

# **NZ MURRAY GREY BEEF CATTLE SOCIETY (INCORPORATED)**

## **RULES**

### **TITLE:**

1. The name of the Society is - The New Zealand Murray Grey Beef Cattle Society Incorporated.

### **OBJECTS:**

2. The objects for which the Society is established are:-
  - (a) To maintain the purity and improve the Murray Grey cattle breed.
  - (b) To maintain a register of Murray Grey cattle.
  - (c) To make and from time to time alter, revoke or vary the rules of the Society.
  - (d) To integrate and co-ordinate the work and activities of the Society with respect to membership and registration of animals in the Murray Grey Herd Book.
  - (e) To receive and verify entries for the Murray Grey Herd Book and to print a Herd Book from time to time or to otherwise adopt any method to replace a Herd Book which will promote the interests of Murray Grey Breeders.
  - (f) To control and regulate the tattooing and branding of Murray Grey cattle and to record as copyright, brands of all description for the use of the Society and/or its members.
  - (g) To print, distribute, sell or make contributions to any newspaper, journal or publication and to advertise or publicise in any way, Murray Grey cattle.
  - (h) To establish relations and make arrangements or agreements with any other Society having similar objects to this Society and formed for the promotion of cattle.
  - (i) To support and assist the progress of kindred societies.
  - (j) To draw up a list of names of persons deemed competent to act as judges of Murray Grey cattle at Royal and Country Agricultural Shows.
  - (k) To do all such acts, deeds and things as are incidental or conducive to the attainment of the above objects, or any other acts, deeds and things that might be conducive to the progress and welfare of the Society and its members.
  - (l) To control and regulate the use of artificial insemination, embryo transplants or any other scientific developments affecting the breed which may from time to time become available.
  - (m) To promote the interests of breeders of Murray Grey cattle and to conduct displays, shows and sales of cattle.
  - (n) To purchase land and/or buildings and to erect buildings on land owned by the Society.

- (o) To borrow or invest money for any purpose of the Society on such terms as to rate of interest, security or otherwise as the Council shall from time to time decide.

**MEMBERSHIP:**

- 3. (a) There shall be a register of members and their addresses kept by the Secretary. Such a register shall designate full members, associate members, junior members, life members and honorary members.
- (b) Full membership shall be conferred at the absolute discretion of the Council upon a person, company, partnership, trust or society actively engaged in the breeding of Murray Grey cattle. Companies, trusts, partnerships and societies shall, in writing, nominate one person entitled to attend meetings of the Society, vote and be elected a Councillor and such person shall act as nominee for the company, partnership, trust or society so appointing him/her until the Society receives advice in writing, changing the name of the nominee.
- (c) Associate membership may be conferred upon any person, company, or society not entitled to obtain full membership of the Society, provided that such associate membership shall not permit voting on any matters. Associate members are entitled to all other privileges of membership of the Society.
- (d) Junior membership may be granted to persons under the age of 25 years of age and providing they are full breeding members, 18 years of age and over, may carry voting rights on any matter. Non breeding Junior members shall not carry voting rights on any matter.
- (e) Life membership of the Society may be conferred by the Council upon persons who, whilst being members of the Society, have contributed significantly to the progress of the breed.
- (f) Honorary membership for life may be conferred by the Council upon persons who, not being members of the Society, have rendered significant service to the Society, or who are considered to be worthy of the honour.
- (g) **ELECTION OF MEMBERS:**
  - (i) Application for full membership, associate membership or junior membership shall be in such form as may from time to time be prescribed by the Council. All applications shall be subject to the approval of the Council who may at their absolute discretion decline to receive and at any time after having received, reject any such application without giving any reason for doing so. If any application shall be rejected, any fee paid in respect thereof shall be refunded.
  - (ii) Election of honorary or life members shall be solely by decision of the Council.
- (h) No members whose subscription is in arrears shall be entitled to vote at any meeting or nominate or second office bearers or be elected to any office.
- (i) Any member of the Society who, in the opinion of the Council, is or may be guilty of misrepresentation, deception, fraud or improper conduct in relation to the Registry, entry in the Herd Book, ownership, age, record, sale or exhibition of any

animal or is or may be guilty of any conduct or practice unbecoming a member of Society, may after due enquiry, at which such member shall be entitled to be present for the sole purpose of making on his own behalf, any explanation or any statement in his defence, be declared by the Council to have forfeited his membership and /or the said council may in its absolute discretion and arising out of such enquiry, cancel the registration of any animals or impose such other penalty or fine upon such member as the Council may deem fit.

