

The New Zealand Shetland Pony Breeders' Society (Inc.)

CONSTITUTION

Revised May 2024

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THE NEW ZEALAND SHETLAND PONY BREEDERS' SOCIETY (Inc.)

"For the promotion and Registration of the Purebred Registered Shetland Pony in New Zealand."

RULES

- 1) The Constitution and Regulations hereinafter contained shall take effect as at from the 20th day of July 1979.

CONSTITUTION

- 2) The Society is an association of breeders and/or owners of Registered Purebred Shetland Ponies and/or persons interested in Registered Purebred Shetland Ponies.

NAME OF SOCIETY

- 3) The name of the Society is "The New Zealand Shetland Pony Breeders' Society Incorporated".

OBJECTS

- 4) The objects for which the Society is established are:
 - a) To form a Stud Book to Register the following:
 - i) Purebred Shetland Ponies imported from Australia or the United Kingdom registered with the Australian Pony Stud Book Society – Shetland Section and/or the Shetland Pony Stud Book Society of Great Britain.
 - ii) Purebred Shetland Ponies imported from Australia or the United Kingdom that are eligible for registration with the Australian Pony Stud Book Society – Shetland Section and/or the Shetland Pony Stud Book Society of Great Britain.
 - iii) PROGENY, born in New Zealand, of a Registered Shetland Pony Stallion and a Registered Shetland Pony Mare. The Stallion and Mare are to be registered or eligible for registration with the Australian Pony Stud Book Society – Shetland Section and/or the Shetland Pony Stud Book Society of Great Britain.

NOTE: Each foal born in New Zealand and submitted for recording with this Society must be the progeny of a sire and dam which are registered in this Society's Stud Book, OR in the case of foals Imported in Utero, or produced by Artificial Insemination, or produced by Embryo Transfer, the Stallion or Mare domiciled outside of New Zealand must be registered with a Recognised Society. Notwithstanding any of the above, all Registration Applications shall be made in accordance with the NZSPBS Regulations (*refer to the NZSPBS Regulations regarding Registration Procedures: "Registration of Fillies/Mares", "Registration of Geldings", "Colt Foal Recordings", Registration of Stallions", "Importation of Ponies", "Imported in Utero", "Artificial Insemination", "Embryo Transfer"*).
 - b) To compile and publish, at intervals, the Shetland Pony Stud Book and to enter therein, animals which are eligible for entry.
 - c) To promote the exhibition of all Fully Registered Purebred Shetland Ponies in New Zealand.
 - d) To hold shows and sales and offer cash and other prizes for competition by the breed and its products at agricultural and other exhibitions.
 - e) To establish relations and cooperate with the Agricultural Associations in New Zealand with a view to having ponies fully represented in schedule of prizes.
 - f) To compile and maintain a list of persons considered competent to act as judges approved and recommend by the Committee.
 - g) To undertake publicity and demonstration work and to issue such publications, articles and advertisements, and generally to take such steps to secure publicity for, and extend the popularity and usefulness of the Registered Purebred Shetland Pony, as may, from time to time, be deemed necessary and/or desirable.
 - h) To encourage the importation of Registered Purebred Shetland Ponies into New Zealand from Australia or the United Kingdom.
 - i) To establish relations with societies having similar objects and to encourage exchanges with societies of a like nature elsewhere.
 - j) To purchase, take on lease or in exchange or on hire or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights and privileges.

- k) To borrow, raise and invest, secure any monies of the Society in such a manner as the Society shall see fit.
- l) To print and publish any newspaper, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects.
- m) To accept any gift or legacy of any money or property whether subject to any special trust or not for any one or more of the objects of the Society.
- n) To promote in any way the interests of breeders of Registered Purebred Shetland Ponies in New Zealand.
- o) To generally assist breeders in breeding, management and development of Registered Purebred Shetland Ponies in New Zealand.
- p) To do all such lawful things as are incidental or conducive to the attainment of the above objects.

DEFINITIONS

- 5) Words implying the masculine gender include the feminine and neuter genders where the context reasonably permits. Where the context reasonably permits singular number includes the plural number and vice-versa.

“The Society” means members of the New Zealand Shetland Pony Breeders’ Society Incorporated.

“Officers” includes inter alia Patron (optional), President, Vice-President(s), Secretary and includes an Acting Secretary or other person for the time being appointed to exercise its secretarial functions, Treasurer and Registrar, and members elected to the Committee

“Auditor” means the Auditor appointed at the AGM.

“Stud” shall mean a collection of Registered Purebred Shetland Breeding ponies belonging to one member.

“Member” means a person or partnership, or a firm or a company or a corporation or an association registered in the records of the Society as a member of the Society whose membership subscription of the Society is paid up to date.

