furtherance of the objects of the Society.
 - iv By promoting, assisting and encouraging the development of stockbreeding on practical and scientific lines.
 - v By promoting new and developing existing foreign markets for New Zealand-bred stock and New Zealand produce of all kinds.
 - vi By promoting the discovery, investigation, and introduction of improved kinds of agricultural implements and machinery; the better equipment and construction of farm buildings; the application of science to the general purposes of agriculture; the destruction of insects injurious to vegetable or animal life; and the eradication or utilisation of weeds.
 - vii By encouraging the growth of trees for timber and shelter purposes, the investigation of methods of dealing with native and exotic forests, and the prevention and eradication of pests injurious to our trees and timber.
 - viii By promoting the discovery, investigation and introduction of new varieties of cereals, vegetables, or grasses suitable to the climate, and capable of being cultivated with profit; and also the introduction of desirable kinds and varieties of livestock.
 - ix By collecting and distributing information on all subjects concerned with the objects of the Society.
 - x By investigating the nature of diseases in animals or plants, and taking measures to encourage the prevention or eradication of such diseases.
 - xi By remunerating any person for original research work leading to the advancement of the objects of the Society.

- xii By promoting or assisting any scheme for herd or flock recording or progeny testing and remunerating any person for his services in connection therewith.
 - xiii By promoting or assisting competitions in regard to farm crops and other primary products, implements or husbandry, and improvement of the conditions and methods of rural work.
 - xiv By promoting or assisting any other work which may be regarded by the Executive as being beneficial to primary production or the improvement of livestock.
 - xv By convening an annual conference of member stud breeders' associations to be known as the United Breed Society conference.
 - xvi By promoting research into improving the properties and production of all farm products.
 - xvii By convening a conference of the Society's Horse Stewards' Council.
- (d) To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects.

3. DEFINITIONS

- (a) For the purposes of this Constitution the following expressions shall have the following meanings unless the context otherwise requires:
- "Act" means the Agricultural and Pastoral Societies Act 1908 and where the context so requires includes any amendment or associated statute.
 - "Administrative Officer" means an officer appointed pursuant to clause 17.
 - "Annual General Meeting" means an annual meeting of the Members of the Society held pursuant to clause 37 and following.
 - "Associate Member" means a person admitted to membership under clause 6(a)
 - "Association" means any Agricultural and Pastoral Association or Society under the Act
 - "Bylaws" and "Rules" means the clauses contained herein and includes any amendment thereof.
 - "Clause" means a clause of this Constitution
 - "Councillor" means a person elected as an officer to serve on a District Council pursuant to clause 67.
 - "District" means an area described under clause 64(a).
 - "District Council" means body elected or constituted pursuant to clause 64.
 - "District Secretary" means a person appointed by a District Council to act as a secretary to administer the affairs of such District's Ordinary Members as contemplated by clauses 64 to 73.
 - "Executive" means the President, Vice-President and six other members elected to the Executive of the Society pursuant to clause 28, and includes the Treasurer.
 - "Fellow" shall mean a Scientific Member admitted to membership pursuant to clause 6(a)(iv).
 - "General Meeting" means any meeting of Members of the Society held pursuant to clause 37 and following, or held as an Annual General Meeting
 - "Honorary Life Member" "Corporate Member", "Life Member", "Scientific Member" and "Corresponding Member" have the meanings under clause 6(a).

- “Kindred Association” means a body of persons having objects which in the opinion of the Executive are similar to those of the Society and which comply with the criteria prescribed by the Executive from time to time for admission as a Kindred Association. For the avoidance of doubt, the Executive may also from time to time review their criteria for admission of a Kindred Association. Such reviewed criteria shall only be binding upon a then existing Kindred Association Member if approved by or required pursuant to an ordinary resolution of Members at a meeting of the Society.
 - “Member” means a person admitted to membership of the Society as either an Ordinary Member or as an Associate Member under this Constitution.
 - “Motion” means an item of business concerning the interpretation or alteration of the Constitution.
 - “Remit” means an item of business which is not a motion.
 - “Ordinary Member” means a person admitted to membership under clause 6(b) and includes, where the context so admits, the delegate of an Ordinary Member appointed under clause 26.
 - “President” means the person for the time being elected to that office pursuant to clauses 17 to 20.
 - “Returning Officer” means the person appointed to oversee the election of Administrative Officers under clause 20.
 - “The Constitution” means the constitution of the Society for the time being in force and includes any amendment thereof including this document as may be amended from time to time. This Constitution shall also be deemed to be the Bylaws and Rules as set out in the Act, and all and every clause in this Constitution is a Bylaw or Rule for the purposes of the Act or any related statutory amendment.
 - “Society” means The Royal Agricultural Society of New Zealand.
 - “Stud Breeders’ Association” means an association of persons having an interest in the development and promotion of classes of livestock and which comply with the criteria prescribed by the Executive from time to time for admission as a “Stud Breeders’ Association”. For the avoidance of doubt, the Executive may also from time to time review their criteria for admission of a Stud Breeders’ Association. Such reviewed criteria shall only be binding upon a then existing Stud Breeders’ Association Member if approved by, or required pursuant to, an ordinary resolution of Members at a meeting of the Society.
 - “Their or they” means his and/or hers and vice versa.
 - “Treasurer” means the person for the time being elected to that office pursuant to clause 29.
 - “United Breeds Society” means a united breeds’ society under clause 74.
 - “Vice-President” means the person for the time being elected to that office pursuant to clauses 17 to 20.
- (b) A reference to a person includes an individual, partnership, firm, company, corporation, Association, association, trust, estate, state or agency of state, government department or agency, institute, university, polytechnic, municipal or local authority, society (whether incorporated or not) and any other entity whether having separate legal personality or not.

