



CONSTITUTION

of the

Royal Agricultural Society of New Zealand

Adopted 26 June 2016
(updated June 2017)



CONSTITUTION

The Royal Agricultural Society of New Zealand

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Timelines

Date	Item
15 February	Notice of AGM & retiring officers/Executive member out to members
15 March	Nominations for Executive due in
	Nominations for UBS Council Executive due in
	Nominations for Horse Steward's Council Executive due in
	Remits due in
	Notices of Motion due in
	Notification to RAS Head Office by Breed & Kindred Societies of vote being registered for District purposes if other than where Head Office of that Society resides
15 April	Notice of AGM business sent out to members
	Nominations for Executive (if numbers exceed places) to be sent to members
	Nominations for UBS Executive & HSC Executive (if number exceed places) to be sent to members
	District Accounts due in to RAS Head Office
	Remits to go out to the members
	Notices of Motion to go out to the members
15 May	All Districts AGM's prior to this date
15 June	Notice of RAS Conference Delegate to RAS Head Office
	Notice of proxy holders for RAS Conference to RAS Head Office
	Financials to be placed on website
	Postal vote on remits due
	Postal vote on nominations for UBS & HSC Executive due

CONSTITUTION OF THE ROYAL AGRICULTURAL SOCIETY OF NEW ZEALAND
(Incorporated under the Agricultural and Pastoral Societies Act 1908)
Adopted 26 June 2016

PART 1- Introduction, Definitions & Interpretations, Objects and Powers

1 Introduction

1.1 Name

The name of the society shall be "The Royal Agricultural Society of New Zealand" ("the Society") trading as The Royal A&P Society, New Zealand.

1.2 Registered Head Office

The registered head office of the Society shall be at such place or places as determined by the Executive from time to time.

1.3 Status

The Society is an incorporated society established under the Act.

2 Definitions & Interpretations

2.1 Definitions

In these Rules, unless the context otherwise requires:

- "Act" means the Agricultural and Pastoral Societies Act 1908, and where the context so requires includes any amendment, replacement or associated statute.
- "Annual General Meeting" means an annual meeting of the Members of the Society held pursuant to clause 7.1.
- "Association" means any affiliated Agricultural, Pastoral, Horticultural, Industrial Association or Society under the Act.
- "Associate Member" refers to members of all affiliated Associations, Shows, Events, Breed or Kindred Societies.
- "Authorised or Authorised Person" means a person who has received authority from their organisation to act on their behalf.
- "Ballot", means the democratic process of choosing or deciding on a matter according to the number of votes cast.
- "Breed Chairs", means positions as defined by the Executive and those individuals elected as per Schedule Two, clause 1.
- "Bylaws" and "Rules" means the clauses contained herein and includes any amendment thereof.
- "Clause" means a clause of this Constitution. When referencing to clauses e.g. 3.7 it will reference to clauses within the main body of the Constitution as opposed to the Schedules. If the clause references to the schedules it will be stated as such e.g. Schedule Two, clause 1.
- "Competitor/Exhibitor", means anyone who pays a fee and/or competes or exhibits at an affiliated show or event, pursuant to clause 4.6.
- "Councillor" means a person elected as an officer to serve on a District Council pursuant to Schedule One, clause 9.2.
- "District" means an area described under Schedule One, clause 1.
- "District Chair" means a person elected pursuant to Schedule One, clause 9.2.
- "District Council" means body elected or constituted pursuant to Schedule One, clause 9.2.

- "District Manager/Secretary" means a person appointed or employed by a District Council to administer the affairs of the District.
- "District Vice Chair" means a person elected pursuant to Schedule One, clause 9.2.
- "Executive" means the President, Vice-President and four other members elected to the Executive of the Society pursuant to clause 8.
- "Elect or Elected" means by nomination and where necessary vote.
- "Friends of the Society" means any other person or organisation not otherwise eligible for ordinary membership.
- "General Meeting" means any meeting of Members of the Society held pursuant to clause 7.1, and following, or held as an Annual General Meeting.
- "Honorary Life Member" has the meaning under clause 4.3.
- "Horse Steward's Council" has the meaning under clause 12.
- "Horse Steward's Council Executive" means the Executive Member with the Equestrian Portfolio, the Horse Steward's Council Chairperson and the National Forbidden Substance, Judges and Measuring Convenors who will act as an advisory body to the RAS Executive.
- "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 the 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.
- "Life Member" means any person who held the class of Life Membership at the date of adoption of this Constitution
- "Member" means a person admitted to membership of the Society as either an Ordinary Member, Honorary Life Member, Associate Member, Friend of the Society or as a Competitor/Exhibitor.
- "Notice of Motion" means an item of business concerning the interpretation or alteration of the Constitution.
- "Officers of the Society" means the Patron/s, President and Vice President pursuant to clause 6.1.
- "Ordinary Member" means a person admitted to membership under clause 4.2, and includes, where the context so admits, the delegate of an Ordinary Member appointed under clause 7.4 (d) iii.
- "President" means the person for the time being elected to that office pursuant to clause 6.3.
- "Provide notice" means by any means available including post, facsimile, electronic means, placing a notice on the RAS website or notifications or newsletters via the current means available.
- "RAS" is an abbreviation for Royal Agricultural Society (or A&P Society).
- "RAS Head Office" means any place the Executive determines from time to time to hold that title.
- "RAS Head Office Staff" means persons employed or contracted by the Executive to work within RAS Head Office.
- "Remit" means a rule change, addition or deletion to the RAS Equestrian Rulebook or Showing Rules & Regulations (item of business) which is not a motion.
- "Scrutineer" means an independent person not a member of the RAS, who examines and supervises the conduct of an election poll.
- "Send" means by any means available including post, facsimile, electronic means, notifications or newsletters via the current means available.
- "Show Season" means 1 August to 31 July.
- "Simple Majority" is half of those entitled to vote and voting plus 1.
- "Society" means The Royal Agricultural Society of New Zealand, trading as the "Royal A&P Society, New Zealand."

- "Special Resolution" means a resolution of Members approved by a simple majority of the votes of those Members entitled to vote and voting on the question.
- "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". However at all times the criteria must include that any new Stud Breeder Association must be the sole representative of that Breed to be affiliated with the Society. For the avoidance of doubt, the Executive may also from time to time review their criteria for the 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.
- "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.
- "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 9.1 (j).
- "United Breeds Society" means a United Breeds' Society under clause 11.
- "United Breed Society Executive" means the Executive Member with the Membership Portfolio, the UBS and Breed Chairs, who shall act as an advisory body to the Executive.
- "Vice-President" means the person for the time being elected to that office pursuant to clause 6.4.
- "Written Notice" means notice in writing by post, facsimile or any electronic means available.

2.2 Interpretation

In these Rules unless the context otherwise requires:

- (a) the singular in all cases includes the plural and vice versa;
- (b) references to Clauses and Schedules are references to clauses of and schedules in this Constitution unless expressly specified otherwise;
- (c) a reference to a person includes a company, other corporations and also a body of persons (corporate or incorporate);
- (d) where words or expressions are defined, other parts of speech and grammatical forms of that word or expression have corresponding meanings;
- (e) the words "includes", "including" or "include" must be read and interpreted without limitation;
- (f) any reference to any statute or regulations is a reference to that statute or those regulations as amended or replaced;
- (g) the headings in this Constitution are for convenience of reference only and shall not in any way affect the construction or interpretation of the Constitution.

