



RARE BREEDS CONSERVATION SOCIETY OF NEW  
ZEALAND INC.

P.O.BOX 20-116, BISHOPDALE, CHRISTCHURCH 8543

**CONSTITUTION**

**1. NAME:**

The name of the Society is the Rare Breeds Conservation Society of New Zealand Incorporated.

**2. OBJECT:**

The Object is to ensure the conservation of breeds, breeding groups and the genetic diversity of domestic livestock, for the benefit of members of the public as well as for the benefit of future generations of agriculturists.

The Object shall be achieved by:

- (i) Periodically conducting a census of surviving stocks of interest to the Society and providing information to present or potential breeders and researchers.
- (ii) Co-operating with breeders associations and where appropriate providing registration facilities.
- (iii) Carrying out and promoting research into matters relating to the Object of the Society and publishing the results of such research.
- (iv) Compiling and issuing any publication relevant to the object of the Society.
- (v) Holding exhibitions and shows of livestock.
- (vi) Promoting discussion and co-operation with decision makers at all levels designed to further the Object of the Society.
- (vii) Co-operating with, affiliating with or otherwise supporting, financially or otherwise, any other club or organisation in New Zealand whose objects are consistent with that of the Society, but not by financially assisting overseas organisations.
- (viii) Undertaking all such acts, matters and things as may be necessary or expedient for the purposes of the Society or conducive to achievement of the Object of the Society.

**3. MEMBERSHIP:**

- (i) Any person shall become a member of the Society upon completion of a written application and its acceptance by the Committee, and on satisfying the following requirements:
  - (a) Agreement to abide by the Constitution and Rules of the Society.
  - (b) Payment of the prescribed subscriptions.
- (ii) There shall be the following classes of membership:
  - (a) Full members,
  - (b) Student members, as determined from time to time by the Committee,
  - (c) Overseas resident members,
  - (d) Honorary members as determined from time to time by the Committee,
  - (e) Life members as determined from time to time at the Annual General Meeting,
  - (f) Joint membership,
  - (g) Senior membership as determined from time to time by the Committee.
- (iii) Where a company, partnership or family seek membership other than joint membership only one person shall be entitled to exercise the membership rights on behalf of that entity, and that person shall be the person nominated in writing to the Secretary until further written notice is received.
- (iv) The Committee reserves the right to refuse to admit to membership any applicant.

**4. SUBSCRIPTION:**

- (i) Subscriptions payable by the respective classes of members shall be fixed from time to time by the Committee.
- (ii) Members shall be liable to pay their appropriate annual subscription within three months of the beginning of the financial year of the Society.
- (iii) Members joining past halfway through the year shall be entitled to pay half the annual subscription for that year.

**5. MEMBERSHIP REGISTER:**

A register of members shall be kept by the Committee, in which the names and current addresses of every member shall be recorded. The register shall be kept in the Office of the Society.

**6. RESIGNATION OF MEMBERSHIP:**

A member may resign from the Society by giving notice in writing to that effect and every such notice shall, unless otherwise expressed, take effect as from the end of the current membership year.

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### 7. CESSATION OF MEMBERSHIP:

- (i) Any member whose subscription is in arrears for a period of three months after due date shall forthwith cease to be a member, provided that such member may be reinstated on payment of appropriate subscriptions.
- (ii) Any member who refuses to abide by the rules of the Society or whose actions are prejudicial to its Object may be expelled by resolution of two-thirds of the Committee. An expelled member may reapply to the Society for membership two years after the date of expulsion and the Committee shall have the sole discretion to determine whether that person shall be readmitted to membership.