“Joint/Family” membership means two adults over the age of eighteen (18) years residing at the same address. A “Joint/Family” membership shall be entitled to two (2) votes at a General Meeting, being one vote each for a maximum of two (2) adults over the age of eighteen (18) years who reside at the same address. Dependents under the age of eighteen (18) years may be included in the “Joint/Family” membership but shall have no voting rights.

“Single” membership means one person over the age of eighteen (18) years. A “Single” member shall be entitled to one (1) vote at a General Meeting.

“Junior” membership means one person aged seventeen (17) years and under (age as at 31 December of the relative financial year). A “Junior” member shall pay a reduced annual subscription and shall not be entitled to vote at a General Meeting.

“Registered Owner” in relation to a pony denotes the person recorded as the owner of that pony in the Society’s Records.

“Register” means the register of Registered Purebred Shetland Ponies maintained by the Society.

“Breeder” of a Purebred Shetland Pony means the person registered as the owner or Registered Lessee of the dam at the date when the pony was served.

“Imported” and “Imp” in relation to a pony shall denote that the pony has been imported into New Zealand provided that if it has been imported in dam the words “In Dam” or “In Utero” or some similar words or some generally recognised contraction thereof shall be used to indicate that the pony has been imported in dam and that where the dam of the horse was in a country other than New Zealand when served by a sire to produce that pony the name or contraction thereof (eg initials) of the country shall be used with the words “Imported” or the words “Imported in Dam”. A foal born after shipment and during transit of its dam to New Zealand shall be deemed to have been foaled in New Zealand and to be imported in dam.

“Regulations” means the Regulations made by the Committee as from time to time enforced.

“Constitution” means the Constitution herein set out and as from time to time amended pursuant to the provisions herein contained.

“Society’s Office” shall mean the office conducted as such by the Secretary of the New Zealand Shetland Pony Breeders’ Society (Inc.).

“Residence” in relation to a person, denotes the place at which such person resides and in relation to a society, club or association or other like body denotes the place at which the principle office of such body is situated or if there is not such office the place where the principle activities of such body are conducted.

“Resident” shall be deemed to have a corresponding meaning.

“Writing” includes printing, typing, roneo and any other like recognised means of communication.

Words implying persons includes corporations/companies.

“Pony” where the context signifies means stallion, colt, mare, filly and gelding collectively or singly.

“Misconduct” includes any conduct whether by word or action which:

- a) May be considered by a reasonable person to be unsportsmanlike or contrary to the manner in which a person ought to properly behave;
- b) Did or might induce a breach of the peace;
- c) Did or might create a nuisance;
- d) Did or might prejudice the smooth running or interfere with the conduct or running of a show or of any meeting;
- e) Did or might bring the Society into discredit;
- f) Did or might bring himself as a breeder or as a member into discredit;
- g) By the Rules or Regulations is deemed to be misconduct.

COMMITTEE

- 6) There shall be a Committee comprising of 3 officers and no more than 9 officers elected by the members of the Society as hereinafter provided.
 - i) Any financial member may nominate any other financial member(s) for election to the Committee.
 - ii) Nominations for the Committee and Officers shall be made in writing on the prescribed form and shall be in the hands of the Secretary not less than 40 days prior to the date set for the General Meeting. Nominees must sign the “Code of Conduct for Committee Members” to complete their appointment to Committee. If they fail to do so, they will immediately forfeit their appointment to Committee which will result in the position becoming a casual vacancy.
 - iii) As stated elsewhere in the Constitution, the Society Officers include President, Vice-President(s), Secretary, Treasurer and Registrar.
 - iv) The written consent of the member nominated shall be lodged with the Secretary in accordance with the requirements of Clause 6) ii).
 - v) The Secretary shall forward to each financial member at least thirty (30) days prior to the General Meeting a list of valid nominations received.
 - vi) In the event of valid nomination of not more than are required by the number of vacancies to be filled the Chairman at the next General Meeting of members succeeding the closing of nominations shall declare the members so nominated to be elected.
 - vii) If the number of members validly nominated is less than the number of vacancies to be filled, the members validly nominated shall be declared elected by the Chairman of the General Meeting of members next succeeding the closing of nominations. The remaining number of Committee and/or Officers may be elected from amongst financial members present at the General Meeting of members succeeding the closing of nominations.
 - viii) In the event of valid nomination of more than are required by the number of vacancies to be filled a vote shall be conducted by raising of hands or as the Chairman shall direct. Proxy Voting shall be permitted for General Meetings of Members in accordance with Clause 60).
 - ix) If a secret ballot is conducted the Chairman shall appoint three (3) Scrutineers to count the votes. The Chairman shall declare elected in accordance with the number of vacancies to be filled those members whose respective totals are highest.