3. Objects and Powers

3.1 Objects

The objects of the Society are to:

- (a) hold annually or at other periodical intervals Royal A & P Shows/Events in New Zealand;
- (b) assist and promote the A&P Showing movement through facilitating collaboration of members.
- (c) 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;
- (d) promote, assist and encourage the development of stockbreeding on practical and scientific lines;
- (e) promote, assist and encourage the involvement of youth in the showing movement and agriculture;
- (f) generally do all things whatsoever for the benefit of the Society which may be deemed expedient or which may be directly or indirectly incidental or ancillary to the objects of the Society PROVIDED HOWEVER that these Objects shall in no way limit the rights and powers conferred upon societies incorporated under the Act.

3.2 Powers

Subject to the limitations contained in the Act, the Society has all the powers of a natural person to give effect to the Objects to the maximum extent permitted by law, including the power to:

- (a) hold Agricultural Shows and Exhibitions at such places and times as determined by the Executive and offer and award prizes and premiums at all such Agricultural Shows and Exhibitions as deemed desirable;
- (b) hold meetings for the purpose of strengthening and popularising the A&P showing movement;
- (c) form and support the operation of a 'RAS Youth' to encourage the sustainability of the A&P showing movement through the next generations;
- (d) correspond with agricultural and other kindred societies and collect and distribute information for the furtherance of the objects of the Society;
- (e) promote or assist competitions in regard to farm crops and other primary products, implements or husbandry, and improvement of the conditions and methods of rural work;
- (f) convene a conference of the Society's Horse Stewards' Council;
- (g) convene a conference of the Society's United Breed Society Council;

- (h) make regulations and by-laws for the governance, control and management of the Society and to establish and maintain an effective management system in order to implement the Objects;
- (i) adopt, make, repeal and amend by-laws and regulations as it thinks expedient for the management of the Society or for the furtherance of the Objects;
- (j) make, repeal and amend rules for the regulation and control of any competition, exhibition or activity of the Society;
- (k) consider and adjudicate upon all disputes between Members and all matters, whether of misconduct or otherwise, arising out of the control, organisation or administration of the Society and to adjudicate on any appeals referred to it;
- (l) develop, apply for, purchase, or otherwise acquire any Intellectual Property Rights, and to use, exploit, exercise, develop, or grant licences in respect of such Intellectual Property Rights on such terms and conditions as the Society thinks fit;
- (m) admit new Members in accordance with the provisions of Clause 4.7, and to terminate membership in accordance with Clause 5.4;
- (n) in conjunction with Members, define from time to time the responsibility of the Members;
- (o) 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:
 - (i) The repayment of any existing or future debt or liability.
 - (ii) The erection, alteration or repair of any building or erection, or the making of improvements on any land held by the Society.
 - (iii) The purchase or other acquisition of land or any interest in land required for the purposes of the Society.
- (p) 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;
- (q) open and operate in the name of the Society such banking accounts as deemed necessary.

3.3 Independent Construction

The objects and powers set out in this Constitution are to be construed independently and are not to be limited by reference to any other objects or powers recorded in these Rules. Each of the objects and powers set out in this Constitution are independent objects and powers of the Society.

3.4 **No Pecuniary Profit**

Nothing in this Constitution shall permit the Society to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term Private Pecuniary Profit does not include remuneration or payments for services or interest paid on monies borrowed which are rendered reasonable and amounts only to what would be paid in an arm's-length transaction (being the open market value).

No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage

This clause applies, notwithstanding any other provision of this constitution to the contrary and its affect must not be removed from and must be included in any alteration of, addition to or revision of the Constitution.

PART II - Membership and Office Holders

4. Membership

4.1 Members

The membership of the Society shall be open to and consist of:

- (a) Ordinary Members;
- (b) Honorary Life Members;
- (c) Associate Members;
- (d) Friends of the Society, including existing Life Members at the date of the adoption of this Constitution;
- (e) Competitors/Exhibitors.

4.2 Ordinary Members

Ordinary Members shall consist of:

- (a) all members of the Executive of the Society for the time being, the Immediate Past President of the Society and the Chairpersons of each District Council, Horse Steward's Council and United Breed Society Council (as approved by the Executive);
- (b) Associations admitted to membership pursuant to clause 4.7;
- (c) Stud Breeders' or Kindred Associations consisting of any body of persons having objects which in the opinion of the Executive are similar to those of the Society admitted to membership pursuant to clause 4.7.

4.3. Honorary Life Members

- (a) The Executive may forward a nomination/s to a General Meeting of any natural person who has made an outstanding contribution to the Society or to agri-business in New Zealand for election as an Honorary Life member.
- (b) Any Member may nominate to the Executive any persons for consideration as an Honorary Life Member.
- (c) The membership of an Honorary Life Member may be terminated by a decision of the Executive approved by an Ordinary Resolution in a General Meeting.

4.4 Associate Members

Associate Members consist of any person who is a financial member of any Association, Stud Breeders' Association or Kindred Association.

4.5 **Friends of the Society**

Friends of the Society consist of any person, Association or association of persons qualifying for or admitted to membership pursuant to clause 4.7, including existing Life Members in their own right at the date of the adoption of this Constitution, corresponding, and/or corporate membership at the date of adoption of this Constitution.

4.6 **Competitors/Exhibitors**

Competitors/Exhibitors shall consist of any person who pays a fee and/or competes or exhibits at an affiliated or authorised show or event admitted to membership pursuant to clause 4.7.

4.7 **Applications**

- (a) An Ordinary member as described in clause 4.2(a) shall be admitted to Membership upon, as the case may be, election to the Executive of the Society or on the election of the Horse Stewards' Council and the United Breeds Society Council Chairperson or on the Society being advised by any District Council of its elected chairperson.
- (b) An Ordinary member as described in clause 4.2 (b) & (c). Applications for membership as an Association, Stud Breeders Association or Kindred Association shall be made in writing to the Society. Applicants shall supply such particulars as are requested by the Executive. To qualify for membership the Applicant must comply with the criteria for admission prescribed by the Executive from time to time and in force at the time of application. The Executive in its discretion may accept or refuse any such application for admission and no application will be accepted from a Stud Breeders Association where an association representing that breed is already a member of the Society.
- (c) Friends of the Society shall be any reputable person or association of persons, who shall make an application in writing to the Executive. To qualify for membership the Applicant must comply with the criteria for admission prescribed by the Executive from time to time and in force at the time of application. The Executive in its discretion may accept or refuse any such application for admission.
- (d) Competitor/Exhibitor shall be any reputable person, who shall make an application in writing to the Executive. To qualify for membership the Applicant must comply with the criteria for admission prescribed by the Executive from time to time and in force at the time of application. The Executive in its discretion may accept or refuse any such application for admission.

4.8 Requirements of Members

All Members shall comply with:

- (a) The directives and requirements of the Executive in so far as those relate to the administration of the affairs and activities of the Society;
- (b) This Constitution, together with competition and exhibit rules and other rules relating to the activities of the Society as laid down by the Society from time to time.

