



THE INCORPORATED SOCIETIES ACT 1908

RULES OF THE AMERICAN SHETLAND ASSOCIATION OF NEW ZEALAND (INC)

THE ASSOCIATION

1. Name

The name of the Association is the American Shetland Association of New Zealand (Incorporated).

The Association is constituted by resolution dated 15th March 2013.

2. Registered Office

The registered office of the Association shall be situated 71 Montana Road, Bridge Pa, RD5, Hastings 4175.

The Registered Office may be changed be decided by the Committee. Notice of the change of registered office shall be duly sent to the Registrar.

2. Objectives - The objectives for which the Association has been established are:-

- (a) To preserve, improve, standardise and promote the horses known as the American Shetland.
- (b) To classify and register all eligible animals in New Zealand.
- (c) To compile and publish a register of all eligible animals.
- (d) To promote shows for exhibition of registered stock within classifications established by the Association.
- (e) To disseminate and make available to members all relevant information and literature and to provide lectures and instructions.
- (f) To prepare and maintain a list of suitable persons to act as judges for shows promoted by the Association.
- (g) To associate with all other breeds or associations for the betterment of the Association.
- (h) To teach members proficiency in horsemanship and the proper care and control of the American Shetland horse.
- (i) To provide social contact between members.
- (j) To assist members in obtaining maximum enjoyment and benefit from the American Shetland horse.
- (k) To cultivate and promote understanding and courtesy and to develop self discipline and responsibility in all matters equestrian.

3. Pecuniary Gain

The income and property of the Association however derived shall be applied solely towards the promotion of the objectives of the Association as documented in these rules. No portion shall be paid or transferred directly or indirectly by way of dividend bonus or by way of profit to the members of the Association provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to

any member of the Association in return for any services actually rendered to the Association. This shall not prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by the banker for overdrawn accounts on money lent or reasonable and proper rent for premises provided by any members to the Association.

MANAGEMENT OF THE ASSOCIATION

4. Executive Committee

4.1 The Association shall have an Executive Committee consisting of the following persons, all of whom must be current financial members of the Association:-

- The President
- The Secretary
- The Treasurer
- The Registrar
- Any other Committee members as the Association shall decide.

4.2 There shall be a minimum of one Committee Member in addition to the Executive Officers.

5. Appointment of Committee Members

5.1 The committee is to maintain a minimum of four members, including position holders, with a maximum of eight.

5.2 At the first meeting of the Association the Association shall elect the Executive Officers, namely, a President, a Treasurer, a Secretary, a Registrar and one or more Committee members.

5.3 Positions may be combined upon the approval of the Committee.

5.4 The Executive positions shall be appointed for a term of two years and shall be eligible for re-election at the end of their two year term. The general Committee member(s) shall be appointed for a term of one year and shall be eligible for re-election at the next Annual General Meeting.

6. Cessation of Committee Membership

6.1 Persons cease to be Committee Members when:-

- They resign by giving written notice to the Committee
- They are removed by majority vote of the Association at an Association meeting
- Their term expires
- They fail to attend three consecutive Committee meetings and/or meeting attendance is so irregular that they are unable to meet their obligations with regard to conducting the business of the Association

6.2 If a person ceases to be a Committee member that person must within one month, give to the Committee all Association documents and property.

7. Nomination and Appointment of Committee Members

7.1 Nominations for retiring members of the Committee, including the Executive Officers, shall be called for at least 63 days (9 weeks) before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close with the Secretary at 5pm 49 days (7 weeks) before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.

7.2 The election of Officers shall be carried out by postal vote. The voting forms shall be posted out to all members at least 42 days (6 weeks) prior to the Annual General Meeting. Supplementary information including the biography of each candidate may be included.

7.3 Members must return completed voting papers to the Secretary no later than 5pm, 14 days (2 weeks) prior to the Annual General Meeting.

7.4 Vacancies on the Committee

7.4.1 If the position of a general committee member becomes vacant between Annual General meetings, the Executive will co-opt another Committee Member to fill that vacancy until the next Annual General meeting.