### 8. OFFICERS & COMMITTEE:

- (i) Nomination and election of Officers and Committee:
  - a. Nominations for Officers and Members of the Committee shall be called for by the Secretary by notice to all members at least 42 days before the Annual General Meeting.
  - b. Nominations in writing for any Officer or Committee Member must be received by the Secretary at least 28 days before the Annual General Meeting. Nominations must be made by the proposer and a seconder, and also the nominee must advise the secretary of his or her willingness to accept the nomination.
  - c. All nominees for Office Holders and the Committee must be Honorary or Life or paid up Joint or Full Members of the Rare Breeds Conservation Society of New Zealand. A member nominated for the position of President or Vice President is required to have served at least two full years on the Committee to be eligible for nomination.
  - d. A nominee for any office may also be nominated by a separate nomination for any other office or as a Member of the Committee.
- (ii) Officers and Committee Members:
  - a. The Annual General Meeting will elect the following: President, Treasurer, Secretary, and not less than three additional Committee members. The Meeting may also elect one or two Vice-Presidents, and elect additional committee members provided that the total number of persons holding office shall not exceed 10.
  - b. The quorum of the Committee shall be not less than half of its total number.
  - c. The Committee has power to co-opt temporary replacements for office-holders to serve on the Committee until the next Annual General Meeting.
  - d. The Committee may appoint sub-committees whose composition and business will be conducted according to whatever regulations the Committee may stipulate.
- (iii) Officers and Committee Members shall be elected by a ballot, conducted as follows:
  - a. The Secretary shall send to each Honorary, Life, paid up Joint and Full Member, at least 21 days before the Annual General Meeting, a voting paper containing the names and a brief profile if available of all nominations for the various Offices and the Committee.
  - b. Each voter shall indicate on the voting paper by ticking the box next to the name of any candidate for office whom he or she desires to vote for.
  - c. Each voting paper shall be returned to the Secretary prior to the Annual General Meeting in accordance with clause 8(iv).
  - d. The Secretary shall hold all voting papers for counting by scrutineers at the Annual General Meeting.
  - e. At least two scrutineers shall be elected at the beginning of the meeting from those present at the Annual General Meeting.
  - f. The Secretary shall supply the scrutineers with a list of names of all Honorary, Life and paid up Joint and Full Members on which they will make note of receipt of each vote provided by the member.
  - g. When the scrutineers have scrutinized and counted the votes, the results shall be handed to the Chairman of the meeting who shall announce them before the conclusion of the meeting.
  - h. In the event of a person being nominated for more than one office or both for an office and as a Member of Committee, the offices shall be filled in the following order: President, Secretary, Treasurer, and these shall precede the Committee. In the event of a tie for President a revote by the members present at the Annual General Meeting will decide who becomes President. The other nominee will become one of the two Vice Presidents.
- (iv) All correspondence required under this section may be provided electronically, or by hard copy posted or provided in person to the recipient.

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### 9. ANNUAL GENERAL MEETING:

The Annual General Meeting shall be held within three months of the end of the Society's financial year at a time and place to be fixed by the Committee for the following purposes:

- (i) To receive and consider the Annual Report of the Committee and the Financial Report of the Treasurer.
- (ii) (a) To appoint a Patron, if the Meeting so desires.  
(b) To elect the Committee.  
(c) To appoint a suitably qualified person to review the Financial Report as required in clause 13 (vii).
- (iii) To consider any motion that may have been duly submitted for the decision of the Meeting together with any proposed amendments thereto.
- (iv) To consider any other matter that may concern the Society.

### 10. NOTICE AND QUORUM FOR ANNUAL GENERAL MEETING:

#### (a) Notice for Annual General Meeting:

The Committee shall ensure that, not less than 21 clear days before an Annual General Meeting, notice shall be sent to every member of:

- (i) The time and place for the meeting and how members can either attend in person or through the use of online media or other technology
- (ii) The agenda together with a form of proxy for the meeting, and any possible resolutions that may be considered
- (iii) How proxy attendance or votes on proposed resolutions may be provided in accordance with Clause 11(ii)-(iv)

#### (b) Quorum for Annual General Meeting

- (i) No business shall be transacted at any Meeting unless there is a quorum in attendance.
- (ii) Attendance can be either personally or through remote participation using online media or other technology.
- (iii) The quorum shall be 15 members participating in attendance either personally or through online media or other technology.
- (iv) Members who wish to attend through online media or other remote technology shall contact the Secretary at least seven days before the Annual General Meeting, and clarify how the attendance may occur. In the event of the technology or service is either available or unavailable due to AGM venue location, the secretary shall use their best endeavours to facilitate such attendance, and shall refer to the Committee for consideration and resolution for any requests for online attendance if the requested on-line tool for attendance is not available or cannot be used.

#### (c) Correspondence

All correspondence required under this section may be provided electronically, or by hard copy posted or provided in person to the recipient.

### 11. PROCEDURE AT GENERAL MEETINGS:

- (i) At all General Meetings, if the President is absent, a member of the Committee shall be elected by the meeting to take the Chair.
- (ii) Every member shall have one vote and no more except that any person having been duly appointed to vote as a proxy may record a vote for each member by whom he or she had been so appointed. Except where otherwise provided in these rules, the majority of all votes cast shall decide all questions. In the case of equality of votes, the Chair shall exercise a casting vote.
- (iii) The mode of voting at all meetings shall be by voice or, where required, by a show of hands PROVIDED THAT any member may demand a secret ballot that shall be taken immediately.
- (iv) A member may appoint a proxy to vote at a general meeting in their place, providing the Secretary is notified in writing prior to the meeting.