- (c) Any member, officer, committee group or body admitted or appointed by or pursuant to any constitution, rules or bylaws in force immediately prior to the adoption of this Constitution shall continue to hold or shall be deemed to hold the same or substantially the same position, albeit under a different title, rights or privileges under this Constitution, except that persons who comply with the description under clause 5(b)(i) shall on the adoption of this Constitution no longer be Ordinary Members, but shall be deemed to be Associate Members under this Constitution.

4. BY-LAWS

The By-laws contained in s.12 of the Act shall not apply to the Society and in lieu thereof the clauses herein shall be the By-laws of the Society.

5. MEMBERSHIP

- (a) The membership of the Society shall consist of Ordinary, Life (including Honorary Life), Associate, Scientific, Corporate or Corresponding members as shall be admitted or appointed to the membership of the Society from time to time pursuant to this Constitution.
- (b) Ordinary Members shall be:
- i any Association admitted to membership pursuant to clause 6(b)(ii).
 - ii any Stud Breeders' Association admitted to membership pursuant to clause 6(b)(ii).
 - iii any Kindred Association admitted to membership pursuant to clause 6(b)(ii).
 - iv all persons who for the time being hold office as members of the Executive pursuant to clause 6(b)(i).
 - v all persons who for the time being hold office as the chairperson of any District Council.
 - vi the immediate past president of the Society.
 - vii The persons at the relevant time holding office as the Chairperson of the Horse Stewards' Council under Clause 76(b) and the Chairperson of the United Breeds Society Council under Clause 74(b).
- (c) Life Members shall be:
- i Any Honorary Life Members admitted to membership pursuant to clause 6(a)(i)
 - ii Any Life Members admitted to membership pursuant to clause 6(a)(ii)
- (d) Associate Members shall be:
- i Any financially current ordinary member, (or class of membership substantially the same as an "ordinary" member) of any Association, Stud Breeders' Association and any other Kindred Association, admitted to membership pursuant to clause 6(a)(vi).
 - ii Any Corporations admitted to membership pursuant to clause 6(a)(iii).
 - iii Any Scientific Members admitted to membership pursuant to clause 6(a)(iv).
 - iv Any Corresponding Members admitted to membership pursuant to clause 6(a)(v).

6. ADMISSION OF MEMBERS

- (a) Life Membership and Associate Membership Admissions
- (i) The Society in General Meeting may admit to Life Membership, as an Honorary Life Member, such person or persons as it thinks fit and in particular persons who have rendered distinctive service to the Society or to agri-business in New Zealand. No resolution for the election of an Honorary Life Member shall be capable of being passed without the prior approval of the Members Representative Committee.
 - (ii) Life Members shall be such persons holding that class of membership at the date of adoption of this Constitution, and any reputable person (not being a corporation), whose application for membership is approved by the Executive, shall become a Life Member of the Society on payment of the prescribed subscription.
 - (iii) Any corporation (other than (a) a natural person, (b) an Association, (c) a Stud Breeders' Association or (d) a Kindred Association) may apply for admission to membership as a Corporate Member. Any corporation whose application for membership as a Corporate Member is approved by the Executive may become a member of the Society on payment of the prescribed annual subscription (if any) and upon agreeing to be bound by this Constitution.
 - (iv) Scientific Members. Persons (being natural persons) who in the opinion of the Executive are recognised experts or authorities in fields which the Executive considers are relevant to the aims and objectives of the Society, may by resolution of the Executive, be admitted as Fellows of the Society without payment and may with the permission of the chairperson of any meeting of the Society be allowed to address any meeting of the Society at which they are entitled to be present. The number of Fellows should not exceed 20 and Fellows will be expected to submit a paper for publication by the Society and to be a source of continuing knowledge and expertise available to the Society. Each Fellow shall be known as a "Fellow of the Royal Agricultural Society of New Zealand" and shall be entitled to use the citation "FRASNZ" after the Fellow's name.
 - (v) Corresponding Members. The Executive may when it deems admissible, admit to membership without payment and upon them agreeing to be bound by this Constitution, persons who, are appointed by the Executive as corresponding Members outside New Zealand.
 - (vi) All other applicants for admission as Associate Members shall be admitted by application (including an acknowledgement agreeing to be bound by this Constitution), payment of the prescribed subscription (if any), and approval by the Executive.
- (b) Ordinary Membership Admission
- (i) Members of the Executive and chairpersons of each District Council shall be deemed to have agreed to be bound by this constitution upon election to the Executive or the chairpersonship of such District council. They shall be admitted to be Ordinary Members, while in office, upon confirmation of their election and approval of the Executive. The Executive shall be deemed to have approved such admission if no objection is made by the Executive by the conclusion of the first meeting of the Executive following confirmation of such election.
 - (ii) All other applicants for admission as Ordinary Members shall be admitted by application including an acknowledgement agreeing to be bound by this Constitution, payment of the prescribed subscription (if any) and approval by the Executive.

