

# **APPALOOSA HORSE ASSOCIATION OF N.Z. INC**

## **CONSTITUTION**

As registered 20 Sept 1985, including all Alteration of Rule updates submitted up to 13 July 2010 applied.  
These rules are in effect up to and including such date as a full or partial replacement is filed as an  
Alteration of Rules with the Incorporated Societies Registrar. 29/8/2018.

### **Name**

1. The name of the Association is **THE APPALOOSA HORSE ASSOCIATION OF NEW ZELAND INCORPORATED**

### **Objects**

2. The objects for which the Association is established are:-
  - a. To preserve, improve, standardize and promote the strain of spotted horses know as Appaloosa.
  - b. To record, register, file and issue certificates of registration in respect of Appaloosa horses fit to be stock for the development of the breed.
  - c. To collect records and historical data about the origin, importation and development of the strain of the Appaloosa Horse.
  - d. To compile, print and publish at intervals, a Stud Book for Appaloosa horses
  - e. To do any act deed or thing which may be conducive to the attainment of the above objects of any of them.
  - f. No member shall have proprietary interest in any property of the ApHANZ Inc.
  - g. The objects of the ApHANZ Inc. shall not be carried out for the purpose of gain or profit to its individual members.

### **Pecuniary Gain**

3. ***(This version of clause 3 was adopted 25 July 2003.)*** The income and property of the Association howsoever derived shall be applied solely towards the promotion of the Association as set forth in the Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividends bonus or otherwise howsoever by way of profit to the members of the Association. Provided that nothing herein shall prevent the payment in good faith or 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 nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by banker or overdrawn account on money lent or reasonable and proper rent for premises demised or let my any member of the Association. **The provision and effect of this clause shall not me removed from this document and shall be included and implied onto any document replacing it.**

### **Membership**

4. Any person, corporation, company, partnership, association or society being an owner of an Appaloosa horse which is eligible for registration or who or which is interested in such strain of spotted horses and in the objects of the Association may make application for membership under appropriate class of membership and on payment of the appropriate subscription shall become a member of the Association and be entitled to the rights and privileges of the particular class of membership to which he, she or it has been accepted.
5. Existing members at the date of the adoption of these Rules shall ipso facto be members of the Association.
6. Persons, corporations, partnership, associations or societies desiring to become members of the Association shall apply in writing to the Secretary in a form prescribed by the Council from time to time and specifying the class of membership sought.
7. The Association shall consist of members divided into the following classes;
  - a. Life Members being persons, corporations or partnerships. The period of membership shall be for a period of twenty years. Each Life members shall have one vote.
  - b. Full Members for individual persons, each full member shall have one vote.

- c. Constituent Members for companies, corporations, firms, partnerships, executors, institutions etc. Constituent members are entitled to two nominators. Such members nominate two persons to act in its name. Each constituent membership shall have one vote.
  - d. Associate Membership being persons, corporations, partnerships, associations and the like who shall be eligible to attend and speak at meetings but shall not be entitled to vote nor hold any office of the Association.
  - e. Family Membership for families, consisting of two or less adults and their dependent children. Family members are entitled to full showing rights for each individual in the family. Application for membership must stipulate the names of all the family who are to be members. Such membership shall carry the right to a single vote for each such family.
  - f. Showing Rights for registered Appaloosas to be eligible to show an Approved Appaloosa Halter event and gain points at Approved shows the owner and exhibitor must be financial ApHANZ Inc. members.
  - g. Affiliate Members being associations or societies who are recognized by the ApHANZ Inc. and which have similar objects to this Association. Such members shall not be entitled to vote.
  - h. Youth Members being persons 18 years and under as at the commencement of the show season. In the appropriate year who shall be eligible to attend and speak at meetings but shall not be entitled to vote nor hold office of the Association.
  - i. Honorary Members being persons who shall each have one vote and whose membership shall be for such term as is specified on election by the Association.
8. Any corporation, partnership, association or society being a life or associate member of this Association shall appoint a representative or in the case of constituent membership two representatives, and shall give written notice of such appointment to the secretary of the Association. Such representative shall have and may exercise full membership rights on behalf of his or her nominee until his or her appointment is canceled and written notice of such cancellation is given to the secretary of this Association by such representatives nominator, provided however that no such representative may be eligible for election to or hold any office of this Association.
9. Each member on paying his or her annual or other appropriate subscription to the Association shall be issued with a Certificate of Membership which shall be prima facie evidence of membership of the Association for the relevant period.
10. The Association shall keep a register of its members containing the names and addresses and occupations of those members and the dates at which they became members. The Association shall cause a list of names, addresses and occupations of its members accompanied by a statutory declaration made by the President, Secretary or Treasurer of the Association verifying that list to the Registrar when required by the Registrar from time to time, to do so under section 22 of the Incorporated Societies Act 1908.
11. The annual subscription for each class of membership of the Association shall in each case be such sum as the Association or Council may from time to time determine, and shall fall due the first day of August in each year.
  - a. Notice to members reminding them to renew their subscriptions shall be sent by the Secretary to all members, not less than 28 days prior to the due date of payment, provided however that the non-receipt by any member of such notice shall not be deemed sufficient reason for non-payment of any subscription.
  - b. Any member who fails to pay his or her subscription for any year before the first day of August in that year shall be notified in writing by the Secretary, that the subscription is overdue and that it is not paid within 28 days from the date of such notice the Association or Council may at any time thereafter cancel his/her membership.
  - c. If a member who has been notified in accordance with clause 11(b) hereof fails to pay his/her subscription within 28 days from the date of such notice the Association or Council may at any time thereafter cancel his/her or its membership.
  - d. If within a period of one month from date of cancellation of membership a person whose membership has been cancelled in accordance with Clause 11(c) hereof gives the Association or Council a satisfactory explanation for non-payment of subscription the Association may on payment by that person of arrears or subscription together with any