4.9 Acknowledgement by Members

Members acknowledge and agree that:

- (a) They are bound by this Constitution;
- (b) They shall comply with and observe this Constitution and any determination, resolution or policy which may be made or passed by the Executive;
- (c) They are subject to the jurisdiction of the Society;
- (d) This Constitution is necessary and reasonable for promoting the Objects;
- (e) This Constitution is made in the pursuit of a common object, mainly the mutual and collective benefit of the Society and its Members;
- (f) They are entitled to all benefits, advantages, privileges and services of membership as confirmed by this Constitution.

4.10 Cessation of Membership

Any Member shall cease to be a Member of the Society by resignation by notice in writing to the Society, but shall remain liable to the Society for all monies owing and unpaid at the date of resignation.

4.11 Register of Members

The Society shall keep and maintain a register of Members in which shall be entered the names and addresses of the Members, and the dates when they became Members.

5. Privileges and Obligations of Members

5.1 Rights to attend meetings and vote

- (a) Subject to clause 5.3 (as applicable) all Ordinary Members and Honorary Life Members may attend any General Meeting and take part in any discussion and shall be entitled to move or second motions or to vote.
- (b) Subject to clause 5.3 (as applicable), all Associate Members, all Friends of the Society, Competitors/Exhibitors and Associate Members may attend any General Meeting and (except for any person holding the class of Life Membership at the date of the adoption of this Constitution whose rights are described in clause 5.1 (c)), unless otherwise decided by the chairman of

the General Meeting, may take part in any discussion but shall not be entitled to move or second motions or to vote.

- (c) All persons holding the class of Life Membership at the date of the adoption of this Constitution may attend any General Meeting of the Society or the District they reside in, and be accorded the voting rights held prior to the date of the adoption of this Constitution. They may take part in any discussion and shall be entitled to move or second motions in accordance with those voting rights. For clarification those voting rights require the life member to be present at the General Meeting, and they are able to vote on:
 - (i) approval of annual and financial report;
 - (ii) nominations of Honorary Life Members;
 - (iii) nominations of Officers and Executive;
 - (iv) approval of auditor
 - (v) special or general business that is not A&P or Breed businessNote that a Life Member is unable to vote on the alteration or replacement of the rules of the Constitution, bylaws or remits to do with A&P or Breed business.

5.2 It is recognised that a Stud Breeders Association or Kindred Association which is in its own right an Ordinary Member of the Society ("the Head Association") may represent the interests of other such associations ("Affiliated Association") who are members of the Head Association. (Any potential new "Head Association" from the date of the adoption of this Constitution must receive authorisation from the RAS Executive to be able to act in the capacity of a "Head Association" before proceeding to represent the interests of other associations.) Those associations may be eligible in their own right to be an Ordinary Member of the Society and an application may be made to the Executive for voting rights as follows:

- (a) Application for the approval of an Affiliated Association pursuant to clause 5.2, will be made to the Executive by the Head Association and shall be made and dealt with in the same manner as applications made pursuant to clause 4.7(b).
- (b) Upon acceptance from the Executive, each Breed Society, shall have the right to one vote at a General Meeting of the Society, until such acceptance may be revoked.
- (c) Acceptance could be revoked if any of the criteria they qualified for under clause 4.7 (b) is not being met. The RAS Executive would give 42 days prior written notice of its intention to remove the Affiliated Association to the Head Association and unless the Head Association prior to the end of that period of notice provides evidence satisfactory to the Executive that the criteria is being met, the Affiliated Association shall no longer be an approved Affiliated Association for the purposes of this clause 5.2.

5.3 No Member shall be entitled to attend any General Meeting of either the Society or any District Council and take part in any discussion or be entitled to move or second motions or to vote if as at the date of the General Meeting the Member has not paid any subscription, levy or other monies owing to the Society which was due for payment prior to the end of the current financial year.

5.4 **Termination of Membership**

- (a) The Executive may declare that a Member is no longer a Member, or an RAS Equestrian Judge is no longer an RAS Equestrian Judge (from the date of that declaration or such date as may be specified) if they cease to be qualified to be a

Member or a Judge or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.

- (b) Any Member may lay a complaint against another Member with the Executive and the Executive shall deal with such complaint and impose such disciplinary measures or penalties including termination of the membership of the Member complained against in accordance with the prevailing Resolutions Process for dealing with complaints and disciplinary matters.
- (c) Any Member who has been expelled or any Associate Member who has been expelled as a Member of, or disqualified from exhibiting, riding or competing by, any Association, Kindred Association, United Breeders' Society or Stud Breeders' Association, shall not be allowed to participate, exhibit, ride or compete at any exhibition run by or under the auspices or authority of the Society, or hold any position within the Society or Member Organisation unless or until such Member is once more accepted as a Member of the Society.

6. Officers

6.1 Officers

The Officers of the Society shall comprise:

- (a) A Patron or Patrons;
- (b) A President;
- (c) A Vice-President

(each is an Officer, together they are Officers)

6.2 Office of Patron/s

- (a) Any individual Ordinary Member; Honorary Life Member; Life Member or authorised person of an Ordinary Member may nominate any natural person to the Executive for consideration as Patron/s. The Executive shall forward all nominations at a General Meeting to be considered by the members.
- (b) The Patron/s shall be elected at the Annual General Meeting.

6.3 Office of President

- (a) Any individual Ordinary Member, Honorary Life Member, Life Member or authorised person of an Ordinary Member may nominate to the Executive any natural person for consideration as President. The Executive shall forward all nominations to an Annual General Meeting.
- (b) The President shall be elected at the Annual General Meeting and, subject to clause 6.3(c) shall hold office for a single three year term.
- (c) The President shall be eligible for re-election for either one further term of three years or a single year, but only where it is considered to be in the best interests of the Society that the individual holding the position of President should continue in that role for a further term.

- (d) If the office of President becomes vacant prior to an Annual General Meeting, if it considers it appropriate to do so, the Executive may make a temporary appointment to the office of President which office shall be held until the next Annual General Meeting and shall allow the nomination and recommendation process of clause 6.3(a) to take place.

6.4 **Office of Vice-President**

- (a) Any individual Ordinary Member or Honorary Life Member, Life Member or authorised person of an Ordinary Member may nominate to the Executive any natural person for consideration as Vice-President. The Executive shall forward all nominations to an Annual General Meeting.
- (b) The Vice President shall be elected at the Annual General Meeting and, subject to clause 6.3(c) shall hold office for a single three year term.
- (c) Subject to clause 6.3(c) being enacted, the Vice President will also be eligible for re-election for the same term as the President, but only where it is considered to be in the best interests of the Society that the individual holding the position of Vice President should continue in that role for a further term.
- (d) If the office of Vice-President becomes vacant prior to an Annual General Meeting, if it considers it appropriate to do so, the Executive may make a temporary appointment to the office of Vice-President which office shall be held until the next Annual General Meeting and shall allow the nomination and recommendation process of clause 6.4(a) to take place.

PART III – Meetings

7. General Meetings

- 7.1 The Annual General Meeting of the Society shall be held annually at such time and place as the Executive shall decide but not later than the 30th of June in each year.

The Chief Executive or his or her nominee shall by no later than 15 February in each year, provide notice of the Annual General Meeting to be held in that year to all Members, along with names of retiring officers (as applicable) and Executive member.

7.2 Special General Meetings

All General Meetings of the Members other than the Annual General Meeting are Special General Meetings.

The Chief Executive or his or her nominee shall convene a Special General Meeting:

- (a) At the request of the President or the Executive; or
- (b) Upon the receipt of a written requisition signed by twenty or more Ordinary Members.