7. PRIVILEGES AND OBLIGATIONS OF MEMBERS

- (a) Subject to clause 7(d) all Ordinary Members paid up shall have the right to attend and be heard at all meetings of the Society and to vote at all Annual General Meetings and General Meetings of the Society and to attend, be heard and vote at all District General Meetings to which they shall be affiliated. Ordinary Members shall have the right to vote at the election of persons to the District Council to which they shall be affiliated and to the election of officers to the Society.
- (b) Subject to clause 7(d) all Life members shall have the right to attend all General Meetings of the Society including District General Meetings as defined in Clause 73 and, when personally present shall have the right to be heard and to vote on any matter at such meeting.
- (c) Subject to clause 7(d) all Associate Members shall have the right to attend all General Meetings of the Society but subject to any clause in this Constitution to the contrary, shall have no right to be heard (unless otherwise decided by the Chairman of any General Meeting of the Society) or to vote on any matter.
- (d) No member shall be entitled to any rights or privileges of their membership for so long as their subscription (if any) remains unpaid after the due date for payment of the same.
- (e) In relation to the voting rights under this clause 7 but subject to clause 7(f) below, each Ordinary Member shall have the right to one vote per Ordinary Member.
- (f) In recognition that Stud Breeders' Association members represent persons who may in themselves be eligible for membership as Ordinary Members of the Society in their own right, Ordinary Members which are Stud Breeders' Associations may apply from time to time to the Executive for voting rights under this clause 7(f) as follows:
 - (i) An application under this clause 7(f) shall be accompanied with a copy of such Stud Breeders' Association rules together with a declaration signed by a suitably authorised officer setting out the full details of the names of all financially current ordinary members of such Stud Breeders' Association together with sufficient information as may be required by the Executive to confirm that each such financially current ordinary member of such Stud Breeders' Association would satisfy the criteria for appointment as an Ordinary Member under this Constitution.
 - (ii) The Executive shall consider an application received under this clause 7(f) and if satisfied that there are at least ten financially current ordinary members of such Stud Breeders' Association who enjoy substantially similar privileges and obligations as do Ordinary Members of the Society and who would, on the face of the information required pursuant to clause 7(f)(i) in themselves, be eligible for appointment as ordinary members under this Constitution then the Executive shall resolve that such Stud Breeders' Association is entitled to voting rights on the basis of one vote for each five financially current ordinary members of such Stud Breeders' Association who satisfy the criteria under these sub-clauses 7(f)(i) and (ii) and who are not also Ordinary Members. There shall be no fractional entitlements.
 - (iii) Upon the passing of the resolution under clause 7(f)(ii) above, such Stud Breeder's Association shall have the right to exercise the number of votes computed in accordance with clause 7(f)(ii) at all meetings of the Society, until such resolution is revoked.
 - (iv) For the avoidance of doubt, voting rights computed in accordance with this clause 7(f) shall be in substitution for (and not additional to) voting rights which, but for this clause 7(f), would be available under the other provisions of this Constitution.

- (v) If, at any time the Executive are satisfied that there has been a material change in the number of financially current ordinary members of such Stud Breeders' Association which would alter the rights under this clause 7(f), and after giving such Stud Breeders' Association 42 days' notice of intention to revoke such resolution the Executive may, by further resolution, revoke a resolution made under clause 7(f)(ii).
- (vi) The revocation of a resolution under clause 7(f)(v) may be accompanied by a new resolution under clause 7(f)(ii) following receipt of a new application under this clause 7(f).
- (vii) A Stud Breeders' Association which has more than one vote pursuant to this clause 7(f) shall, notwithstanding clause 26, also be entitled to appoint a separate delegate under clause 26 for each such additional vote.
- (vii) A Stud Breeders' Association which enjoys additional voting rights pursuant to this clause 7(f) shall pay such additional subscription (if any) as prescribed by the Executive and approved by the Members Representative Council from time to time in addition to any subscription (if any) under clause 9.

8. PERSONAL BENEFIT

No member or person associated with a member of the Society shall derive any income, benefit or advantage from the Society where they materially influence the payment of the income, benefit or advantage EXCEPT where that income, benefit or advantage is derived from professional services to the Society rendered in the ordinary course of business, charged at no greater than current market rates; or interest on money lent at no greater rate than current market rates.

9. SUBSCRIPTIONS

Every Member shall be liable to pay to the Society within 28 days of demand being made in writing, the subscription (if any) appropriate to the category of membership and prescribed by the Executive and approved by the Members Representatives Committee from time to time.

10. COMPLIANCE WITH CONSTITUTION

Every Member shall conform to this Constitution and to such other rules or bylaws of the Society.

11. PROVISION OF CONTACT DETAILS

Every Ordinary Member shall communicate from time to time with the District Secretary their address, and all notices required by these rules to be sent or given to Ordinary Members shall be deemed to have been duly sent or given if posted or sent to such address.

12. RESIGNATION

Any Member may resign their or its membership by notice in writing to the Society's Executive Officer but such resignation shall not release the Member from payment of a subscription for the financial year then current provided however that the Executive shall have power to remit such proportion as it may think fit.