7.4.2 If an Executive Officer position becomes vacant, the Committee must request nominations and carry out a postal vote in accordance with the following:-

- Nominations for the position shall be called
- Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary by the due date
- Voting forms are posted out to members stating a return by date. Voting papers must be numbered and signed by the voter.
- Members must return completed voting papers to the Secretary by 5pm on the stated date.
- Votes shall be counted by the President, or temporary President and a scrutineer.
- The person with the most votes is appointed.
- In the event of a tie, the President has the casting vote
- The Committee may request confirmation by an independent third party at their discretion
- Voting papers will be destroyed once the final count has been delivered.

7.4.3 Until the new appointment is confirmed one of the existing Executive will assume the vacant role.

8. Role of the Committee

8.1 The role of the Committee is to:-

- Administer, manage and control the Association
- Carry out the purposes of the Association and use Money or other Assets to do that
- Manage the Association's financial affairs including approving the annual financial statements for presentation to the Members at the Annual General Meeting
- Set accounting policies in line with generally accepted accounting practice
- Delegate responsibility and co-opt members where necessary
- Ensure that all Members follow the rules
- Decide how a person becomes a Member and how a person stops being a Member
- Decide the times and dates for meetings and set the Agenda for meetings
- Decide the procedures for dealing with complaints
- Set membership fees including subscriptions and fees
- Make regulations

8.2 The Committee has all of the powers of the Association unless the Committee's power is limited by these Rules or by a majority decision of the Association.

8.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Committee bind the Association unless the Committee's power is limited by these Rules or by a majority decision of the Association.

9. Role of the Committee Members

9.1 The role of the President is to:-

- Ensure that the Rules are followed
- Convene meetings and establish whether or not a quorum is present
- Chair the meetings
- Oversee the operation of the Association
- Provide a report on the operations of the Association at each Annual General meeting

9.2 The role of the Secretary is to:-

- Record the minutes of Meetings
- Maintain a register of members
- Hold the Association's records, documents and books except those required for the Treasurer's function
- Receive and reply to correspondence as required by the Committee
- Maintain or create any forms used by the Association
- Forward the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting
- Advise the Registrar of Incorporated Societies of any rule changes

9.3 The role of the Treasurer is to:-

- Send out invoices and pay accounts as determined by the Committee
- Keep proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained.
- Prepare annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Association's accounting policies.
- Provide a financial report at each Annual General Meeting
- Provide financial information to the Committee as the Committee determines

9.4 The role of the Registrar is to:-

- Maintain the Horse Registry for the Association in accordance with the regulations
- Allocate Registration numbers for new registrations
- Produce a registration card for each registered horse
- Manage the DNA process
- Facilitate the change of ownership process
- Prepare an annual report for each Annual General Meeting and as required for Committee Meetings

MEMBERSHIP OF THE ASSOCIATION

10. Membership

10.1 The Association shall consist of members each being a person interested in any manner in the American Shetland horse. The signatories to these rules shall be the first members. All members, other than associate members, must be domiciled in New Zealand.

11. Types of Members

- (a) Ordinary Adult Member – Any person 16 years of age or over having joined the Association and paid the annual subscription payable by such members shall be an ordinary adult member.
- (b) Ordinary Junior Member – Any person under 16 years of age having joined the Association and paid the annual subscription payable by such member shall be an ordinary junior member. Junior members shall not be entitled to hold office or vote at any meeting.
- (c) Family Membership – For families consisting of two or less adults and their dependent children under 16 years of age.
- (d) Honorary Member – The committee may by a simple majority confer on any member or other person. Honorary membership in recognition of special service to the Association including noteworthy furtherance of all or any of the Association's objects. The Honorary member shall not be required to pay annual subscriptions.
- e) Associate Member – An adult member with no voting rights who cannot be elected to the Committee or hold office.

12. New Members

Membership shall be open to all persons who subscribe to the objectives of the American Shetland Association of New Zealand Inc, agree to abide by its rules and regulations upon their written application to the Secretary of the Association signed by themselves and on payment of the annual subscription. Membership will be conditional on the approval of the Committee. Membership can be declined on the grounds of monies outstanding, unworthy conduct, the maltreatment of horses, for having previously been expelled as a financial member or any other reason that the majority of the Committee deems applicable.