Such requisition shall set forth the purpose of the proposed Special General Meeting. The relevant Special General Meeting shall be held within 20 business days of receipt by the Chief Executive of the request or requisition.

The Chief Executive or his or her nominee shall provide notice to all Ordinary and Honorary Life Members of all business proposed to be brought before any Special General Meeting at least 15 business days prior to the date of such meeting. No business other than that notified pursuant to this Rule may be brought before or transacted at a Special General Meeting.

All the Rules applicable to the Annual General Meeting shall, where not inconsistent, apply to a Special General Meeting.

7.3 Attendance

Persons entitled to attend a General Meeting include:

- (a) Each Ordinary Member who is an individual;
- (b) One delegate appointed by each Ordinary Member comprising a Stud Breeders' Association, Kindred Association or Association;
- (c) The Officers;
- (d) Honorary Life Members;
- (e) Associate Members, Friends of the Society, including Life Members as at the date of the adoption of this Constitution, and Competitors/Exhibitors.

Any Ordinary Member comprising a Stud Breeders' Association, Kindred Association or Association shall be entitled to appoint a delegate to attend and vote on behalf of the Ordinary Member at any General Meeting. Any

such Ordinary Member who wishes to appoint a delegate must give written notice of the appointment to the Chief Executive by the 15 June in each year except that in the case of a Special Meeting the Executive will set the date by which written notice of the appointment to the Chief Executive must be given.

Any delegate shall be entitled to act as a delegate for a maximum of three (3) Members at the same meeting.

7.4 **Voting**

Only Ordinary Members, Honorary Life Members and any person holding the class of Life Membership at the date of adoption of this Constitution pursuant to clause 5.1 (c) are entitled to vote at a General Meeting. Those members listed in clauses 4.1(c), (d) and (e), (except for those persons holding the class of Life Membership at the date of adoption of this Constitution) are not permitted to exercise any voting rights, including proposing or seconding motions at a General Meeting.

The voting rights are that each Ordinary Member, Honorary Life Member and person holding the class of Life Membership at the date of adoption of this Constitution, pursuant to clause 5.1 (c) shall be entitled to one vote, unless they have been appointed as a delegate to carry a proxy vote.

Votes should be exercised as follows:

- (a) At General Meetings voting shall be by voices, by show of hands, by proxy vote in accordance with current policy or, on demand of the chairperson or of any financial Member present who is entitled to vote, by secret ballot and on the secret ballot each financial Member who shall be entitled to vote shall have one vote.
- (b) Unless otherwise required by this Constitution all notified business shall be determined by a simple majority of those voting at the General Meeting.
- (c) In the case of altering, repealing or replacing this Constitution a Special Resolution is required in accordance with clause 15.
- (d)
 - (i) Any Member who is entitled to vote at a General Meeting of the Society may decide the right to vote either by being present or by proxy as applicable.
 - (ii) An Ordinary Member or the delegate of an Ordinary Member only may be appointed to act as a proxy for any Member entitled to vote and if appointed as a proxy that person shall be entitled to be heard and vote at the meeting as if the person as proxy was the Member.
 - (iii) The person (as per ii above) must be appointed as a proxy by notice in writing signed, or in the case of an electronic notice, sent by the Member, and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months.
 - (iv) No duly appointed delegate or proxy entitled to vote at any General Meeting of the Society may hold more than three (3) votes in total.
 - (v) No proxy is effective in relation to any General Meeting of the Society unless a copy of the notice of appointment is received by RAS Head Office by 15 June before the meeting.

- (e) To determine any issue (including any amendment to this Constitution or election of Executive) the Executive may resolve to hold a postal ballot in accordance with the procedures set out in paragraph (f) of this clause, and
- (f) In respect of postal ballots held under this Clause:
 - i. Only financial Ordinary Members, Honorary Life Members, and individual Ordinary Members as noted in 4.2 (a) may vote in a postal ballot.
 - ii. The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Chief Executive, but the closing date shall be no earlier than one month after the date ballot papers are sent out to Members (excluding the date of posting).
 - iii. In respect of any motion to amend these Rules by postal ballot, the motions should be accompanied by the reasons and recommendations from the Executive and such motions must be passed by a simple majority of those who vote.
 - iv. Voting in a postal ballot shall be by a postal voting paper which must be returned by post, facsimile or electronic means and received by the Society by the due date. It is the responsibility of the Members to check their postal vote is received by the due date. Any voting papers received after that date shall be deemed to be invalid.
 - v. The voting papers shall be counted by the Chief Executive in the presence of an independent scrutineer to be nominated by the Executive of the Society and the results of the voting will be reported to the next following Annual General Meeting of the Society and shall take effect immediately the results are reported.
 - vi. The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.

A resolution passed by the required majority at any General Meeting or by postal ballot binds all Members, irrespective of whether they were present at the General Meeting where the resolution was adopted, or whether they voted.

7.5 **Chairing the Meeting**

At all General Meetings the chair will be taken by the President, but if the President is not present, able or willing to take the chair then the chair will be taken by the Vice-President, but if the Vice-President is also not present, able or willing to take the chair then a member of the Executive shall take the chair and the Members and delegates present and entitled to vote shall vote to approve the appointment of the nominee to take the chair for such meeting.

7.6 **Quorum**

At General Meetings a quorum shall be achieved when 40 Ordinary Members are present in person or by their delegates.

No business may be conducted at a General Meeting if a quorum is not present.

7.7 **Order of Business**

The order of business of the Annual General Meeting shall be to:

- (a) receive and adopt the Annual Report;

- (b) receive and adopt the audited Statement of Financial Performance and Statement of Financial Position for the previous financial year;
- (c) elect Officers and Honorary Life Members;
- (d) elect the Executive;
- (e) appoint an auditor;
- (f) review any levies;
- (g) consider any business or proposed resolution of which notice has been given;
- (h) discuss any recommendations from the Equestrian Meeting and the United Breed Society Meeting;
- (i) receive a report on remits or any postal ballots;
- (j) transact any general business.

The Chief Executive shall provide the Ordinary and Honorary Life Members an order of business for the Annual General Meeting by the 15 April prior to the date of the Annual General Meeting. The Chief Executive shall also place on the Society's website a copy of the Annual Report and the audited Statements of Financial Performance and Financial Position by no later than the 15 June of the year in which the Annual General Meeting is being held. In addition, if requested by any Ordinary or Honorary Life Member the Chief Executive shall also supply that Member with copies of the Annual Report and Statements of Financial Performance and Financial Position.

Any Ordinary or Honorary Life Member requiring any business to be discussed or any resolution to be considered at the Annual General Meeting shall give notice in writing to the Chief Executive of such business or such resolution by the 15 March prior to the date of the Annual General Meeting.

7.8 **Validation of Omissions**

The accidental omission to give notice of a meeting or to send any other document required by these Rules 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.

PART IV – The Executive

8. The Executive

8.1 Number

The Executive shall consist of up to six Members comprising:

- (a) The President (as an Officer);
- (b) The Vice-President (as an Officer);
- (c) Four Members elected pursuant to Rule 8.2.