- x) In the event of an equality of votes for election of the final member(s) of the Committee as are required to be elected the remaining number of Committee may be elected from amongst those with an equality of votes by a further vote conducted amongst financial members present at the General Meeting of members.
- 7)
- a) Each Committee Officer so elected or appointed shall, whilst a member of the Committee, hold office until his successor be elected or appointed as the case may be.
 - b) The President may serve for an indefinite term according to the wishes of the members of the Society but must be elected at the Annual Meeting each year.
 - c) Any casual vacancy may be filled by resolution of the Committee from amongst financial members of the Society. A person appointed to fill a casual vacancy shall hold office for the unexpired period of his predecessor's term of office.
 - d) The present members of the Committee holding office when this Constitution and Regulations become effective shall hold office until the next Annual Meeting subject to the provisions of paragraph a) above.
 - e) Each Committee Officer shall:
 - i) Act in good faith and in the best interest of the Society
 - ii) Exercise powers of proper purposes only
 - iii) Comply with the Incorporated Societies Act 2022 & the Constitution of the Society
 - iv) Exercise reasonable care and diligence
 - v) Not create a substantial risk of serious loss to creditors and the Society
 - vi) Not incur any obligation the officer or committee member does not reasonably believe the Society can perform.

POWERS OF THE COMMITTEE

- 8) The Committee shall manage and have the entire control of the affairs of the Society and shall control all matters affecting the membership of the Society.
- 9) Without prejudice to the generality of the foregoing the Committee shall:
 - a) Make such Regulations within the ambit of the Constitution as it may from time to time think fit for regulating the Society's affairs and may from time to time amend the same in addition, deletion or variation; the Regulations shall be binding upon all members of the Society.
 - b) Compile or cause to be compiled the Society's Stud Book and/or Register and to publish a volume thereof so often as and in such a manner and containing such matter as the Committee shall think fit.
 - c) Determine (recommend to members) fees from time to time payable in respect of the Registration of ponies in the Stud Book and/or Register, the registration or recording of foaling, transfers, leases and deaths.
 - d) Recommend to members what annual subscription shall be payable by the members of the Society.
 - e) Act as a Court of Appeal in regard to all matters rising between any members (as such) of the Society.
 - f) Regulate the conduct of members and retirement or expulsion of members. In any case any member who:
 - (i) Fails to observe any determination of the Committee, any Regulation or any other requirement of the Constitution;
 - (ii) Is the subject of a finding of derogatory conduct in the opinion of the Committee; or
 - (iii) Is the subject of a three-fifths majority vote of the Committee that such member has engaged in a course of conduct or has threatened an outcome against the Society and/or any of the persons referred to in clause 79) that the Committee has determined is or may be materially prejudicial to the Society,
 may be expelled or suspended from membership or cautioned. If a member is subject to expulsion he or she may within thirty (30) days of such determination by the Committee elect to tender their immediate and unconditional resignation in the absence of which they will cease to be a member of the Society at the expiry of the thirty (30) day period.
 - g) At any time appoint one or more sub-committees and may at any time revoke any such appointment and it may prescribe the functions of any such sub-committee.

- h) Compile and maintain a list of persons considered competent to act as judges of shows, provided that the panel of judges shall be reviewed at each Annual Meeting.
- i) Compile and maintain a list of members considered competent to act as inspectors.
- j) Do any act, matter or thing calculated to promote the interests of the Society and of its members in the interests of the breed.
- k) The Committee shall have the control and management of its income and expenditure and shall have the absolute control over the appointment and removal of all its paid officers and servants and shall determine the salaries and other items and duties on which the officers and servants shall hold their offices.

SOCIETY MEMBERSHIP

- 10) The members of the Society shall be such persons (including partnerships) who are financial members of the Society as at the 31st day of March each year.
- 11) An application for membership shall be in such form as may from time to time be prescribed by the Committee. Subject to such regulations as may from time to time be passed by the Committee any eligible person may be admitted to membership upon application for membership being duly made in writing and signed by such person.
- 12) The Committee may refuse any application without assigning any reason therefore.
- 13) A register of members of the Society and of the addresses and the registered prefix and registered brand of each member shall be kept by the Committee at the office of the Secretary; every register of members shall be available to the members of the Society for inspection at all reasonable times; each member shall notify the Secretary of any changes of address and in the case of a firm every change in the Constitution of the firm and every change shall be recorded in the register of the Society. For privacy reasons, any member may choose to not be included on the membership list available to the public.
- 14) Any person who in the opinion of the Committee has rendered special service to the Society and/or breed may by resolution of an Annual General Meeting be appointed an Honorary Life Member of the Society.