### 12. SPECIAL GENERAL MEETING:

A Special General Meeting may be convened at any time by resolution of the Committee, or by the written request of 15 members, stating the purpose for which such Meeting is required.

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### 13. FINANCING:

- (i) The finances of the Society shall be under the control of the Committee.
- (ii) The Society shall operate such bank accounts as are fixed from time to time by the Committee.
- (iii) All moneys received on behalf of the Society shall forthwith be paid to the credit of the Society in any such accounts.
- (iv) The signatories to any bank account shall be any two of the following:
  - (a) President,
  - (b) Secretary,
  - (c) Treasurer,
  - (d) Any designated Committee member.
- (v) The income of the Society, from whatever source derived, shall be applied solely towards the promotion of the Object of the Society and no portion of the funds shall be paid or transferred directly or indirectly to members of the Society unless in return for any service actually rendered to the Society, or in reimbursement of expenses or payments made on the Society's behalf. Committee members and appointed officers may be allowed reimbursement of meeting expenses (eg. travel costs, teleconference costs).
  - (i) As the Society encourages its Committee Members to pay for their own travel costs to the AGM location, the only members eligible for reimbursement of travel expenses, not to exceed \$300 per person per AGM, are the Secretary, Treasurer and President.
  - (ii) The total amount of reimbursement for all AGM related expenses, including travel costs, shall be limited to a maximum of 10% of the Society's income from membership fees.
  - (iii) Reimbursement requests, with receipts, must be presented within 1 month following the AGM.
- (vi) The Committee is entitled to invest such money of the Society as is from time to time available for investment, in any Trustee Security or by deposit with any Trading Bank in New Zealand.
- (vii) The Financial Report shall be prepared by the Treasurer and, if deemed necessary by the Committee, a review of the accounts shall be carried out by a suitably qualified person to meet the requirements of funders and legislation.

### 14. FINANCIAL YEAR:

The financial year of the Society shall run from 1 April to 31 March.

### 15. BORROWING POWERS:

The Society shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or other security founded or based on all or any of the properties and/or rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society shall think fit, but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the full Committee.

### 16. PROPERTY:

The Society shall have the following powers to deal with property, both real or personal, including livestock, semen, ova and embryos.

- (i) To acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Committee considers necessary or convenient for the Society's Object and to sell or dispose of any such property or any part thereof, and to erect on any such land any building and to alter, add to and maintain any building erected on such land;
- (ii) To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets or rights of the Society.

### 17. COMMON SEAL:

The Committee shall provide a Common Seal of the Society which shall be kept at the Registered Office for the time being of the Society. Whenever the Common Seal of the Society is required to be impressed upon any instrument, the same shall be affixed pursuant to resolution of the Committee and in the presence of any two of the President, the Treasurer or the Secretary who shall both sign the documents to which the Seal is affixed.

### 18. REGISTERED OFFICE:

The Society shall have a registered office, the situation of which shall be notified to the Registrar of Incorporated Societies.

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19. WINDING UP:

- (i) The Society may be wound up voluntarily if the Society at a General Meeting of its members passes a resolution requiring the Society to be wound up 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.
- (ii) If upon the winding up or dissolution of the Society there remains after the satisfaction of all costs, debts and liabilities any property or assets whatsoever, the same shall be given or transferred to some other institution or institutions having Objects similar to the Object of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Society, such institution or institutions to be determined by the members of the Society at or before the time of dissolution or in default thereof by a Judge of the High Court of New Zealand or in the absence of any institution then to such a public charity or public charities as the said Judge may determine.

20. ALTERATION OF RULES:

These rules may be altered, revised or otherwise amended by a resolution passed by a simple majority of members voting in person or by proxy, at a General Meeting of the Society, notice of such alteration, revision or other amendment having been sent not less than 21 days prior to the date of such Meeting, provided that no amendment shall be permitted if it in any way affects the charitable status of the Society.

Constitution registered 8 May 1989, amended 10 September 1990, June 1998 and August 2003.  
Reregistered 27 July 2004.  
Amended 5 May 2018.  
Amended 23 September 2020

Amended 21 November 2020  
Signed:



Aaron La Roche  
President



Fiona Turner  
Secretary



Eric Fox  
Treasurer