13. DISCIPLINARY ACTION

Any Member neglecting or refusing to comply with this Constitution or any lawful directions or requirements by the Executive made in pursuance or under the authority thereof, or being guilty either before or after becoming a Member of conduct, in the opinion of the Executive, likely to bring the Society into discredit in connection with its General Meetings, its Exhibitions or other objects shall be liable to be summoned before the Executive and if found guilty shall be subject to reprimand or to have the Member's name expunged from the roll of Members and may also be disqualified from exhibiting, and may be disallowed from again becoming a Member during the pleasure of the Executive.

14. RESTRICTION ON DISCIPLINED MEMBER

Any Associate Member having been expelled from membership, or disqualified from exhibiting, riding or competing by any Association, kindred Association or United Breeders' Society or Stud Breeders' Association, may be expelled or disqualified from being a Member, and shall not be allowed to exhibit, ride or compete at any exhibition run by or under the auspices or authority of the Society, until such expulsion be rescinded or such disqualification be removed.

15. OFFICERS

Honorary Officers:

The Honorary officers of the Society shall be such Patron and Vice-Patron as the Society in General Meeting may, on the recommendation of the Executive, elect.

16. ADMINISTRATIVE OFFICERS

The Administrative Officers of the Society shall be:

- (a) the President
- (b) the Vice-President

17. ELECTION OF OFFICERS

- (a) Any Member (including a delegate of an Ordinary Member appointed under Clause 39, but in all cases being a natural person) desiring to be elected to the office of President or Vice-President of the Society and to the office of the Executive shall be nominated and seconded in writing by two Members and such nomination shall be signed by the candidate and forwarded to the Executive Officer at least 42 days prior to the Annual General Meeting, and the names of the nominees shall be set forth in a list showing the office to which it is proposed they shall be respectively elected, a copy of which list shall be posted to every Ordinary Member at least 14 days before the Annual General Meeting and the persons so nominated shall alone be eligible for election.
- (b) If more than the required number shall be proposed for election the names of the candidates so proposed shall be posted by the Executive Officer to every member entitled to vote at least 14 days before the date appointed for the Annual General Meeting, together with a profile, resume or curriculum vitae of the nominees proposed, such profile, resume or curriculum vitae to be supplied by each nominee.
- (c) At the Annual General Meeting of the Society, all Members entitled to vote or, where appropriate, their delegate appointed pursuant to Clause 26 on their behalf, shall be given a voting paper listing the names of the nominees for election. Such Member (or their delegate, where appropriate) shall exercise such vote by completing and handing such voting paper to the appointed scrutineers at the appropriate time during the meeting.
- (d) The Administration Officers so appointed or elected shall hold office until the next Annual General Meeting of the Society or until such time as their successor is elected or appointed.

18. INVALID VOTES

Should any voting Member leave uncanceled upon their voting paper in respect of any office the names of more or of fewer persons than there are vacancies to be filled then that Members' vote in respect of the election for such office shall be invalid and of no effect.

19. APPOINTMENT OF SCRUTINEERS

The Annual General Meeting shall appoint two scrutineers for the Election of Administration Officers and Executive Members who shall be responsible for distributing, collecting, counting and destroying the voting papers.

20. ELECTION RESULT

The result of the election of Administration Officers and Executive Members as advised by the scrutineers on the day shall be deemed to be the conclusive result of such election and all members shall be and are hereby bound thereby.

21. AUTHORITY TO VOTE

An Ordinary Member, if an individual, may vote personally or by his Attorney duly authorised in writing, and if a corporation or society, either under seal or by and under the hand of its chief administrative officer or attorney duly authorised and the delegate of an Ordinary Member appointed pursuant to clause 26 may vote on behalf of the Ordinary Member which he/she represents. Life members may vote if personally present at any respective general meeting.

22. PROCEDURE AND CONDUCT OF ELECTIONS

Subject to this constitution, the Executive may from time to time prescribe the manner in which, and the procedure to be followed, to conduct the election of Officers.

23. THE MEMBERS' REPRESENTATIVE COMMITTEE

The Members Representative Committee shall consist of all Ordinary Members together with:

- (a) The President
- (b) The Vice-President

24. MEETINGS OF THE MEMBERS' REPRESENTATIVE COMMITTEE

40 Ordinary Members (or their delegates) present shall constitute a quorum, and the President or in the President's absence the Vice President or in the Vice President's absence then a member of the Members Representative Committee elected by the meeting shall preside as Chairman of the meeting; and all questions before the meeting shall be decided by a majority of votes. Where a member of the Members' Representative Committee is appointed as a delegate by more than one Ordinary Member such delegate shall be entitled to exercise a vote for each such Ordinary Member.

25. POWER AND DUTIES OF THE MEMBERS' REPRESENTATIVE COMMITTEE

The Members' Representative Committee may from time to time make such rules for the conduct of its business at any meeting not inconsistent with this Constitution or with law as they shall think necessary.