NEW MEMBERS

- 15) Every applicant for membership shall submit in writing to the Secretary a list of all Shetland stallions, geldings, mares and foals domiciled in New Zealand belonging to him and registered in the Stud Book of the Society or Stud Book recognised by the Society as at the date of the making of his application.
- 16) Upon application by a person to the Society to be admitted as a member of the Society the Committee may appoint a member as its delegate to inspect his horses for the purposes of identification and render to the applicant such guidance and assistance as may be considered desirable to enable him upon admission to membership to comply with the Constitution relating to breeding and the entry and Registration of Stud Book.

CONDUCT OF MEMBERS

- 17) Each member shall strictly observe and act in conformity with and not otherwise in accordance with the Constitution and the Regulations for the time being of the Society. Any member guilty of a breach of this clause may be called upon by the Committee to resign his membership.
- 18) No member or registered owner shall exhibit any registered pony in any show or exhibition or advertise any pony in any paper, periodical or pamphlet under any but its registered name or as having any brand other than its registered brand.

- 19) No member shall so conduct himself or be guilty of any such conduct as to bring the Society into discredit or as to bring himself as a breeder or as a member into discredit.
- 20) If it shall appear that any member may have been guilty of any breach of the provisions of the Society's Constitution or Regulations or be guilty of any misconduct the Secretary shall if directed so to do by the Committee call upon such member to appear before the Committee and the Committee may make such enquiry as it considers appropriate in the circumstances and may in the exercise of its judgement either reprimand such member or inflict upon such member such fine as the Committee may think proper in the circumstances or may require such member to tender his resignation from the Society provided always that upon any such enquiry the member shall be informed in writing, by registered post of the alleged breach and shall be given at least twenty one (21) days to answer any charge that may be laid against him and to provide any explanation or evidence that he may consider desirable and an opportunity shall be afforded him of appearing before the Committee to answer any charge and to furnish such evidence or explanation as the circumstances may warrant. If any member fails to supply the Secretary with registration certificates or with other requested information within thirty (30) days, unless a satisfactory explanation of his action is brought forward the Committee may give consideration to and ask that member for his resignation.
- 21) If a member be called upon to tender his resignation and shall not do so within thirty (30) days he shall at the expiration of the said thirty (30) days ipso facto cease to be a member of the Society.
- 22) In the case of a firm which is a member of the Society the acts and omissions of a partner shall for the purpose of Clause 20 and 21 thereof be deemed to be the acts and omissions of the firm.
- 23) A member shall cease to be a member of the Society:
- a) If he shall resign by notice in writing to the Secretary to that effect;
 - b) If he shall die or being a company shall go into liquidation or being a firm shall dissolve;
 - c) If he be declared insane;
 - d) If being a member of the Society he shall not have paid his membership subscription in respect of the Society's financial year by the 31st day of March of that year or by the date of the AGM, whichever is sooner and if the Committee shall resolve that such person no longer be a member of the Society. Before such member shall be readmitted to membership at the discretion of the Committee all moneys due to the Society including the unpaid annual subscription(s) for a period of up to two (2) years must be paid. Payment of such subscription shall not confer entitlement to recognition of breeding conducted in that period.
 - e) If pursuant to a resolution passed by a three-fifths majority of the members present and voting at a duly constituted Committee Meeting he be requested in writing to resign and if he shall not have resigned at or before the expiration of thirty (30) days from the delivery or posting of such requests.
PROVIDED THAT the estate of a deceased member by its personal representative(s) or a company in liquidation may by its liquidator(s) continue as a member of the Society if notice in writing to that effect shall be given by a personal representative(s) or the liquidator(s) as the case may be to the Secretary.
- 24) Where a member is a company or firm (partnership) or a deceased estate or a trust or a committee of the estate of a person declared insane:
- a) The member shall nominate a person as its representative who in such capacity shall be deemed to hold the qualification of a member who shall be entitled to receive all notices to which such member would otherwise, as an individual, be entitled and to attend and vote at all meetings in the name and on behalf of his principal until his nomination is cancelled in writing addressed to the Secretary by his nominator.
 - b) The member shall be responsible for all acts and omissions if its constituents or any of them whether partner, liquidator, executor or trustee or committee member or otherwise and shall also be responsible for the acts and omissions of its nominee.

- 25) Any member wishing to resign his membership shall do so by notice in writing to the Secretary, but such resignation at the discretion of the Committee shall not relieve any member from payment of overdue subscriptions and/or other moneys due by him to the Society at the time of such resignation.