late payment fee of such amount as the Association or Council may from time to time nominate, reinstate that person as member.

12. The Association may impose an entrance fee to be payable by a member upon his or her or its election to membership of such sum as the Association may from time to time determine.
13. A member may at any time by giving notice to the Secretary resign his/her membership of the Association but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his/her resignation on and for the other monies due by him to the Association.
14. A member shall cease to be a member:-
  - a. If he/she resign by notice in writing to the secretary to that effect
  - b. If he/she shall die
  - c. If being a representative his appointment as such shall be revoked by his/her principal by notice in writing to that effect to the Association
  - d. If he/she is declared insane
  - e. If his/her membership is cancelled under clause 11 (c) hereof
  - f. If she/he be expelled in accordance with clause 14 hereof or during any period for which he/she may be suspended pursuant to the said clause 15

15. **Disciplinary Procedure**

- a. If a member shall willfully refuse or neglect to comply with the said provisions of this constitution of such rules and regulations of the Association as may be properly made by the Council from time to time shall be guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interests of the Association the Council shall have the power to expel the member from the Association and erase his name from the registry of members.
- b. Without limiting the foregoing, any member may be disciplined, suspended or expelled from the Association and any member or non-member may be denied any or all privileges of the Association for any false advertising or any false registration certificate may be cancelled by the Council.
- c. Any member whose conduct in any respect shall be deemed derogatory or prejudicial to the interest of the Association may be reprimanded, fined or suspended by resolution of the Council to that effect.
- d. Fifteen days' notice by registered post of the intention to move a resolution of expulsion, reprimand, fine or suspension under clause 15 (a) or (b) or (c) shall be sent out to every member of the Council and to the member whos discipline or removal is sought and the latter shall be entitled to be present at the Council meeting at which such resolution is moved for the purpose of hearing the charge and making any statement in his defense but if he happens to be a member of the Council he shall not be entitled to vote at the meeting of Council considering the charge.
- e. Any member who is aggrieved by any decision of the council given against him pursuant to this clause shall have the right of appeal to the Association in General meeting. Any member wishing to exercise her/his right to appeal shall give notice of appeal to the Secretary in writing within 14 days of the date upon which he/she gives notice of the decision of the Council from which he wishes to appeal. The notice of appeal which he/she give shall be accompanied by a deposit of \$150 which shall be refunded to him/her in the event of his/her appeal being successful. Any notice of appeal without such deposit shall be void. At any meeting of the Council or a Special General Meeting of the Association summoned pursuant to this clause the member whose conduct is under consideration shall be entitled to be represented if he/she chooses by Counsel.
- f. Pending the initial hearing by the Council or hearing of an appeal by the Association the Executive Council may, temporarily suspend such member the effect of which shall deny him/her further Association privileges until the Council, or the Association as the case may be, can hear and determine the matter.
- g. Any member who is in breech of payment of dues whether annual membership fee, penalty fee or any other fee levied by the Association may at the discretion of council be expelled in accordance with and subject to the provisions as to appeal in this clause.