26. APPOINTMENT OF DELEGATES

- (a) Ordinary Members, with the exception of natural person members (i.e. members of the Executive and chairpersons of District Councils, Horse Stewards Council and United Breed Society), shall from time to time by notice in writing appoint a delegate to represent and vote on behalf of such Ordinary Member at all meetings of the Society. The receipt of such notice signed for and on behalf of such Ordinary Member shall be conclusive proof of the appointment of such Ordinary Members' delegate. No special form of notice is required, and the Society shall be entitled to rely upon any representation that any person has the authority of the Ordinary Member which appears to have appointed such person as its delegate in all communications and any business with the Society.

- (b) Notice of the appointment of a delegate under clause 26(a) above shall be received by post or facsimile by the Executive Officer at least 14 days prior to any General Meeting.
- (c) Failure to receive such notice as provided in clause 26(b) above of that Ordinary Member's delegate within the time required under clause 26(b) above shall render the vote of such delegate on behalf of the Ordinary Member who appointed such delegate, invalid.
- (d) A notice of appointment of a delegate given pursuant to this clause 26 shall remain valid until revoked. A notice shall be deemed to be revoked if the Executive Officer receives a subsequent notice of delegation appointing some other person as that Ordinary Member's delegate.
- (e) No duly appointed delegate shall be entitled to represent, as a delegate, more than five (5) Ordinary Members.

27. OTHER MEETINGS OF MEMBERS REPRESENTATIVE COMMITTEE

The Members' Representative Committee may call a meeting of the Members Representative Committee on such other occasions as they may determine PROVIDED THAT immediately upon receipt of a requisition in writing of any 20 Ordinary Members requiring a meeting, the Executive Officer of the Society shall call a meeting of the Members' Representative Council to consider only the business stated in the requisition. At least 21 days notice shall be given setting out the time and place for such meeting to all Ordinary Members.

28. EXECUTIVE

The Executive, who shall be members of the Society, shall consist of the President and Vice-President, (all ex-officio) and three other Members, all who shall be elected at the Annual General Meeting of the Society pursuant to clauses 17 to 22 and once elected serve a term of three years other than an Administrative Officer. One shall retire each year by rotation but shall be eligible for re-election. The member to retire shall be the longest serving member and in the event of equality of service, lots will be drawn to decide the member to retire. Should a member of the Executive retire from the Executive, the Executive shall have power to co-opt until the next Annual General Meeting when such co-opted member shall retire from office. Such vacancy shall only be filled for the original term of the retiring member. The Executive Committee shall have the power to co-opt.

29. DUTIES AND RESPONSIBILITIES OF EXECUTIVE

It shall be the duty of the Executive, generally to conduct the affairs of the Society and in particular to see to the proper collection and disbursement of the funds of the Society, the keeping of all usual and proper books of account, the entry and verification of minutes and other records of the business of the Society, and the preparation and submission to each Annual General Meeting of a report, audited balance sheet and statement of accounts for the preceding year. At the first Executive meeting after the Annual General Meeting in every year the Executive shall elect a Treasurer from within the members of the Executive who shall then hold the office of Treasurer until the conclusion of the next Annual General Meeting.

30. EMPLOYMENT OF STAFF AND OTHER MATTERS

The Executive shall, administer the business of the Society, and shall have power to appoint and remove all paid employees of the Society and to fix the salaries and allowances payable to them PROVIDED HOWEVER that the Executive may delegate to the Executive Officer such of its powers in relation to employees as it shall think fit.

31. QUORUM

Four members of the Executive (of whom the President or the Vice-President shall be one) shall form a quorum

- 32. MEETING TIMES**
The Executive shall meet on such occasions as the Executive may determine, and may from time to time make such rules for the conduct of its business as it may determine.
- 33. RESOLUTIONS IN LIEU OF MEETINGS**
A resolution in writing signed by all the members for the time being of the Executive shall be as valid and effectual as if it had been passed at a meeting duly convened.
- 34. SPECIAL MEETINGS OF EXECUTIVE**
A special meeting of the Executive may be called by the Executive Officer on the requisition of the President or three members of the Executive. Every requisition should be signed by the requisitioners and shall state the business to be transacted at such meeting.
- 35. THE EXECUTIVE OFFICER**
The Executive Officer of the Society shall be appointed by, and may be removed by, the Executive.
- 36. COMMON SEAL**
The Common Seal shall be kept in the custody of the Executive Officer and shall not be affixed to any document or instrument except pursuant to a resolution of the Executive and in the presence of three members thereof being the President, Vice President and the Executive Officer, who shall each sign the document or instrument to which the seal is so affixed.
- 37. GENERAL MEETINGS**
The Annual General Meeting of the Society shall be held on or about the 30th day of June in each year at such time and place as the Executive shall determine. All notices of motion must be in writing and in the hands of the Executive Officer with the names of the proposer at least 30 days before the date of the meeting.
- 38. NOTICE OF AGM AND NOMINATIONS OF OFFICERS**
At least 60 days before the Annual General Meeting the Executive Officer shall forward to each Ordinary Member and/or to the District Secretaries for each District to forward to the Associations, Stud Breeders' Association, Kindred Association and United Breeders Societies affiliated to such District area, notice of the date of the Annual General Meeting and a statement giving the names of the retiring President, Vice-President and retiring Executive Member and their intentions; and the date of the closing of the nominations for officers for the ensuing year.
- 39. NOTICE OF OTHER GENERAL MEETINGS**
14 days notice setting out the business shall be given to all Ordinary Members of any other General Meeting of the Society.
- 40. POSTING OF ANNUAL REPORTS & MOTIONS**
At least 14 days before the Annual General Meeting the Executive Officer shall send a copy of the Annual Report and audited Balance Sheet for the preceding financial year and all notices of motion to each Ordinary Member and/or District Secretary to forward to the Ordinary Members.
- 41. ORDER OF ANNUAL GENERAL MEETING**
At the Annual General Meeting the following shall be the order of business:
- (i) Roll call of duly appointed delegates.
 - (ii) Consideration of the Annual Report and audited Statement of Financial Performance.
 - (iii) Election and or confirmation of election of Administrative Officers and members to vacancies in the Executive.