COMPLAINTS AND APPEALS

- 26) In any question or dispute (including in the nature of an appeal) concerning the interpretation and/or application of this Constitution and/or the Regulations between any members of the Society inter se or between any member of the Society and the Society (for the avoidance of doubt including the Committee) may be submitted by any party to the question or dispute to a meeting of the Committee and the Committee shall consider all reports, statements and information submitted to it by each such party. In addition to the above the Committee shall be at liberty to make such further investigation and enquiry as it may think fit regardless of the ordinary rules of evidence and its determination shall to the fullest extent permitted by law be final and binding upon all parties to the question or dispute. To be effective a determination by the Committee pursuant to this clause must be supported by at least three-fifths of the members of the Committee present and voting at the relevant meeting.

PROVIDED THAT:

- a) If any member desires any such question or dispute to be submitted to the Committee such member shall notify the Secretary in writing accordingly;
- b) Each party to any such question or dispute and every member affected thereby shall furnish to the Committee in writing such information and evidence as the Committee by its Secretary shall require;
- c) The details of the Society's Complaints Procedure are contained in the Society's Regulations.

APPLICATION OF SOCIETY PROPERTY AND INCOME

- 27) The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in the preceding clauses provided that nothing herein shall prevent the payment in good faith of remuneration to any official or servants of the Society or other person in return for services actually rendered to the Society.
- 28) In the event of the winding up of the Society the funds after the liabilities have been discharged shall be devoted to the promotion of objects similar to those of the Society and no member shall be entitled to receive any part of such funds. The disposition of such funds shall be determined by a majority of the members of the Society present in person at a general meeting to be held in accordance with these rules at or before the winding up of the Society or if no such resolution is so passed then the same shall be disposed of as the Registrar of Incorporated Societies may direct.

SUBSCRIPTIONS

- 29) Every member of the Society shall pay an annual subscription to be from time to time recommended by the Committee PROVIDED ALWAYS that the Committee may where it considers it in the interests of the Society or the breed so to do differentiate between members or classes of members.
- 30) Each member of the Society shall pay an annual subscription as listed in the Schedule of Fees and Charges.
- 31) A membership subscription shall be due annually on the first day of January in each year and shall be paid no later than the 31st day of March in that year. Members whose subscriptions are in arrears shall not be entitled to vote at any meeting of the Society, and if not paid by 31st March, will be contacted by the Secretary and will no longer receive benefits of the Society.

SECRETARY

- 32) There shall be a Secretary of the Society who shall be appointed by the Committee for such term and at such honorarium and upon such conditions as the Committee may from time to time think fit. Subject to any agreement made in the contrary as a term of appointment the Committee shall have power at any time to revoke any such appointment and to make a fresh appointment.
- 33) The honorarium paid to the Secretary shall be payable exclusively out of the revenue of the Society.
- 34) Unless otherwise determined by the Committee the duties of the Secretary shall include all the usual secretarial work of the Society and in particular he shall keep such records and register of members, as may from time to time be prescribed by the Committee or be required by the Constitution or Regulations.

TREASURER

- 35) There shall be a Treasurer of the Society who shall be appointed by the Committee for such term and at such honorarium and upon such conditions as the Committee may from time to time think fit. Subject to any agreement made in the contrary as a term of appointment the Committee shall have power at any time to revoke any such appointment and to make a fresh appointment.
- 36) The honorarium paid to the Treasurer shall be payable exclusively out of the revenue of the Society.
- 37) Unless otherwise determined by the Committee the duties of the Treasurer shall include all the usual Treasury work of the Society and in particular he shall keep such records of income and expenditure, ensure prompt payment of all society-agreed expenditure and prepare end of year accounts as may from time to time be prescribed by the Committee or be required by the Constitution or Regulations.
- 38) The Treasurer shall cause to be prepared previous to each meeting of the Committee a statement of income and expenditure for the period since the last meeting of the Committee.
- 39) The Treasurer shall advise members not later than the first day of the financial year of the liability of each member and amount of membership subscription due

REGISTRAR

- 40) There shall be a Registrar of the Society who shall be appointed by the Committee for such term and at such honorarium and upon such conditions as the Committee may from time to time think fit. Subject to any agreement made in the contrary as a term of appointment the Committee shall have power at any time to revoke any such appointment and to make a fresh appointment.
- 41) The honorarium paid to the Registrar shall be payable exclusively out of the revenue of the Society.
- 42) Unless otherwise determined by the Committee the duties of the Registrar shall include all the usual Registrar work of the Society and in particular he shall keep such records services, foalings, registrations, transfers, and such Stud Books as may from time to time be prescribed by the Committee or be required by the Constitution or Regulations.

FINANCIAL YEAR

- 43) Until otherwise determined by delegates at an Annual Meeting each financial year shall commence on the first day of January of the relative calendar year.