- (j) **TERMINATION OF MEMBERSHIP.** A member may cease to be a member:
- (i) If the member shall resign by notice in writing to the Secretary to that effect.
  - (ii) If the member shall not have paid any fees or fine payable by him within three months of his being called upon by the Secretary to do so and if the Council shall resolve that such person be no longer a member of the Society.
  - (iii) If the member should die, or being a company shall go into liquidation or (subject to the proviso hereinafter contained) being a firm or society shall dissolve and be not re-constituted PROVIDED THAT the estate of a deceased member may be its personal representative(s) and a company in liquidation may by its liquidator(s) continue as a member if notice in writing to that effect shall be given by the personal Representative(s) or the liquidator(s) as the case may be, to the Secretary.
  - (iv) If the member be requested in writing by the Council to resign and if the member shall not have resigned at or before the expiry of thirty days from the posting of such notice.
  - (v) If a member be declared insane.
- (k) **FORFEITURE OF RIGHTS UPON TERMINATION OF MEMBERSHIP.**  
A person who has ceased to be a member shall:
- (i) Not be entitled to a share or interest in the progeny of the Society or to any of the rights and privileges of a member.
  - (ii) Forfeit all rights and claims whatsoever as a member against each and every other member of the Society.
  - (iii) Nevertheless remain liable for and shall pay to the Society, all monies whatsoever for which at the time of his ceasing to be a member, he is liable.
  - (iv) Be subject to such disabilities as may be provided by the Rules. An associate member or junior member shall have no proprietary interest in the property of the Society.
- (l) **FEES:** The Council shall in its absolute discretion, determine from time to time, the fees payable in respect of all or any classes of membership and membership shall from year to year (save in the case of Honorary or life members) terminating on the 28th February in each year.

#### **ADMINISTRATION:**

4. (a) The affairs of the Society shall be administered by a Council.

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- (b) The Council shall comprise:
  - (i) 6 elected members; from whom shall be chosen a President, Vice President and Treasurer.
  - (ii) Such other members not exceeding two in number as may from year to year, be appointed by the Council. A person so appointed shall serve as a member of the Council until the next annual election of Council.
- (c) The President of the Society shall be elected annually at the Annual General Meeting of the Society by the vote of the full members present. Only members of the Council for that year shall be eligible for election as President. A President shall hold office from the termination of the Annual General Meeting at which he is elected until the termination of the Annual General Meeting next following at which a new President is elected.
- (d) The Council shall elect from their number a Vice President, a Treasurer and two other members who together with the President shall form the Executive Council for that year. The Council shall from time to time determine the powers and duties of the Executive Council.
- (e) The Council shall be elected by postal ballot as hereunder provided for a period of three years.

Nominations to be therefore called every three years to elect a full Council. Any Council member shall be eligible to stand for re-election.
- (f) In the event of a vacancy or vacancies occurring on the Council between elections, the Council shall have the power to fill such vacancy or vacancies and any such appointee(s) shall hold office until the next annual election of Council.
- (g) The Council shall have the power to appoint a Secretary and such other officers deemed necessary for the efficient functioning of the Society and to fix from time to time remuneration for their services.
- (h) **ELECTION OF COUNCIL:**
  - (i) Members of Council shall be elected by postal ballot and the Secretary shall at least seventy days and not more than ninety days prior to the date of each Annual General Meeting by notice to members posted to their registered address, call for nominations for the election of members of Council.
  - (ii) Nominations for the election of Council members shall be in writing, signed by two full members other than the member nominated and shall be furnished to the Secretary within twenty-eight days of the day of posting by the Secretary to members at their registered address of notices, calling for nominations of members of Council.
  - (iii) The written consent of the person nominated for election to the Council shall be furnished to the Secretary not later than the closing date of nominations; otherwise his nomination shall not be accepted.
  - (iv) When the number of nominations exceed the vacancies, then within fourteen days after the closing of the nominations, the Secretary shall issue ballot papers for the election of members of Council and each ballot paper shall set out the surname (followed by the christian name or