- (iv) Appointment of Auditors.
- (v) Notices of motion and consideration of remits
- (vi) Any matters of special or general business.

42. VALIDATION OF OMISSIONS

The accidental omission to give notice of a meeting or to send any other document required by this Constitution to be sent to a Member, or the non-receipt of any such notice or document by any Member, shall not invalidate the proceedings at any meeting.

43. PROXIES

An Ordinary Member may exercise the right to vote at all meetings of the Society in which such Member shall be eligible to vote either –

- (a) in the case of a natural person, by –
 - (i) being present; or
 - (ii) by proxy; or
- (b) In any other case and subject to Rule 26, by –
 - (i) that Ordinary Member's duly appointed delegate by being present; or
 - (ii) the proxy of that Ordinary Member's duly appointed delegate.
- (c) No duly appointed delegate or other person entitled to vote at any General Meeting of the Society may hold more than five (5) votes, including proxy votes.

44. APPOINTMENT OF PROXY

The instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing. A proxy must be an Ordinary Member or the delegate of an Ordinary Member.

45. DELIVERY OF APPOINTMENT OF PROXY

The instrument appointing a proxy and the power of a attorney or other authority, if any, under which it is signed or a copy of that power or authority certified true by a solicitor shall be delivered to and received by the Executive Officer not later than 14 days prior to any general meeting or adjourned meeting at which the person named as the proxy in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

46. NON REVOCATION OF APPOINTMENT OF PROXY

A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death of the principal or revocation of the proxy or power of attorney provided no intimation in writing of the death, or revocation, shall have been received by the Executive Officer before the vote is given.

47. PERIOD OF APPOINTMENT OF PROXY

A proxy may be appointed generally or for a specified period or specified meeting.

48. PROXY CAN DEMAND POLL

Subject to clause 50 the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a ballot.

49. CONDUCT OF GENERAL MEETING

At all General Meetings of the Society, the President or in his absence the elected Vice-President, or if the Vice-President is also absent then a member of the Members Representative Committee elected by the meeting shall preside as chairman of the Meeting.

50. VOTING

At all General Meetings voting shall be by voices or by show of hands unless one third of those present demand a ballot, and all questions before the Meeting shall be decided either by a show of hands or by a ballot, by a majority of the votes of those voting. In the event of an equality of votes the chairman of the meeting shall have a second or casting vote. A ballot may be demanded either before or after the vote is taken on a resolution. If a ballot is taken, votes must be counted according to the voting rights of each Member present entitled to vote (in person or by delegate or by proxy) and voting.

51. RIGHT OF DELEGATES TO ATTEND AND VOTE

Every delegate appointed by an Ordinary Member shall be entitled to represent such Ordinary Member and be present at any General Meeting of the Society and subject to Rule 26, to vote.

52. UNFINANCIAL MEMBERS DISQUALIFIED FROM VOTING

Should any Ordinary Member fail to have paid its subscription for the year ended 31st March prior to the Annual General Meeting such Member shall be deemed to be unfinancial and will be ineligible to vote (either personally or through its delegate or otherwise) at any meeting of the Society.

53. SPECIAL GENERAL MEETINGS

- (a) A Special General Meeting of the Society shall be called at any time by the Executive Officer on the direction of the President.
- (b) A Special General Meeting of the Society shall also be called by the Executive Officer on the requisition of 20 Ordinary Members. Every such requisition shall be in writing signed by the requisitioners and shall state the business to be transacted at such meeting.
- (c) At any such meeting 40 Ordinary Members shall form a quorum.

54. NOTICE OF SPECIAL GENERAL MEETINGS AND BUSINESS

No business shall be transacted at any Special General Meeting other than that for which it has been called. Notice of the Special General Meeting stating the place, time and business, to be transacted thereat shall be given to Ordinary Members by post at least fourteen days prior to such meeting.

55. FINANCE

All the real and personal property belonging to the Society shall belong to the Society under its corporate name.

56. APPOINTMENT OF AUDITOR

The Society at its Annual General Meeting shall appoint an Auditor for the ensuing year who shall not be a member of the Society but shall be a duly qualified and practising Chartered Accountant PROVIDED that the Executive may fill any casual vacancy in the office of Auditor.

57. BORROWING POWERS

The Society may from time to time borrow money by debentures, or by mortgage of any lands granted to or acquired by the Society in the manner and upon the terms prescribed by Section 9 of the Act, and may, as authorised by that Section, apply the monies so borrowed for any of the following purposes:

- (a) The repayment of any existing or future debt or liability.
- (b) The erection, alteration or repair of any building or erection, or the making of improvements on any land held by the Society.
- (c) The purchase or other requisition of land or any interest in land required for the purposes of the Society.