8.2 Election of Executive

- (a) Executive Members shall be elected by the Ordinary Members, Honorary Life Members and those persons holding the class of Life Membership at the date of this Constitution at Annual General Meetings from candidates nominated in accordance with clause 8.3, unless done by postal ballot as per clause 7.4 (f).
- (b) At each Annual General Meeting at least one of the Executive Members shall retire by rotation but shall be eligible for re-election in accordance with these Rules. The Executive Member to retire shall be that one who has been longest in office since he or she was last elected. Where no existing Executive Member has been in office longer than other Executive Members, the Executive shall determine the order of retirement of Executive Members by rotation amongst themselves.
- (c) Executive Members shall be appointed for a term of three years and shall be eligible for re-election for up to three further terms of three years. Note that clause 8.2 (b) takes precedence over the completion of this term.
- (d) Any Executive Member who retires after serving for 12 consecutive years shall be re-eligible for nomination and re-election to the Executive as from the next Annual General Meeting succeeding the Annual General Meeting at which he or she retired.

8.3 Application for Election as an Executive Member

The Chief Executive (or his or her nominee) shall provide notice that nominations for the Executive are called for no later than the 15 February prior to the date of the Annual General Meeting.

Any such nomination shall be made in writing by two Members, either individual Ordinary Members, Honorary Life Members, those persons holding the class of Life Membership at the date of this Constitution or a person authorised by an Ordinary Member, signed by the applicant and received by the Chief Executive (or his or her nominee) together with such particulars as are requested by the Chief Executive (or his or her nominee) by no later than the 15 March of the year in which the Annual General Meeting is to be held.

If the number of applications exceed the number of vacancies on the Executive to be filled at the Annual General Meeting the Chief Executive (or his or her nominee)

shall provide for each Ordinary and Honorary Life Member by no later than the 15 April of the year in which the Annual General Meeting is to be held the names of the applicants together with all other particulars provided by the applicants as requested by the Chief Executive (or his or her nominee) together with postal ballot papers if the Executive resolves to hold a postal ballot for the election of Executive Members

8.4 **Co-Opted Executive Member**

- (a) Subject to clause 8.4(b) if:
 - (i) any member of the Executive dies, resigns or forfeits his or her position; or
 - (ii) if there remain vacancies following the elections then the Executive may, but shall not be obliged to, appoint a replacement Executive Member ("Co-opted Executive Member").
- (b) The term of office for Co-opted Executive Member shall automatically expire at the conclusion of the next Annual General Meeting.

8.5 **Forfeit**

Any Executive Member who fails to attend two consecutive meetings of the Executive without leave of absence shall forfeit their seat on the Executive.

8.6 **Quorum**

A simple majority of the Executive (which must include either the President or the Vice-President) shall form a quorum at meetings of the Executive.

No business may be transacted by the Executive if a quorum is not present.

8.7 **Method of Meeting**

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.

A meeting of the Executive may also be held by the contemporaneous linking together by telephone or other means of communication of the Executive Members constituting a quorum and such meeting shall be deemed to be properly held provided the following conditions are met:

- (a) All Executive Members entitled to receive notice of a meeting of the Executive, shall have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such meeting;
- (b) Each of the Executive Members taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear or communicate to each of the other Executive Members taking part;
- (c) At the commencement of the meeting each Executive Member must acknowledge his or her presence for the purpose of a meeting of the Executive to all the other Executive Members taking part;

- (d) An Executive Member may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting or there is a communications or other technology failure such that the relevant Executive Member is unable to comply with clause 8.7(b);
- (e) An Executive Member shall be presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting or there is a communications or other technology failure such that the relevant Executive Member is unable to comply with clause 8.7(b).

8.8 Written Resolutions

A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the Executive Members shall be as valid and effectual as if it had been passed at a meeting of the Executive. Any such resolution may consist of several documents in like form each signed by one or more Executive Members.

8.9 Eligibility

No person can hold the position of an Executive Member unless he or she is a Member of the Society.

8.10 Special Meetings of Executive

A special meeting of the Executive may be called by the Chief Executive on the requisition of the President or half of the other Members of the Executive. Every requisition to be valid shall be signed by the requisitioners and shall state the business to be transacted at such meetings.

9. Duties and Powers of the Executive

9.1 Duties

The Executive shall manage the affairs of the Society and shall control its finances and shall have a duty to:

- (a) appoint a Chief Executive of the Society and enter into an employment contract with such remuneration and on such terms and conditions as the Executive shall think fit;
- (b) appoint any other administrative or management staff and enter into an employment contract with such remuneration and on such terms and conditions as the Executive shall think fit;
- (c) adopt and regularly review a strategic plan for the Society which shall include goals, objects and the strategic direction for the Society, and measures of short term and long term success;
- (d) review annually the Society's strategic direction to ensure that issues of significant importance to the Society are brought before the Executive on a regular and scheduled basis;

- (e) adopt an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- (f) adopt clearly defined delegations of authority from the Executive to the Chief Executive and determine a process for confirming delegations from the Chief Executive;
- (g) ensure that the Society has in place all the necessary internal operating systems and controls together with the means of monitoring its performance and results;
- (h) regularly agree performance indicators and standards within management;
- (i) review its own processes and effectiveness;
- (j) at the first Executive Meeting after the Annual General Meeting in every year 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;
- (k) generally, carry out any activity that furthers and advances the purposes and Objects and in this regard to deal with any matter not specifically provided for in the Constitution.

9.2 **Powers of Executive**

The Executive shall have, in addition to and without derogating therefrom all such administrative powers as may be necessary for properly carrying out the Objects, the following particular powers and authorities to:

- (a) Appoint Subcommittees from within its own number or otherwise and to delegate to them such powers and responsibilities as it shall determine. The Subcommittees shall report as directed by the Executive;
- (b) Fill any vacancy on the Executive which may occur by death, resignation or otherwise of an Executive Member in accordance with clause 8.4;
- (c) Call Special General Meetings.

If any case should occur which is not, or which in the opinion of the Executive is not, provided for by the Constitution, each shall be determined by the Executive in such manner as it shall think fit, and it may, if it thinks fit to do so, report the case with its decision to a General Meeting.

9.3 **Disputes**

If any dispute arises out of the interpretation of this Constitution or any matter arises which is not provided for in this Constitution, then such dispute or matter shall be referred in writing to the Executive, whose decision shall be final and binding.

PART V – District Councils, United Breeds Societies Council and Horse Stewards’ Council.

10. District Councils

10.1 District Councils

- (a) A District Council is one of the six District Councils representing the RAS in the Northern District, the Mid-North District, the Eastern District, the Western District, the Central District and the Southern District. Each of these Districts is set out in Schedule One.
- (b) Subject to directions from the Society, each District Council shall be responsible for promoting the Objects of the Society within the area covered by that District Council.
- (c) The chairperson of a District Council shall be entitled to become an Ordinary Member of the Society in accordance with clause 4.7(a).
- (d) The Executive of the Society or some person appointed by the Executive for the purpose shall have power to resolve any dispute between Members of any District Council and their councillors, or within its councillors, and the Executive or the person so appointed by the Executive shall follow the procedures described in the Resolutions Process to resolve that dispute in such manner as the Executive or the person so appointed thinks fit, and any decision made in respect of such dispute by the Executive or the person so appointed shall be final and binding on all parties.
- (e) Each District Council shall at all times comply with this Constitution so far as is applicable, and each District Council shall supply to the Executive as and when requested all the District Council membership and other information as shall be required from time to time by the Executive.
- (f) Subject to any directions from the Society, each District Council shall be responsible for the management of its own affairs including meeting its own debts and other liabilities, and no District Council nor any creditor of any District Council shall have any claim on the funds or assets of the Society. No District Council shall have any power to pledge the credit of the Society.
- (g) No District Council shall join or affiliate with any other organisation without first obtaining the written approval of the Executive.
- (h) Any Member of the Executive of the Society, or the CEO on behalf of the Executive, shall be entitled to speak at any meeting of any District Council.
- (i) The Rules of District Councils governing their powers and duties, entitlement to membership, election of District Councillors, meetings and voting rights and bank accounts are as set out in Schedule Two. Otherwise District Councils may from time to time make rules for the conduct of the proceedings and the proceedings of meetings of each District Council provided that such rules are not contrary to the provisions of this constitution.