## Officers

16. The officers of the Association shall be as follows:-

- President
- Vice President
- Councilors
- Secretary
- Treasurer
- Auditor

The only members eligible to be elected as officers of the Association shall be natural persons being life or full members of the Association resident in New Zealand.

17. The Association at its AGM shall appoint or re-appoint any person to the position of Patron for such term and upon such conditions as the Association sees fit.

18. **(This version of clause 18 was adopted 14 Aug 1986.)** The Council shall consist of 12 Councilors which number shall include the Councilors who hold the offices of President and Vice President and Treasurer (if that office be separate from the office of Secretary) of the Association.

- a. Councilors shall hold office for a term of two years. At the Annual General Meeting of the Association in every year one half of the Councilors shall retire from office. The Councilors to retire each year shall be firstly those who have been appointed to fill any casual vacancies and secondly those who have been longest in office since their last election but as between persons who became councilors by election on the same day those to retire shall (unless they unanimously agree among themselves otherwise) be determined by lot provided that in any event any member of the council who does not retire from office at an Annual General Meeting shall retire at the next succeeding Annual General Meeting.
- b. That on implementation of clause 18 (a) the six longest standing councilors will stand down for re-election.
- c. Retiring councilors, upon nomination, in each case shall be eligible for re-election.
- d. In the event of a position becoming vacant on the Council at a time less than six months prior to the Annual Meeting, such vacancy shall be filled by a unanimous resolution of Council unless in the Council's discretion it determines to hold a postal ballot to fill such vacancy. If council fills vacancy such nominee shall be required to submit name for re-election at the succeeding Annual Meeting and shall take up their duties immediately upon appointment or election as the case may be.
- e. Subject to the foregoing Councilors shall take up their duties immediately after the Annual Meeting next following their election to office if they were elected by ballot.
- f. The office of a member of the council and, if such Councilor is also President or Vice President then such office shall become vacant if the member
  - i. Becomes bankrupt or makes arrangements or composition with his creditors generally
  - ii. Becomes of unsound mind
  - iii. Resigns his office by notice in writing to the Association
  - iv. From more than three consecutive meetings is absent without permission of the Council from the meetings of Council held during that period
  - v. Ceases to be a member of the Association
  - vi. Is directly or indirectly interested in any contract or proposed contract with the Association provided however that a member shall not vacate his office by reason only of his being a member of any corporation or association of which he does not have effective control which has entered into or proposes to enter into a contract with the Association, provided further that nothing in this sub-clause shall permit the contravention of the provisions of clause 3 hereof.
- g. **(This version of clause 18 (g) was adopted 22 July 2008.)** Elected councilors shall hold office for a term of three years. After that councilor has served two (2) consecutive full terms on council (six consecutive years) that councilor shall retire and stand down for a minimum of one full year before being eligible for re-nomination to council. Ineligible councilors may be co-opted by the new council to fill any vacancies to allow for continuity of their work and knowledge.

19. The President shall be the chief officer of the Association and shall preside at all meetings for the council and of the members. He shall see that the rules of the Association are enforced and shall perform the other duties that may be prescribed from time to time by Council. He shall be ex-officio member of all committees.
  - a. The President shall be elected annually by the members of the Council from among their members at the first meeting of Council held following each Annual General Meeting of the Association.
  - b. The President shall remain in office for one year and shall be eligible for re-election provided that he relinquishes his position for one year after four consecutive years in office.
20. The Vice President shall be elected in the same manner and hold office under the same terms as the President. In the absence of the President, the Vice President shall have the power and shall perform the duties of the President and all other duties prescribed by the Council.
21. The office of Secretary/Treasurer shall be filled by the Council appointment of a qualified individual. The Secretary shall be appointed under such terms and conditions as the Council may from time to time determine, including payment of a salary or honorarium. The Secretary shall be the custodian of all documents and records of the Association and records of authority for pedigrees. He/She shall execute the certificates of pedigrees issued by the Association. He/She shall edit and compile the studbook and Registry. He/She shall be ex-officio secretary to all committees appointed by the President of Council.
22. The Association at its Annual General Meeting shall appoint a properly qualified auditor who shall at least once a year examine the accounts of the Association and ascertain the correctness of the balance sheet and the profit and loss account.
  - a. If any casual vacancy occurs in the office of Auditor appointed by the Association the Council shall appoint an Auditor to carry on the duties of Auditor until the next Annual General Meeting.
  - b. The remuneration of the Auditor shall be fixed by the Council.
23. An Executive Council of five shall be elected from Council. Such Executive Council may deal with urgent matters which may arise between Council meetings. The powers delegated to such Executive Council being such as may be defined from time to time by Council. All decisions of the Executive Council shall be reported by it to the next meeting of Council for endorsement.