MEETINGS OF THE COMMITTEE

- 44) The Committee shall meet at least once in each financial year and thereafter so often and at such time or times and at such place or places as the Committee may from time to time determine.
- 45) If any member of the Committee absents himself from two (2) consecutive meetings of the Committee without apology he shall cease to be a member of the Committee.
- 46) At all meetings of the Committee five (5) persons shall represent a quorum. In the event of a quorum not being present within half an hour of the time appointed the President or in his absence a Vice-President shall adjourn the meeting to the same day in the next week at the same time and place, or to such other day and at such other time and place as the President or in his absence the Vice-President may determine.
- 47) The President or in his absence the Vice-President shall be the Chairman at any meeting of the Committee but in the absence of the President and Vice-President the meeting shall elect a Chairman from the members present and the Chairman may perform all the duties and exercise the discretion of the President.
- 48) At all meetings the Chairman's ruling shall be final in all matters of order and practice.
- 49) A special meeting of the Committee may be called at any time by the President or by three (3) members of the Committee. Notice under the hand of the Secretary convening such meeting shall specify the special business to be dealt with and the time and place of the meeting.
- 50) Unless otherwise decided by the Committee the business for Committee meetings may include:
- a) Minutes of the Previous Meeting
 - b) Matters Arising from those Minutes
 - c) Correspondence
 - d) Treasurer's Report, balance sheet and/or any other financial statement
 - e) Applications for Membership
 - f) General Business
 - g) Special Business
- 51) Business on the agenda for any Committee meeting and which has not been completed or dealt with at such meeting may be completed or dealt with as the case may be at an adjourned meeting.
- 52) The Committee may by resolution from time to time adjourn its meeting to such place and time as the Committee may think fit.
- 53) At least fourteen (14) days' notice of each meeting of the Committee shall be given to each Committee member. The agenda shall include particulars of the business to be discussed by the Committee. Any business which may come to hand subsequent to the notice put out prior to the meeting shall so far as possible be notified to each Committee member.
- 54) No member shall be entitled to vote at any meeting of the Committee or to be elected an office bearer unless his subscription has been paid for the current financial year and every member shall be entitled on every motion to one vote exercised in person. Voting will be conducted by raising of hands or as the Chairman shall direct. Proxy Voting shall be permitted for General Meetings of Members in accordance with Clause 60).

- 55) No objection shall be made as to the validity of any vote except at the meeting at which such vote is tendered and every vote not disallowed at such meeting shall be valid for all purposes whatsoever. Pursuant to Clause 48 hereof the Chairman shall be sole and absolute judge of the validity of all votes tendered or cast at any meeting and may allow or disallow all or any votes tendered or cast according as he shall be of the opinion whether it or they are not valid.
- 56) If at any meeting a poll is demanded by any member it shall be taken in such manner as the Chairman shall direct.
- 57) Any special resolution may be submitted to any meeting of the Committee provided that at least sixty (60) days prior to the date of that meeting notice of intention to move such resolution shall be given in writing to the Secretary together with a copy of the resolution to be moved. The Secretary shall in that event forward to each Committee member at least thirty (30) days prior to the meeting a copy of such notices and of the resolution proposed to be moved.
- 58) If in the opinion of the Chairman any matter of urgent importance has arisen which requires immediate discussion any Committee member may with the consent of three-fifths of the members of the Committee present submit any urgent motion without having given the special notice required.
- 59) Minutes of the proceedings of the Committee shall be recorded by the Secretary in a Minutes Book kept for the purpose. The Minutes shall be verified and signed by the Chairman of the meeting to which they relate or be verified at the next succeeding meeting and signed by the Chairman of that meeting. When signed the Minutes, shall be prima facie evidence of the facts stated therein.
- 60) In all matters coming before the Committee for determination the Chairman shall have in addition to his ordinary vote a casting vote by virtue of office.

AUTHENTICITY OF COMMITTEE DECISIONS

- 61) All acts done by or with the authority of the Committee shall notwithstanding that it shall be afterwards discovered that there was some defect in the convening or constitution of any meeting of the Committee or in the appointment of the Committee any member thereof or person or persons acting with the authority of the Committee or that any such person or persons were disqualified or any other matter one or more members of the Committee or things whatsoever be valid and effectual.

NOTICE CONVENING MEETINGS OF MEMBERS

- 62)
- a) A General Meeting (whether Annual or Extraordinary) may be convened by not less than thirty (30) days' notice in writing specifying the time and place at which such meeting will be held.
 - b) Notice of a General Meeting shall be given to a member if:
 - i) Delivery to such member personally; or
 - ii) Addressed to such member at his registered address and delivered to that address; or
 - iii) If addressed to such member at his registered address and posted (postage pre-paid) to such member. Any notice so posted shall be deemed to have been given to the addressee at the expiration of twenty four (24) hours from the time of posting.