11 United Breeds Societies Council

- (a) The United Breeds Societies Council shall comprise the delegates appointed by each Breed Society or breed related Kindred Association, as per 4.2(c), which will each be entitled to appoint one delegate.
- (b) The Executive shall arrange for an annual meeting of the United Breeds Societies Council to be held each year at such time and place as the Executive shall determine.
- (c) The purpose of the United Breeds Societies Council is to make recommendations to the United Breed Societies Executive for that committee's consideration, who in turn will advise the Executive of the Society.
- (d) The chairperson of the United Breeds Societies Council and Breed Chairpersons, along with an Executive Member, will form the United Breed Society Executive.
- (e) Any decision made in respect of a recommendation from the United Breed Societies' Council shall be final and binding on all parties.
- (f) The rules of the United Breeds Societies Council as to the election of a chairperson and the term of office of the chairperson and the right to vote are set out in Schedule Two. In addition, the Executive shall have the right from time to time to prescribe the rules for the conduct of proceedings of the United Breeds Societies Council, and if the Executive does not exercise this right then the United Breeds 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 provisions of this constitution.
- (g) The chairperson of a United Breed Society Council shall be entitled to become an Ordinary Member of the Society in accordance with clause 4.7(a).

12 Horse Stewards' Council

- (a) The Horse Stewards' Council shall comprise the delegates appointed by each affiliated Equestrian Breed or Kindred Society and Associations as per clause 4.2 (b) and (c). Each of those Ordinary Members shall be entitled to appoint one delegate.
- (b) The Executive shall arrange for the holding of an Annual Meeting of delegates at such time and place as the Executive shall determine.
- (c) The purpose of the Horse Steward's Council is to make recommendations to the Horse Steward's Council Executive for that committee's consideration, who in turn will advise the Executive of the Society.
- (d) The chairperson of the Horse Stewards' Council and the National Convenors of Measuring, Judges and Forbidden Substance along with an Executive Member will comprise the Horse Stewards' Council Executive.
- (e) Any decision made in respect of a recommendation from the Horse Steward's Council shall be final and binding on all parties.

- (f) The rules of the Horse Stewards' Council governing the election of the chairperson of the Horse Stewards' Council and of the National Convenors of Measuring, Judges and Forbidden Substance and their term of office and voting rights are set out in Schedule Three. In addition, the Executive shall have the right from time to time to prescribe the rules for the conduct of proceedings of the Horse Steward's Council, and if the Executive does not exercise this right then 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 these Rules.
- (g) The chairperson of a Horse Steward's Council shall be entitled to become an Ordinary Member of the Society in accordance with clause 4.7(a).

PART VI – Remits

13 Remits

- (a) Any Ordinary Member may submit remits for changes or additions to any competition or exhibit rules or regulations to the Society; however it is encouraged for this to be tabled at a District Meeting for approval first.
- (b) A District Council may only submit a remit if it has first been considered at a General Meeting convened by the District Council of all Associations, Breed Societies and Kindred Associations situated in the area of that District Council.
- (c) In the case of an RAS subcommittee, authorised by the RAS Executive, set up to undertake a specific review of a section of the rules and regulations, wishing to submit a remit, they may make this remit direct to the Society with the approval of the Executive.
- (d) Any remit must be submitted to the Society at its Head Office by the 15 March of any year and will then be considered by the Executive.
- (e) The Chief Executive (or his or her nominee) shall send to each Ordinary Member full copies of all remits received by the date specified in clause 13(d), no later than the 15 April of any year.
- (f) Voting by Ordinary Members on remits shall be exercised by way of a postal ballot in accordance with clause 7.4 (f) (iv), (v), (iv), and the closing date for the ballots to be received by the Chief Executive shall be 15 June in each year. Voting papers shall be sent to the Ordinary Members at least one month prior to the closing date.
- (g) The result of the ballot will be reported to the Annual General Meeting of the Society in that year and will take effect as from immediately after that meeting. Thereafter all affiliated members including A&P Shows and events must abide by any change or addition to rules and regulations relating to competitions and exhibits as contained in any remit which is passed by a simple majority of all votes returned and received within the time specified in clause 13(f).
- (h) Notwithstanding that a remit has been passed by a simple majority of votes cast the Executive has the power to suspend the operation of any such remit if in the Executive's sole opinion the remit is likely to result in a breach of any law or regulation.

PART VII – Administration, Finance and Miscellaneous

14 Finance, Annual Report and Audit

- 14.1 (a) The financial year of the Society shall end on the 31st day of March in each year and may be altered from time to time by Ordinary Resolution at an Annual General Meeting.
- (b) A report of these activities together with a Statement of Financial Performance and a Statement of Financial Position shall be prepared by the Executive for presentation to the Annual General Meeting. A consolidated set of accounts will be made available for public information and charitable purposes.
- (c) The Statement of Financial Performance and the Statement of Financial Position shall be audited prior to the Annual General Meeting.
- (d) The auditor shall be a practising Chartered Accountant.

14.2 Subscriptions and Levies

- (a) The annual subscription for different class of membership for a financial year shall be set by resolution of a General Meeting.
- (b) The Executive may by resolution impose an Equestrian or Dairy Levy on Members in any financial year but such levy shall not be payable unless and until it has been approved by the Annual General Meeting.
- (c) The Executive may by resolution impose a Friend of the Society registration fee on Members in any financial year but such a fee shall not be payable unless and until it has been approved by the Annual General Meeting.
- (d) The Executive may by resolution impose a Competitor / Exhibitor registration fee on Members in any financial year but such a fee shall not be payable unless and until it has been approved by the Annual General Meeting.
- (e) Any Member failing to pay the annual subscription or any levy within one calendar month of the date the same was set shall be considered as un-financial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid. In particular:
- i. Any Member holding an event under the Rules of the Society shall not be entitled to use the Society's Intellectual Property unless the annual subscription or any levy has been paid prior to the commencement of the event;
 - ii. No Breed or Kindred Societies shall be entitled to compete or exhibit at affiliate shows or events of the Society unless prior to the commencement of the first event in the current show season it has paid the annual subscription or any levy.
- (f) All subscriptions and other monies paid to the Society by the Members shall be applied for the purposes of the Society in such manner as the Executive may determine provided that a minimum of 20% of the subscriptions paid by A & P Shows, Breed or Kindred Societies or such greater percentage as the Executive

may from time to time determine and subject to receiving from them a plan and budget, shall be paid to the District Councils to be used by each District Council for the carrying out of its activities.