#### **Indemnity**

24. Every member of the Council, Auditor, Secretary, and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his/her office which is incurred by him in defending any proceedings whether civil or criminal in which judgement is given in her/his favor or in which he/she is acquitted or in connection with any application under the act in which relief is granted to him/her by the Court in respect of any negligence, default, breach of duty or breach of trust.
25. No officers of the Association shall be liable for the acts, receipts, neglects or defaults of any other officer of the Association or for any loss occasioned by any error of judgement or oversight on his/her part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of her/his office or in relation thereto unless the same happened through his/her own willful default or dishonesty.

#### **Election of Councilors**

26. The Secretary or such other responsible person (who need not be a member of the Association) as may be appointed by the Council prior to the calling of nominations shall be the Returning Officer provided however that no person shall be eligible to be appointed as Returning Officer if he/she had a personal interest in the result of the election other than as a member of the Association or is related in any way to any of the candidates.
27. The election of Council shall be by postal vote. Notice will be sent by the Secretary to all life, full, Constituent and family members at least 60 days before the annual meeting advising of the names of the Council who are retiring, along with nomination papers which must be returned to the Secretary at least 30 days before the meeting should they wish to make a nomination. Each of the three elective members of the Council shall be nominated individually in writing by at least two financial members and any such nomination shall be signed by the nominee. Ballot papers will then be prepared and forwarded to members not less than 14 days before the annual general meeting who may vote for any of the indicated members and return the completed ballot papers to the

Returning Officer in order to be received by him/her at least four hours before the advertised commencement time of the Annual Meeting.

### **Meetings**

28. Meetings of the Association shall be general meetings, annual general meetings, or special general meetings.
29. No member of the Association shall be eligible to exercise a vote by person, representative or proxy at any meeting of the Association unless such member had paid his current subscription together with all arrears of subscription, if any.
30. An Annual general meeting of the Association shall be held once in every calendar year at such time being not more than 15 months after the hold of the last preceding annual general meeting and at such place as the Council may appoint provided that such time and place coincides with a National Show if reasonably possible, for the purpose of receiving and if thought fit adopting the President's report and the Treasurer's report including a balance sheet, income and expenditure account and profit and loss account for the preceding year and any report or reports from the Council and for the purpose of the election of councilors, Treasurer and Auditor, if such election is required, to hold office as herein provided and for the purpose of transacting such other business as shall have been specified in the notice convening the meeting or as may be brought forward without notice by unanimous consent of the meeting not being business of which notice is required by the constitution.
31. A Special General meeting may be called by a majority of the Council or by not less than 20 members entitled to vote at the time of such requisition. Any request to call a special general meeting shall be made in writing addressed to the secretary and signed by each of those members requisitioning the meeting or by the majority of the Council as the case may be, and shall specify the business to be brought before the meeting. Notice of the calling of a special meeting shall be issued within seven days of the date of the receipt by the secretary of such requisition and if notice of the calling of such meeting is not issued within such period of seven days those who requisitioned the meeting or a majority of them may themselves call the meeting. No business other than that specified in the notice convening the meeting shall be transacted at any special general meeting.
32. The Council may either of its own volition at any time or at the discretion of any meeting of the Association call general meetings of the Association at such time and at such place as the Council may appoint.
33. Thirty 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 the meeting and in the case of annual or special general meetings specifying the business to be transacted thereat shall be given of any annual, annual general or special general meeting of the Association to such persons as are entitled to receive such notice from the Association.

### **Proceedings at Meetings**

34. No business shall be transacted at any general, annual, special or special general meeting of the Association or any meeting of the Council unless a quorum of members entitled to vote is present at the time when the meeting proceeds to business. Save as herein otherwise provided 10 members present and entitled to vote shall be a quorum for a general meeting, 15 members present and entitled to vote shall be a quorum for an annual general meeting and for a special general meeting and five members in person and entitled to vote shall be a quorum of a Council meeting. For the purposes of the article "member" includes a person attending personally as the representative of a constituent or full member.
35. If within half an hour from the time appointed for a meeting a quorum is not present the meeting if a general meeting or if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or in the case of Council meetings to such other day and at such other time and place as the council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members then present (being not less than two) shall be a quorum.
36. The President shall preside as chairman of every general, annual general or special general meeting of the Association and of every meeting of Council or if there is no President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act

then the Vice President shall be the chairman or if the Vice President is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.

37. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
38. At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the resolution of the show of hands) demanded:-
- a. By the chairman
  - b. By at least three members entitled to vote and present in person or by proxy or present as representative of a constituent member

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor or against the resolution. The demand for a poll may be withdrawn

39. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
40. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
41. Proxy Votes
- a. Proxy votes may only be recorded at a General, Special General Meeting and Annual General Meeting of the Association on matters appearing on the agenda for such meeting or any adjournment thereof, and a copy of such agenda has been posted to members not less than 30 days prior to the first call of such meeting.
  - b. Proxy votes at council meetings may only be exercised by another duly appointed councilor.
42. The instrument appointing a proxy shall be in writing in the following form or a form as near thereto as circumstances permit given under the hand of the appointer or of his attorney duly authorized in writing or if the appointer is a corporation either under seal or under the hand of any officer or attorney duly authorized;

**THE APPALOOSA HORSE ASSOCIATION FO N.Z. INC**

I

of

Being a member of the above named Association hereby appoint  
or failing him/her  
of

as my proxy to vote for me on my behalf at the (Annual or special or general) meeting of the Association to be held on the            day of            19    , and at any adjournment thereof.

Signed this            day of            19

Proxy votes may only be recorded at General, Special General and Annual General Meetings on material as circularized to members on the agenda as circulated for the particular meeting.

A proxy may but need not be a member of the association. The instrument of appointing proxy may be deemed to confer authority to demand or join in demanding a poll.

43. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within New Zealand as is specified for that purpose in the notice convening the meeting not less than seven days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote

- or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or of the revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
  45. Any member shall have the right to attend any meeting of the council of the Association but shall not have the right to vote thereat unless such member is a council member.
  46. Where under these rules prior notice is required of the intention to move any resolution the chairman of any general or annual general meeting of the association, of any meeting of the Council and of any meeting of any subcommittee of the Council may in his discretion all such matter to be brought before such meeting for discussion and may allow such motion to be submitted to such meeting notwithstanding that insufficient or no required notice of intent to move such resolution or of the content to the proposed resolution was given but no resolution passed upon such matter shall be binding as a resolution of the Association but shall serve only as the opinion of the members personally present at the meeting and the Association, the Council or the subcommittee as the case may be shall be at liberty to take such action as it thinks fit in the light of the opinion of the meeting so expressed.

#### **Powers and Duties of the Council**

47. The business of the Association shall, subject to the rights and powers of the Association in general or special general meeting, be managed by the Council which may pay all expenses incurred in promoting and registering the Association or registering any change of rules of the Association and may exercise all the powers authorities and discretions and do all such acts and things as the Association is authorized to exercise or do and which are not hereby statute directed or required to be exercised or done by the Association in general, annual general or special general meeting by subject nevertheless to the provisions of any statute and of these presents and to any resolution or rule from time to time made by the Association in general meeting provided that no resolution or rule so made by the Association shall invalidate any prior act of the Council which would have been valid if any such resolution or rule had not been made.
48. The Council shall not have the power to spend on any one item more than a sum of money of an amount to be fixed from time to time by the Association in general meeting without the council first obtaining majority approval for such expenditure from those members responding to the postal poll of all members entitled to vote at the time of such poll.
49. Subject to Clause 48, the Council may not exercise the powers of the Association in respect to acquiring, exchanging, leasing or selling any interest in real property or of borrowing money upon security of the Associations' real or personal property or otherwise mortgaging or charging such property or of renewing, varying or rearranging any mortgage or charge properly made or the giving of any guarantee except in such case by prior authorization of the Association by a two thirds majority of members voting at an Annual or special general meeting of the Association and of which business proper notice in accordance with Clause 33 hereof has been given.
50. The Council shall have the power to make regulations not being inconsistent with this constitution in relation to the Association or in furtherance of its objects by resolution carried by at least a majority of the votes cast at a duly convened meeting of the Council pursuant to a notice of intention to move the resolution or one substantially similar lodged with the Secretary at least 21 days before the day upon which the meeting is to be convened and any such notice shall be included by the secretary in the notice convening the meeting. The Council shall have the power at any time in like manner to annul or vary any such regulations as made and all regulations so made and for the time being in force shall be binding on the members of the Association and shall have full effect accordingly.
51. Any member of the Association may at any general, annual general or special general meeting of the Association move the revision, amendment or revocation of any regulation made by the Council under Clause 50 hereof provided written notice of such member's intention to move such revision, revocation or amendment of such regulation including notice of the proposed amendment if such



be the case be given to the Secretary at least 21 days in advance of the meeting. The Secretary shall include such notice in the notice to members calling the meeting.