58. FINANCIAL YEAR

The financial year of the Society shall end on the 31st March of each year, to which day the accounts of the Society shall be balanced.

59. FIXING OF SUBSCRIPTIONS

The Society in general Meeting shall, from time to time, fix the subscriptions payable by the various categories of Members. Such subscriptions shall be due and payable on the day following the General Meeting.

60. APPLICATION OF SUBSCRIPTIONS

Save as hereinafter provided, all subscriptions and other monies received by the Society shall be applied for the purposes of the Society in such manner as the Executive may determine PROVIDED that a minimum of 20% or such greater proportion or percentage as the Executive may from time to time decide, shall be paid to the District Council in such proportion as the Executive may determine, or failing determination in the same proportion that the number of Ordinary Members from each District bears to the total of all Ordinary Members to be used by such District Council on the internal organisation of such District.

61. BANKERS

The Society's bankers shall be such bank as the Executive may from time to time appoint and all monies received shall forthwith be lodged to the credit of the Society's account with its bankers.

62. CHEQUE SIGNING AUTHORITY

Any cheques or other instruments or payments drawn on the Society's bank account shall be signed or authorised by any two of the three designated signatories being the President, the Treasurer and the Executive Officer, and any two of these three may endorse any cheque or other instruments requiring endorsement.

63. INVESTMENT POWERS

Subject to any general direction of the Members' Representative Committee, the Executive may from time to time invest and re-invest in securities permitted to trustees by the law for the time being in force in New Zealand any funds of the Society which in the opinion of the Executive are not immediately required for the purposes of the Society PROVIDED that the powers to acquire or purchase freehold or leasehold land, build, demolish, repair or alter buildings shall be exercised only by resolution of the MRC.

64. DISTRICT COUNCILS

(a) For the purpose of constituting District Councils of the Society, the State of New Zealand shall be divided into the following six districts:

- (i) Northern District: All the Auckland Provincial District except Poverty Bay and Mid-Northern District.
- (ii) Mid-Northern: Waikato, Bay of Plenty and King Country
- (iii) Eastern District: Wairarapa, Wellington, Hutt Valley, Hawke's Bay and Poverty Bay.
- (iv) Western District: Taranaki, Wanganui, Manawatu and Horowhenua.
- (v) Central District: Canterbury, Westland, Nelson and Marlborough.
- (vi) Southern District: Otago and Southland.

(b) The affairs of each District, shall include

- (i) Setting subscriptions or levies and the raising of funds for sufficient income to run the affairs of the District
- (ii) the expenditure of the District funds,
- (iii) the internal organisation of the District,

- (iv) the convening of an annual general meeting of the District,
- (v) convening of meetings of Horse Stewards of Associations affiliated to the Society within the District,
- (vi) the preparation for the holding of the Royal Show in such district, and
- (vii) the general activities designed to further the purposes of the Society
- (viii) shall be in the hands of a District Council of not less than 12 members, who will elect annually a chairman, a vice-chairman, and a secretary-treasurer from among themselves.
- (ix) the District Council has the right to elect, appoint or employ a secretary/treasurer.

(c) All Ordinary Members in each District shall have the right to attend and vote at all meetings of the District in which they reside.

65. ELECTION OF COUNCILLORS AND VOTING RIGHTS

- (a) Each District Council shall be elected by the Associations, Breed Societies or Kindred Associations affiliated to the Society in their respective Districts who shall be entitled to exercise three votes per Ordinary Member.
- (b) A District Council of Horse Stewards shall consist of two Horse Stewards from each affiliated Association in the District.

66. RETIREMENT OF COUNCILLORS

One third of the members of a District Council shall retire annually but no Councillor shall hold office for more than three consecutive years without being re-elected. All retiring members shall be eligible for re-election.

67. PROCEDURE FOR VOTING

Councillors for each District shall be elected by those Ordinary Members resident in such District entitled to vote at any general meeting of the District either by voice or by a show of hands or by ballot. A ballot may be demanded by a least one third of those present and entitled to vote. A ballot may be demanded either before or after a vote is taken.

68. CONDUCT OF ELECTION OF COUNCILLORS

A general meeting of the Ordinary Members which are Associations, Breed Societies and Kindred Associations in each District shall, subject to this Constitution, decide which method of conducting the election of Councillors it will from time to time adopt provided that any election of Councillors shall be completed at least two months before the Annual General Meeting of the Society.

69. MEETINGS OF DISTRICT COUNCILS

Each District Council shall meet at such times and places as it may decide and shall meet whenever convened by or by direction of the chairman thereof, and a meeting shall also be convened on receipt of a written requisition from 20 Ordinary Members of the Society in such District or from a majority of the members of the District Council. The chairman of the District Council or in his absence the vice-chairman, or in his absence any member of the Council appointed by the meeting shall preside. All questions shall be decided by a majority of votes of those present and voting and shall be by show of hands unless one third of those present demand a ballot. In the event of an equality of votes the Chairman of the Meeting shall have a second or casting vote. A ballot may be demanded either before or after a vote is taken on a matter. 5 members of a District Council shall constitute a quorum.