15 Alteration of the Rules

- (a) Subject to clauses 15(b) and (c), the Clauses may be altered, repealed or replaced by a Special Resolution (of which notice has been given in accordance with the Constitution) passed at a General Meeting.
- (b) Any such alteration, repeal or replacement of these Rules must be notified at two meetings of the Executive previous to the General Meeting of the Society at which they are proposed to be made, and should be confirmed at the next General Meeting of the Society in accordance with clause 15(a).
- (c) Clauses 3.4, and 17, cannot be altered, repealed or replaced.
- (d) For any resolution or alteration to be carried requires a simple majority of votes.

16 Indemnity

- (a) No Officer, Member of the Executive or RAS Head Office staff shall be liable for the acts or defaults of any other Officer, Member of the Executive or RAS Head Office staff or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- (b) The Officers, each of the Members of the Executive, and RAS Head Office staff shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of wilful default.

17 Winding up

17.1 The Society may be put into liquidation if the Society, at a General Meeting of its Members passes a Special Resolution (of which notice has been given in accordance with these Rules) appointing a liquidator, and the resolution is confirmed at a subsequent General Meeting of the Society called for that purpose and held no earlier than 30 days after the date on which the Special Resolution to be confirmed was passed.

17.2 Distribution of Surplus

On the liquidation of the Society, or on its dissolution by the Governor-General, all surplus assets after the payment of all costs, debts and liabilities shall not be paid to or distributed among 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 purposes within New Zealand as the Ordinary Members by resolution may decide.

18 Administration – Common Seal

The common Seal of the Society shall be held in the custody of the Chief Executive and shall be affixed only by resolution of the Executive and attested by one member of the Executive and either the Chief Executive or another member of the Executive, and details of every use of the Common Seal shall be entered by Chief Executive in a register kept for such purpose.

SCHEDULE ONE

Description and Rules of District Councils

1. Geographical Boundaries

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

- (a) Northern District: All the Auckland Council and further north.
- (b) Mid Northern: South of Auckland City including Hauraki and the Coromandel.
- (c) Eastern District: Wairarapa, Wellington, Hutt Valley, Hawke's Bay and Poverty Bay.
- (d) Western District: Taranaki, Whanganui, Manawatu, Horowhenua, Rangitikei and Waimarino.
- (e) Central District: Canterbury, Westland, Nelson and Marlborough.
- (f) Southern District: Otago and Southland.

2 Membership

2.1 Members

The membership of the District shall be open to and include:

- (a) Ordinary members of the Society the Head Office of which is situated in the District; or appointed representative from a Stud Breeder's Association or Kindred Society pursuant to Schedule One, clause 5 (c);
- (b) Ordinary members as individuals who reside in the District;
- (c) Honorary Life Members who reside in the District;
- (d) Friends of the Society, including existing Life Members at the date of the adoption of this Constitution, Associate Members; Competitors/Exhibitors who reside in the District.

3. Meetings

3.1 Annual General Meeting

The Annual General Meeting of the District shall be held annually at such time and place as the District Council shall decide but not later than the 15 May of each year.

3.2 Special General Meetings

All General Meetings of the Members other than the Annual General Meeting are Special General Meetings.

A Special General Meeting may be convened by:

- (a) the Chairperson of the District Council; or
- (b) upon the receipt of a written requisition signed by one third of the ordinary members of the District; or
- (c) upon the receipt of a written requisition signed by a simple majority of the councillors on the District Council.

4. **ATTENDANCE**

Persons entitled to attend a General Meeting include:

- (a) Each ordinary member who is an individual residing in the District;
- (b) Ordinary Members either residing within the District as in an event or show being held within the District; or the Stud Breeder's Associations or Kindred Associations who have a Head Office in the District; or appointed representative from a Stud Breeder's Association or Kindred Society pursuant to clause 5 (a) in Schedule One;
- (c) Honorary Life Members residing in the District;
- (d) Friends of the Society, including existing Life Members at the date of the adoption of this Constitution, Associate Members and Competitor/Exhibitors who reside in the District.

5. **VOTING**

- (a) Subject to clause 5.3 (as applicable) all Honorary Life Members and those persons holding the class of Life Membership at the date of this Constitution that reside in the District and all Ordinary Members may attend any General Meeting of the District Council to which that member is affiliated or, as the case may be, in whose area the Ordinary Member's head office is situated. They may take part in any discussion and shall be entitled to move or second motions or to vote. If an Ordinary Member which is a Stud Breeders' Association or a Kindred Association which is not an event or show wants their vote registered at another area with a specific representative or delegate than where their Head Office is situated, they must give the Society notification of this by 15 March in each year. The Society will then notify the District.
- (b) Subject to clause 5.3 (as applicable) all Associate Members, Friends of the Society and Competitors/Exhibitors may attend any General Meeting of the District Council they reside in, and unless otherwise decided by the chairperson of the General Meeting, may take part in any discussion but shall not be entitled to move or second motions or to vote.
- (c) In order to vote at General or Special Meetings, Ordinary Members eligible to vote within the District must give written notice to the District Secretary or Manager two weeks prior to the date of that meeting, of who their nominated delegate is.

6. **CHAIRING THE MEETING**

At all General Meetings the chair will be taken by the chairperson of the District Council, but if the chairperson is not present, able or willing to take the chair then the chair will be taken by the vice-chairperson, but if the vice-chairperson is also

not present, able or willing to take the chair then the District Council may nominate a member of the District Council to take the chair and the members and delegates present and entitled to vote shall vote to approve the appointment of the nominee to take the chair for such meeting.

7. **QUORUM**

At General Meetings a quorum shall be achieved when one third of the Ordinary Members entitled to vote are present in person.

No business may be conducted at a General Meeting if a quorum is not present.

8. **RULES AS TO CONDUCT OF PROCEEDINGS OF DISTRICT**

Members of the District which are entitled to vote at General Meetings shall have the power at General Meetings to make rules for the convening and period of time of notice for any General Meeting and for the conduct of proceedings and voting at General Meetings provided that such rules are not contrary to these Rules or the Constitution.

9. **DISTRICT COUNCIL**

9.1 **Number**

A District Council shall consist of not less than six persons all of whom shall be a member of the Society.

9.2 **Election of District Council and District Chair & Vice Chair**

Members of the District Council shall be elected by the Ordinary Members of the District at an Annual General Meeting of the members to be held in each year at least one month before the Annual General Meeting of the Society.

At each Annual General Meeting of the District one-third of the councillors of the District Council shall retire by rotation but shall be eligible for re-election in accordance with these Rules. Councillors elected or re-elected after the date of these Rules shall hold office for a term of three years. Councillors shall be eligible for re-election for up to three further terms of three years each and any councillor who retires after serving for twelve consecutive years shall be re-eligible for re-election to the District Council as from the next Annual General Meeting succeeding the Annual General Meeting at which he or she retired.

The District Chair and Vice Chair will be elected annually from within the District Councillors, by the District Councillors.

10. **QUORUM**

A simple majority of the councillors (which must include either the chairperson or the vice-chairperson) shall form a quorum at a meeting of the District Council. No business may be transacted by the District Council if a quorum is not present.

11. **METHOD OF MEETING**

The District Council shall meet on such occasions as the District Council may determine, and may from time to time make such rules for the conduct of its

business as it may determine provided that such rules are not contrary to the Constitution.