initials) in alphabetical order of the members for election to the Council, together with instructions for voting and ballot papers and instructions shall be posted to every member at his registered address within seven additional days.

- (v) The President, or failing him, the Secretary shall appoint by memorandum in writing, a Returning Officer and two or more scrutineers to superintend the taking of the ballot.
- (vi) Any equality in voting shall be resolved by lot.
- (vii) The ballot shall be secret and all measures necessary to ensure secrecy shall be taken by the Secretary and the returning Officer.
- (viii) The ballot shall close at 4 o'clock in the afternoon of the day seven days preceding the date of the Annual General Meeting.
- (ix) The returning officer, after counting the votes, shall certify in writing to the Chairman at the Annual General Meeting, the result of the ballot and the Chairman shall declare elected six persons, whose respective totals of ballot votes exceed those of other nominees: **AND** shall declare as elected those nominated where the number of nominations does not exceed the vacancies.
- (aa) Voting can be for any one or more persons of their choice, to a maximum of six votes.
- (bb) The names of any retiring members appearing on the list of nominations shall be marked with an asterisk.
- (x) Proxy voting is available to all full financial members. A full financial member of the Society may appoint a Proxy, who is eligible to attend and vote on his or her behalf at any Annual or Special meeting of the Society, provided that such appointment shall be in writing and signed by the member and shall have been lodged with the administrator before the time of the meeting, in default of which, the instrument of proxy shall be deemed invalid.
- (xi) The Returning Officer's decision shall be final and binding in respect of all matters affecting the election.
- (xii) The election of any member of Council shall take effect as at the close of the Annual General Meeting next succeeding the close of the ballot.
- (xiii) The new Council shall take office at the close of the Annual General Meeting next succeeding the close of the ballot.
- (i) The members of the Council for the time being and every officer employed by the Society acting without willful default in the course of their or his or her duties as such Council, member or Officer, shall be entitled to an indemnity out of the funds of the Society against any liability incurred in defending any proceedings instituted against the Society or them or him arising out of the execution by them or him or her of such duties.
- (j) The Society will not be responsible for any loss or damage that may be sustained by anyone through inaccuracy, omission, alteration or cancellation of any registration in the Herd Book.

- (k) The Council shall have the power from time to time to make, alter and repeal all such By-Laws as it may deem necessary or expedient or convenient for the proper conduct of the Society and in particular, but not exclusively with regard to-
  - (i) Governing the printing and publishing of the Herd Book.
  - (ii) Prescribing the requirements for entry in the Calf register and for registration in the Herd Book.
  - (iii) Prescribing the fees to be payable in respect of entries, registration, and recordings.
  - (iv) Prescribing the conditions upon which animals will be accepted for and the circumstances in which animals will be rejected from entry in the Calf register and registration in the Herd Book.
- (l) Subject to the Rules of the Society and to such direction as may from time to time be given by the Society in the general meetings the management of the business and control of the Society's finances and affairs shall be vested in the Council which may exercise all such powers and do all such things as may be exercised or done by the Society.
- (m) All acts done at any meeting of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Council be as valid as if the Council had been duly qualified and appointed.
- (n) The Council shall have power to appoint sub-committees consisting of members of the Council and other persons to carry out any special function delegated by the Council to any particular sub-committee, such sub-committees to act within the terms of reference specified by the Council and to be answerable to Council.