70. OPERATION OF DISTRICT ACCOUNTS

Each District Council shall have a separate bank account (to be operated upon by the Chairman and Secretary-Treasurer or such other two persons as the District Council may from time to time decide), into which account all monies received by the District Council on behalf of the Society shall be paid and from which account all payments by the District Council on behalf of the Society shall be made. An audited statement of such receipts and expenditure and balance sheet shall be laid before each annual meeting of the District and a copy supplied to the Executive Officer of the Society.

71. RULES AS TO CONDUCT OF PROCEEDINGS

District Councils may from time to time make rules for the conduct of its proceedings and the proceedings of meetings of each District provided that such rules are not contrary to the Constitution.

72. VACANCIES ON DISTRICT COUNCILS

District Councils shall have power to fill any vacancy in such District Council however created by the appointment of a member or members, but such appointees shall hold office only for the period for which the former occupant was entitled to hold office. District Councils shall have the power to co-opt.

73. MEETING OF DISTRICTS

Remits will not be accepted after 31 March. Each District may hold a general meeting of all Associations, Breed Societies and Kindred Associations within the District in time to submit any remits to the Executive by 31 March. The Executive will then collate, refer and circulate remits nationally no later than 14 April. All Districts may hold a specific District Remit Meeting in order to allow Ordinary Members in the District to consider remits prior to postal voting, however it is recommended time be included within each Annual General Meeting for discussion and consideration of remits. All Districts must have an annual general meeting prior to 16 May each year. A Quorum shall be 5 Ordinary Members.

Postal voting forms related to remits received by 31 March will be sent to all Ordinary Members via email (or by post if email unavailable) not later than 18 May each year.

Voting papers, to be valid must be returned by post and received by the duly appointed RAS returning officer, by 18 June. The results of the voting will be reported at the RAS annual conference.

In the event of a tied or equal vote, the remit concerned will be considered defeated and the status quo shall remain.

74. UNITED BREEDS SOCIETIES COUNCIL

- (a) The Executive shall make appropriate provision for the holding, at such time and place as the Executive shall determine, of an annual meeting to be attended by delegates from each member Stud Breeders' Association. Each Breed Society or breed related Kindred Association shall be entitled to appoint one delegate to have one vote at meetings of the Council of the United Breeds Society. These delegates shall constitute the Council of the United Breeds Society.
- (b) The Council of the United Breeds Society may elect its own chairman and such other officers, as it may consider necessary.
- (c) The Executive shall from time to time prescribe the rules for the conduct of proceedings of the United Breeds Societies Council, or failing that the United Breed Societies Council may make its own rules for the conduct of its proceedings provided that such rules are not inconsistent with the directions of the Executive or the Constitution.

75. UBS RECOMMENDATIONS

The United Breeds Society shall make recommendations to the Members Representative Committee of the Society for consideration and decision.

76. HORSE STEWARDS' COUNCIL

- (a) The Executive shall make appropriate provision for the holding, at such time and place as the Executive shall determine, of an annual meeting to be attended by one delegate from each Ordinary Member, and one representative from each District Council of Horse Stewards of the Society. These delegates shall constitute the Horse Stewards' Council and shall each be entitled to one vote.
- (b) The Horse Stewards' Council of the Society may elect its own chairman and such other officers, as it may consider necessary.
- (c) The Executive shall from time to time prescribe the rules for the conduct of proceedings of the Horse Stewards' Council, or failing that the Horse Stewards' Council may make its own rules for the conduct of its proceedings provided that such rules are not inconsistent with the directions of the Executive or this Constitution.

77. HORSE STEWARDS' COUNCIL RECOMMENDATIONS

The Horse Stewards' Council shall make recommendations to the Members Representative Committee of the Society for consideration and decision.

78. ALTERATION TO CONSTITUTION OF ROYAL AGRICULTURAL SOCIETY

This Constitution or any part thereof may from time to time be altered, repealed or amended after notification at least two meetings of the Executive previous to the General Meeting of the Society at which it is proposed that they be altered, by a resolution passed by a majority of the Ordinary Members present at a General Meeting of the Society; and shall be confirmed at the next General Meeting. Any proposed amendments must not affect the personal benefits clause (clause 8) or the winding up clause (clauses 80 and 81) and no alteration, addition or rescission of the rules shall be approved if it affects the charitable objects clause (clause 81). For the avoidance of doubt, any such alteration shall take effect upon the closure of the meeting at which the resolution for alteration shall be passed, and pending confirmation at the next General Meeting, no action, matter, proceeding, authority or thing undertaken or authorised pursuant to such altered Constitution shall be invalid merely because such altered Constitution may fail to be confirmed at the next General Meeting.

79. ALTERATION TO BYLAWS

The Society may in like manner, and pursuant to the powers conferred upon it by the Act, make, alter, or repeal bylaws controlling the admission to meetings, exhibitions etc.

80. WINDING UP

The Society maybe put into liquidation if the Society, at a general meeting of its Members, passes a resolution appointing a liquidator, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held no earlier than 30 days after the date on which the resolution to be confirmed was passed.

81. DISTRIBUTION OF SURPLUS

If upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable organisation or body having objects similar to the objects of the Society, or for some other charitable purpose, within New Zealand as the Ordinary Members by resolution may decide.