12. **CO-OPTED COUNCILLOR**

A District Council shall have power to fill any vacancy in such District Council however created by the appointment of any person who is eligible for election as a councillor in accordance with these Rules provided that the term of office for the co-opted councillor shall automatically expire at the conclusion of the next Annual General Meeting.

13. **DUTIES AND POWERS OF THE DISTRICT COUNCIL**

13.1 **Duties**

The District Council shall manage the affairs of the District and shall control its finances and shall have a duty to:

- (a) Convene the Annual General Meeting and any General Meeting of the District;
- (b) Convene meetings of Horse Stewards of Associations which are affiliated to the Society and the Head Office of which is situated in the District;
- (c) Pay to the Society the total of all levies imposed by the Executive of the Society on the members of the District within 28 days of the invoice for the levies being received;
- (d) Maintain a separate bank account for the District into which all monies due to the District will be paid with the power to operate such account and make all payments therefrom being vested in such persons as the District Council from time to time determines;
- (e) Present to each Annual General Meeting of the District Statements of Financial Performance and Financial Position for the last financial year and to provide such statements to the Society;
- (f) Present to RAS Head Office the District accounts to be included with the annual RAS accounts, no later than the 15 April;
- (g) Generally, carry out any activity that furthers and advances the purposes of the District and promotes the objects of the Society within the District and in this regard to deal with any matter not specifically provided for in these Rules.

13.2 **Powers**

The District Council shall have, in addition to and without derogating therefrom all such administrative powers as may be necessary for properly carrying out the purposes of and managing the affairs of the District, the following particular powers and authorities to:

- (a) Set annual subscriptions, in line with the members' review of levies at the Society's General Meeting, for the members of District for each financial year;

- (b) Impose levies on members of the District and to otherwise raise such funds as is necessary to provide the District with sufficient income to properly manage the affairs of the District;
- (c) Appoint or employ a District Manager or Secretary to be responsible for carrying out the secretarial (and treasury roles where not otherwise assigned) of the District and pay the District Manager or Secretary such remuneration as the District Council thinks fit;
- (d) Appoint any person or sub-committee from within its number or otherwise to advise the District Council on any matter or to complete any specific project delegated, and within the period specified, by the District Council.

SCHEDULE TWO

Rules of United Breeds Societies Council

1. Election of Chairperson of Council and Chairpersons of Breed Meetings

- 1.1 The Chief Executive or his or her nominee shall by no later than 15 February in each year, provide notice of the names of the retiring chairpersons (as applicable).
- 1.2 Nominations for the election of any person to be the chairperson of the Council of the United Breeds Society and of persons to be elected to chairpersons of any breed meetings, as determined by the Executive, shall be submitted to the Society by no later than the 15 March in each year. Any nominations received after that date will not be accepted.
- 1.3 Nominations shall be in writing and:
- (a) In the case of a nomination for the chairperson of the Council of the United Breeds Society shall be signed by either an individual Ordinary Member or Honorary Life Member or an authorised person by any Stud Breeds' Association or similar Kindred Association which is a member of the Society; and seconded by another such person;
 - (b) In the case of a nomination for election as a chairperson of a Breed Meeting shall be signed by either an individual Ordinary Member or Honorary Life Member or an authorised person by the respective Stud Breeds' Association or similar Kindred Association which is a member of the Society; and seconded by another such person.
 - (c) All nominations to be approved by the Executive.

Each nomination shall also be signed by the nominee and when forwarded to the Society shall be accompanied by a curriculum vitae of that nominee.

- 1.4 If there is more than one nomination for the office of chairperson of the Council of the United Breeds Society or for the office of chairperson of any Breed Meeting then by the 15 April in each year:
- (a) In the case of a nomination for the chairperson of the Council of the United Breeds Society the Society will forward to all applicable individual Ordinary members eligible to vote, Stud Breeders' Associations or similar Kindred Associations the names of the nominated candidates together with a copy of the candidates' curriculum vitae;
 - (b) In the case of nominations for chairpersons of any Breed Meeting shall forward to each applicable individual Ordinary Member eligible to vote, Stud Breeders' Associations or similar Kindred Societies the names of the nominated candidates together with their curriculum vitae.

Notice of the names of the nominated candidates and the curriculum vitae will be accompanied by a postal voting paper which must be returned by post, facsimile or electronic means and received by the Society by no later than 15 June in each year. It is the responsibility of Members to check their postal vote is received by the due date. Any voting papers received after that date shall be deemed to be invalid.

- 1.5 The voting papers shall be counted by the Chief Executive in the presence of an independent scrutineer to be nominated by the Executive of the Society and the results of the voting will be reported to the next following Annual General Meeting of the Society and shall take effect immediately the results are reported.
- 1.6 Each chairperson of the Council of United Breeds Society and of each Breed Meeting shall hold office for a term of three years and shall be eligible for re-election for up to three further terms of three years each. Any such chairperson who retires after serving for 12 consecutive years shall be re-eligible for re-election as from the next Annual General Meeting of the Society succeeding the Annual General Meeting at which he or she retired.

SCHEDULE THREE

Rules of Horse Stewards' Council

1. Election of Chairperson of Council and National Convenors

- 1.1 The Chief Executive or his or her nominee shall by no later than 15 February in each year, provide notice of the names of the retiring chairperson and/or national convenors (as applicable).
- 1.2 Nominations for the election of any person to be the chairperson of the Horse Stewards' Council and of persons to be elected to the offices of National Convenors of Measuring, Judges or Forbidden Substances shall be submitted to the Society by no later than the 15 March in each year. Any nominations received after that date will not be accepted.
- 1.3 Nominations shall be in writing and:
 - (a) Shall be signed by a person who is an individual Ordinary Member or Honorary Life Member of the Society or an authorised person by an Ordinary Member of any Equestrian Breed Association or similar Kindred Association or A&P Association, and seconded by one other such person;
 - (b) All nominations to be approved by the Executive.

Each nomination shall also be signed by the nominee and when forwarded to the Society shall be accompanied by a curriculum vitae of that nominee.

- 1.4 If there is more than one nomination for the office of chairperson of the Horse Steward's Council or for the office of convenor of Measuring, Judges or Forbidden Substances then by the 15 April in each year the Society will forward to all Ordinary Members of the Society, Equestrian Breed Associations and similar Kindred Associations the names of the nominated candidates together with a copy of the candidates' curriculum vitae.

Notice of the names of the nominated candidates and the curriculum vitae will be accompanied by a postal voting paper which must be returned by post, facsimile or electronic means and received by the Society by no later than 15 June in each year. It is the responsibility of Members to check their postal vote is received by the due date. Any voting papers received after that date shall be deemed to be invalid.

- 1.5 The voting papers shall be counted by the Chief Executive in the presence of an independent scrutineer to be nominated by the Executive of the Society and the results of the voting will be reported to the next following Annual General Meeting of the Society and shall take effect immediately the results are reported.
- 1.6 The chairperson of the Horse Stewards Council, and each National Convenor of Measuring, Judges or Forbidden Substances shall hold office for a term of three years and shall be eligible for re-election for up to three further terms of three years each. Any such chairperson or convenor who retires after serving for 12 consecutive years shall be re-eligible for re-election as from the next Annual General Meeting of the Society succeeding the Annual General Meeting at which he or she retired.