13. Annual Subscriptions

Every member shall on or before the first day of September in each year and every year pay to the Association an annual subscription fixed by resolution at the Annual General meeting.

14. Obligations of Members

No member shall conduct him/herself or be guilty of any such conduct as to bring the Association into discredit, or act in any way against the objectives of the Association.

15. Cessation of Membership

- Any member may resign by giving written notice to the Secretary.
- Any member that ceases to maintain a current financial membership may not continue to receive the benefits of membership until the membership renewal is paid.
- Termination of membership due to a breach of the Association's rules

16. Termination of Membership

16.1 If, for any reason whatsoever, the Committee is of the view that a member is breaching the Rules or acting in a manner inconsistent with the purposes of the Association the Committee may give written notice of this to the Member. The Committee's notice must:-

- a) Explain how the member is breaching the rules or acting in a manner inconsistent with the purposes of the Association
- b) State what the member must do in order to remedy the situation or state that the member must write to the Committee giving the reasons why the Committee should not terminate the member's membership

- c) State that, if within 14 days of the member receiving the Committee's notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the member's membership.
- d) State that if the Committee terminates the member's membership the member may appeal to the Association.

16.2 14 days after the member receives the Committee's notice, the committee may in its absolute discretion by majority vote terminate the member's membership by giving the member written notice which takes immediate effect. The termination notices must state that the member may appeal to the Association at the next meeting by giving written notice to the Secretary within 14 days of the member's receipt of the termination notice.

16.3 If the member gives the member's notice to the Secretary, the member will have the right to be fairly heard at an Association meeting held within the following 30 days. If the member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them and the member may require the Secretary to give the member's explanation to every other member within 7 days of the Secretary receiving the member's explanation. If the member is not satisfied that the other Association members have had sufficient time to consider the member's explanation, the member may defer his or her right to be heard until the following Association meeting.

16.4 When the member is heard at an Association meeting, the Association may question the member and the Committee members.

16.5 The Association shall then by majority vote decide whether to let the termination stand, or whether to reinstate the member. The Association's decision will be final.

MONEY AND OTHER ASSETS OF THE ASSOCIATION

17. Use of Money and Other Assets

17.1 The Association may only use Money and other Assets if:-

- It is for a purpose of the Association
- It is not just for the sole personal or individual benefit of any member; and
- That use has been approved by either the Committee or by majority vote of the Association

18. Joining Fees, Subscriptions and Levies

18.1 All fees will be set at each Annual General Meeting and be valid for the coming year.

18.2 If any member does not pay a subscription or levy by the date set by the Committee or the Association, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the member shall, without being released from the obligation of payment of any sums due to the Association, have no membership rights and shall not be entitled to participate in any Association activity.

19. Additional Powers

The Association may:-

- Employ people for the purposes of the Association
- Exercise any power a trustee might exercise
- Invest in any investment that a trustee might invest in
- Borrow money and provide security for that if authorised by majority vote at any Association meeting.

20. Financial Year

The financial year of the Association begins on the 1 April of every year and ends of the 31st March of the next year.

21. Assurance of the Financial Statements

21.1 The Association shall appoint an appropriately qualified independent third party to review the annual financial statements of the Association (The Reviewer). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Association's accounting policies. The Reviewer must not be a member of the Committee or an employee of the Association.

21.2 The Committee must provide the Reviewer with:-

- Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
- Additional information that the Reviewer may request from the Committee for the purpose of the review; and
- Reasonable access to persons within the Association from whom the reviewer determines it necessary to obtain evidence.

21.3 No review of the annual financial statements is required unless a review is requested by 5% of the Members at any properly convened Association meeting.

CONDUCT OF MEETINGS

22. Association Meetings

22.1 An Association meeting is a Special General meeting or an Annual General meeting. The Annual General Meeting shall be held once every year no later than five months after the Association's balance date. The Committee shall determine when and where the Association shall meet within those dates.

22.2 Special General meetings may be called by the Committee. The Committee must call a Special General Meeting if:-

- the Secretary receives a written request signed by at least 50% of the members; or
- 75% of the Committee vote for a Special General meeting to be held

22.3 All Association meetings shall be chaired by the President. If the President is absent, the Association shall elect another Committee member to chair that meeting. Any person chairing an Association meeting has a casting vote.