#### **BREEDERS CLUBS:**

- 5. The Council may authorise the formation of Breeders Clubs in any region.
  - (a) Breeders Clubs shall operate at all times under the Rules and By-Laws of the Society and shall remain accountable to the Council of the Society.
  - (b) All Breeders Clubs are required to submit an Annual Report and Balance Sheet to the Council by May 31st of each year.

#### **MEETINGS:**

- 6.
  - (a) The Annual General Meeting of members shall be held within the first two weeks of June or any other time and place in each and every year as the Council shall determine, such meeting to be convened in writing by notice sent to each member of the Society at his registered address stated. At the Annual General Meeting, seven members entitled to vote shall form a quorum.
  - (b) The Council shall meet as often as they shall deem expedient and five Council members entitled to vote shall form a quorum. Seven days notice of all Council meetings shall be sent to every member of the Council at his registered address together with particulars of business to be transacted thereat.
  - (c) At the written request of seven members of the Society or on Instruction from the Council, the Secretary of the Society shall be given the business stated. At

any such Special General Meeting, seven members entitled to vote shall form a quorum.

- (d) The President shall take the chair at all General Meetings of the Society or in his absence, the Vice President or if there is no Vice President present, then a member of Council, to be determined by the Council, shall preside.

**FINANCES:**

- 7. (a) The Financial Year shall end on February 28th.
- (b) All monies received by the Society shall forthwith be banked in a bank account to be established in the Society's name where the council shall from time to time direct.
- (c) All accounts of the Society will be paid by cheque except that the Council may from time to time authorise a petty cash system not exceeding \$50.00.
- (d) All cheques drawn by the Society shall require two signatures, one being that of the President, or Vice President or Treasurer or other officer duly authorised in writing by the Council for that purpose and the other being that of the secretary.
- (e) At the Annual General Meeting in each year, the members shall appoint an auditor, who may be a Chartered Accountant, to audit or review the financial accounts for the year.
- (f) A balance sheet showing the financial position of the Society shall be submitted by the Treasurer to the Annual General Meeting and a copy thereof sent to each member prior to the meeting.
- (g) The Society shall have the power to borrow money for any purpose of the Society on such terms as to rate of interest, security and otherwise as the Council shall from time to time decide.

**COMMON SEAL:**

- 8. The Common Seal of the Society shall be affixed by authority of the Council in the presence of one Council member appointed for that purpose and of the Secretary, both of whom shall sign their signatures to every document so sealed.

**WINDING UP:**

- 9. If upon the dissolution of the Society, there remains after the satisfaction of it's debts and liabilities any property whatsoever, the same shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of it's and their income and property among it's members to an extent at least as great as is imposed on the Society by virtue of these Rules and objects 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 such Judge of the Supreme Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid, provision then to some charitable object.

**AMENDMENTS TO THE RULES:**

As at 28/04/2017

- 10.**
- (a) Amendments to these Rules may be proposed from time to time by lodging notice of the proposed amendment with the Secretary.
  - (b) Notice of a proposed amendment shall be signed by the proposer and at least five other financial members of the Society.
  - (c) On receipt of any such notice duly signed, the Secretary shall forthwith send a copy of the notice of the proposed amendment to all members of the Society, by letter addressed to them at their registered address.
  - (d) No such proposed amendment shall be entertained at a meeting of the Society unless at least fourteen clear days of notice thereof shall have been given by the Secretary to members.
  - (e) Amendments to the Rules shall only be valid if carried by two thirds majority of full members and life members present and voting at a duly constituted General Meeting of the Society provided that if the Council shall within seven days of the said meeting so determine it shall have the power within one month to conduct a poll of all full members and life members of the Society on the proposed amendment to the Rules and in that event the amendment shall become effective only if the amendment is approved by two thirds of such members voting at that poll.
  - (f) No addition or alteration to the personal benefit clause or the Winding Up clause shall be approved without the approval of the Inland Revenue Department.