GENERAL MEETINGS OF MEMBERS

- 63) The preceding Clauses 38 to 54 inclusive and applicable to meetings of the Committee and Clause 55 shall apply mutatis mutandis to General Meetings of members of the Society.
- 64) The Annual General Meeting of members of the Society shall be held as and when the Committee shall determine.
- i) In the case of a New Zealand wide pandemic that affects the ability of the Society to physically hold an Annual General Meeting, an alternative electronic meeting is to be convened at the discretion of the Committee.
 - ii) Must be held within six months of the Society's financial year end
- 65) A quorum of a General Meeting (whether Annual or Extraordinary) shall be twenty percent (20%) of financial members present in person.
- 66)
- a) At every general meeting any member shall be entitled to attend and vote as follows:
 - i) Members classified as "Single Members" shall be entitled to one (1) vote.
 - ii) Members classified as "Life Members" shall be entitled to one (1) vote.
 - iii) Members classified as "Joint/Family Members" shall be entitled to a total of two (2) votes, being one vote each for a maximum of two (2) adults over the age of eighteen (18) years who reside at the same address.
 - iv) Members classified as "Junior Members" shall not be entitled to vote.
 - b) Any member wishing to vote at a General Meeting (whether Annual or Extraordinary), but unable to attend, shall be able to record proxy votes by authorising in writing another member to vote on their behalf in the following form or such form as the Committee shall approve.

I, _____ being a member of the NZ Shetland Pony Breeders' Society (Inc.) hereby appoint: _____ as my proxy to vote on my behalf at the _____ General Meeting of the NZ Shetland Pony Breeders' Society to be held on the ____ day of _____ 20__ or at any adjournment thereof.

Date: ___/___/___ Signature: _____

- i) No person shall be appointed proxy who is not a member of the Society and entitled to vote.
 - ii) There shall be no limit on the number of proxies a member may carry.
 - iii) Proxy forms must be in the hands of the Secretary at least two (2) days prior to the meeting.
 - iv) Late proxy forms will not be accepted.
- 67) Any Remit or Special Resolution to be considered by a General Meeting must be made as hereinafter provided.
- i) Any Remit or Special Resolution to be considered by a General Meeting must be made in writing on the prescribed form and shall be in the hands of the Secretary not less than 60 days prior to the date set for the General Meeting.
 - ii) The Remit or Special Resolution form shall be signed by a Proposer and a Seconder who shall both be financial members of the Society.
 - iii) The Secretary shall forward to each financial member at least thirty (30) days prior to the General Meeting a list of all Remit(s) or Special Resolution(s) to be considered and voted on at the General Meeting.
 - iv) The Proposer and/or Seconder of the Remit or Special Resolution shall be present at the General Meeting to speak to the Remit or Special Resolution and to answer questions asked of members.
 - v) Voting will be conducted by raising of hands or as the Chairman shall direct. Proxy Voting shall be permitted for General Meetings of Members in accordance with Clause 60).
 - vi) If a secret ballot is conducted the Chairman shall appoint three (3) Scrutineers to count the votes.
- 68) General Meetings of the Society other than Annual General Meetings shall be called Extraordinary General Meetings.
- 69) An Extraordinary General Meeting shall be convened by the Secretary pursuant to and in accordance with such direction as may be given to him by:
- i) The President;
 - ii) Resolution of the Committee;
 - iii) Requisition signed by at least seven (7) financial members.

The place of any such meeting shall be determined by the President.

- 70) It shall be competent for members of the Society in General Meeting (whether Annual or Extraordinary) to make recommendations to the Committee and to express the views of the meeting upon matters of policy or upon any other matters affecting the objects or affairs of the Society.

SOCIETY RECORDS AND ACCOUNTS

- 71) The Committee shall cause to be kept true accounts of all its receipts, payments, assets and liabilities and the manner in which the income and expenditure have been dealt with and all matters necessary for showing its true financial position at the end of each year.
- 72) The Secretary/Treasurer shall cause to be prepared previous to the Annual General Meeting a statement of income and expenditure for the previous financial year together with a balance sheet showing the liabilities or assets of the Society at the close of that period duly certified by the Auditor(s) and signed by the President or Honorary Treasurer and Secretary as correct and shall submit the same to the Annual General Meeting.
- a) There shall be an Auditor of the Society who shall be appointed by the Annual General Meeting upon such conditions as the Annual General Meeting may from time to time think fit.
 - b) The fee of an Auditor shall be payable exclusively out of the revenue of the Society.
 - c) Any Auditor appointed by the Annual General Meeting shall not be a member of the Society.
- 73) The Annual Report and the copy of the Balance Sheet with any reports from the Auditor(s) shall be sent to each financial member not less than thirty (30) days before the Annual General Meeting.