22.4 The business of an Annual General meeting shall be:-

- Open the Meeting
- Apologies
- Approve the minutes of the previous Association meeting(s)
- Executive Committee Reports
- Election of Committee members
- Motions to be considered
- General business

22.5 The President or his nominee shall adjourn the meeting if necessary. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members shall be dissolved, in any other case it shall stand adjourned to a day, time and place determined by the President of the Association, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The President may with the consent of any Association meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

23. Notice of Business for Annual General and Special General Meetings

23.1 The Secretary must advise members of a due date and time by which motions must be received by the Secretary for inclusion on the Agenda.

23.2 42 days notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given) specifying the place the day and the hour of meeting and specifying the business to be transacted to those persons entitled to receive such notice from the Association. Members can be notified via e-mail or post.

24. Service of Notices

Every notice required to be given to the members or any of them shall be deemed to have been duly delivered if posted to them in a pre-paid letter addressed to them at their last known address. Or e-mailed to them at the last known e-mail address.

25. Postal Votes

25.1 Postal votes may be recorded at a Special General and Annual General Meetings of the Association on matters appearing on the agenda for such meeting or any adjournment thereof, and a copy of such Special or Annual General meeting agenda has been posted or e-mailed to members not less than 42 days prior to the first call of such meeting.

25.2 A Postal voting form for a Special General and Annual General meeting of the Association must be completed and signed by the member with exact voting requirements in order for the vote/s to be counted. Only one voting form per eligible voting member is permitted. The Secretary must receive the completed voting form no later than 14 days prior to the meeting.

25.3 A member may not vote by Postal vote and in person at the same meeting.

26. Majority

65% at any Annual General or Special General Meeting. The President shall have an additional casting vote.

27. **Voting Rights** - Only financial members shall be entitled to vote at any Annual or Special meeting of the Association. Members shall have the following votes according to their membership classification.

(a) Ordinary adult members – One Vote

(b) Family members – Each Adult to have one vote as an Ordinary adult member – maximum of two votes.

(c) Ordinary junior members – No vote

28. **Quorum** - At the Annual General Meeting or Special General Meeting seven members shall constitute a quorum. Postal vote/s may be counted towards the numbers of members attending the meetings. This allows Association and Committee members unable to attend to have their say.

29. Committee Meetings

- 29.1 14 days notice is deemed to be served and not less than two committee meetings shall be held in each year at such times and places as the President or in his/her absence or inability any other member of the Committee shall direct for the purposes of transacting the business of the Association and deciding upon such resolutions as shall be duly submitted at the meeting. Committee meetings may be held electronically via msm, skype or teleconference.
- 29.2 At all committee meetings four members shall constitute a quorum.
- 29.3 Committee meetings is by simple majority of 51%. The President shall have an additional casting vote.

COMMON SEAL

- 30.1 The Committee shall provide a common seal for the Association and may from time to time replace it with a new one.
- 30.2 The Secretary shall be the custodian of the common seal which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

ALTERATION OF RULES

- 31.1 These rules may be altered, added to, rescinded or otherwise amended by resolution passed by a 65% majority of those present at an Annual or Special General meeting of which forty two days notice has been given.
- 31.2 Every such notice shall set forth the purpose of the proposed alteration, addition, rescission or other amendment.
- 31.3 When a change to the rules is approved by a General meeting no rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

REGULATIONS

- 32.1 The Committee may from time to time make, alter or rescind regulations for the general management of the Association as long as these are not repugnant to these rules or to the provisions of the law. All such regulations shall be binding on members of the Association. A copy of the regulations for the time being, shall be available for inspection by any member on request to the Secretary.

WINDING UP

- 33.1 If the Association is wound up:-
- 33.2 The Association's debts, costs and liabilities shall be paid
- 33.3 Surplus money and other assets of the Association may be disposed of:-
- By resolution; or
 - According to the provisions in the Incorporated Societies Act 1908; but
 - No distribution may be made to any member
 - The surplus money and other assets shall be distributed to:-
 - a) An existing Incorporated Society with the same objectives for the promotion and support of the American Shetland breed as this Association; and/or
 - b) The SPCA