- 74) The books of accounts shall be kept at such place or places of security as the Committee shall decide.
- 75) The Annual Report and the copy of the Balance Sheet must be filed with the Registrar of the Incorporated Societies within six months of the Society's financial year end.
- 76) In the event of the Society is wound up, after all debts have been settled any remaining surplus assets shall be dispersed to the Shetland Pony Breeders Stud Society United Kingdom (Mother Society)

SOCIETY'S STUD BOOK AND/OR REGISTER

- 77) Each volume of the Society's Stud Book and/or Register shall be published at such time as the Committee shall think fit.
- 78) Copies of the Society's Stud Book and/or Register shall be made available to members and/or non-members at a fee to be prescribed from time to time by the Committee.

SOCIETY'S BANKING ACCOUNT

- 79) The Committee shall cause a banking account or accounts with a recognised Bank or Banks to be opened and kept in the name of the New Zealand Shetland Pony Breeders' Society (Inc.).
- 80) The Society's banking account(s) shall be operated upon in the name of the Society by such officer(s) and/or members of the Committee as the Committee may from time to time direct.
- 81) Electronic payments shall be endorsed for collection through the Society's banking account(s) in the name of the Society by such officer(s) of the Committee as the Committee may from time to time direct.
- 82) All moneys received on behalf of the Society shall be forthwith paid without deduction to the credit of the Society's banking account(s).
- 83) Every sum paid on behalf of the Committee shall be paid by via electronic banking authorised by two (2) Officers of the Society as the Committee may from time to time authorise.

SOCIETY'S OFFICE

- 84) The office of the Society shall be at such place as the Committee may from time to time determine.

NOTICES

- 85) Notices required to be given to a member shall be given in writing duly posted (postage pre-paid) and properly addressed to such member at his registered or last known address or in such manner as the Committee may from time to time determine. Notices sent by post shall be deemed to have been given at the expiration of twenty four (24) hours after posting.

INDEMNITY TO OFFICERS

- 86) Every officer, committee member, any person acting under the authority of the Committee, employee, contractor, as appointed by the Committee or by the members thereof, shall be entitled to be indemnified out of the funds of the Society against any loss, expense or liability incurred or sustained by him in the bonafide and proper exercise of his duty provided that a special expense statement shall be submitted to the Committee for approval for all claims under this clause.

- 87) To the fullest extent permitted by law no member shall have any claim against the Society, any officer, Committee member, any person acting under the authority of the Committee, employee, contractor or any member in respect of any act, matter or thing done in good faith and purporting to be done in accordance with the Constitution and/or Regulations of the Society.

RECOGNITION OF SOCIETIES AND/OR ASSOCIATIONS

- 88) The Committee may recognise the stud book of any Society of Breeders of Purebred Shetland Ponies but only if that Society is also recognised by the Shetland Pony Stud Book Society of the United Kingdom and only if in the opinion of the Committee the Rules and Regulations governing the entry or registration of a pony in the Stud Book of such other Society are as strict as the Regulations governing the entry or registration respectively of a pony in the Society's Stud Book and/or Register.

PROVIDED THAT the expression "Stud Book" for the purpose of this clause shall be deemed to include any book or register or record kept by a Society for the entering, registering or recording of stud ponies. That is to say, that fulfils for that Society the registration purposes of this Society's Stud Book and/or Register.

ALTERATIONS TO CONSTITUTION

- 89) The Society may by Special Resolution carried by not less than three-fifths of the members voting amend the Constitution of the Society whether by alteration, addition or deletion in such manner as it may think fit providing that notice of any such amendment shall be given accordingly as hereto before provided.

No addition or alteration of the aims/objects, payments to members clause or the winding-up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

COMMON SEAL

- 90)
- a) The Society shall have a Common Seal which shall be kept in the custody and control of the Secretary for the time being.
 - b) Whenever the Common Seal of the Society is required to be affixed to any deed, document, writing or other instrument, the Seal shall be affixed pursuant to a Resolution of the Committee by any one of the following officers, namely – the President or the Vice-President and by one member of the Committee and by the Secretary, and the three persons affixing the Seal shall at the same time sign the deed or other document as aforesaid to which the said Seal is so affixed.

The New Zealand Shetland Pony Breeders' Society (Inc.)
530 Marshland Road
CHRISTCHURCH 8083

www.shetlandpony.org.nz