### **Proceedings of the Council**

52. The Council shall meet together at least once during each year and on such other occasions as they may be expedient for the dispatch of business. The Council may adjourn or otherwise regulate its meetings as it thinks fit. Notice of meetings shall be given to all Council members by the Secretary no less than ten days before the meeting. The Executive may at any time and the Secretary shall on the requisition of three members of Council summon a special meeting of the Council and in such event the notice convening such meeting shall specify the business to be dealt with.
53. Subject to these regulations any question arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the members of Council unless otherwise specified in those rules shall for all purposes be deemed a determination of the Council. In case of the equality of votes the Chairman of the meeting shall have a second or casting vote.
54. A member of the Council shall not vote in respect of any contract or proposed contract with the Association in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.
55. The continuing members of the Council may act notwithstanding any vacancy in the Council but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Council the continuing members or members may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the Association but for no other purpose.
56. The Council may delegate any of its powers to subcommittees consisting of such member or members of the Council or of the Association as they see fit. Any sub-committee so formed shall in exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
57. A sub-committee may elect a chairman at its meeting. If no such Chairman is elected or if at any meeting the chairman is not present within ten minutes after the time appointed for the holding of the meeting the members present may choose one of their number to be chairman of the meeting.
58. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting of the sub-committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
59. All acts done by any meeting of the Council or of a sub-committee or by any person acting as a member of the Council or of a sub-committee shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid or that the members of the Council or any of them were disqualified from holding office, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
60. Notice of each meeting of the Council given under Clause 52 hereof shall include an agenda which shall include particulars of the business to be discussed by the Council and any business which may come to hand subsequent to the notice but prior to the meeting shall so far as possible be notified to each Councilor forthwith.
61. Council shall cause minutes to be made:-
  - a. Of all appointments of officers,
  - b. Of names of members of the Council present at all meetings of the Association and of Council,
  - c. In full, of all proceedings at all meetings of the Association and of the Council. Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
62. Subject to Clause 48 and 49 the Council may with a majority decision of Council exercise the following powers and authorities:-
  - a. To purchase or acquire (at such price as the Association may consider proper) any real or personal property of any description or any interest herein and whether in New Zealand or elsewhere with power to allow the whole or any position of the purchase to remain owing on mortgage of the property so purchased and with further power to apply in reduction of the principal sum owing any such mortgage of the property so purchased and with further power to apply in reduction of the principal sum owing any mortgage raised by the Association the

whole or any part of the income from time to time received from the property so mortgaged or other income of the Association.

- b. To take purchase or otherwise acquire and hold shares debentures or other security in any company.
- c. To sell or join in selling all or any part of the real and personal property forming a part of the Associations assets either by public auction or private contract or in such other manner (including the granting of options to purchase) and subject to such terms and conditions of the Association shall think fit with power to give time for payment of the purchase money with or without security AND without being liable for loss to allow such portion of the purchase money as the Association thinks fit to remain owing on mortgage although the margin of security may not be sufficient for the purposes of the Trustee Act and with power also to buy in any property offered by the Association and to rescind any contract of sale and to sell again without being responsible for any diminution in price and to subdivide land make and dedicate streets, roads or access ways to construct and lay sewers water mains and any other amenities in connection with any such subdivisions and to comply with the requirements of any local body or other authorities and generally to deal with the same in all respects as if the Association were the absolute owner of the property sold.
- d. To postpone the sale of any real or personal property forming part of the Associations assets and not of immediate use for the purpose of the Association of so long as the Association thinks fit notwithstanding that such property may be of a wasting speculative or reversionary nature.
- e. To let lease or bail or join in so doing any freehold or leasehold property and/or any plant and chattels which or an interest in which for the time being forms part of the Association assets either from year to year or for any term of years or otherwise at such rent and subject to conditions as the Association thinks fit including at the discretion of the Association an optional or compulsory purchasing clause or a covenant giving the right of renewal of fixed periods or in perpetuity and also to accept surrenders of lease tenancies and bailments and generally to manage the same as the Association shall think fit and to take on lease or under bailment any freehold or lease hold property and /or any plant and chattels or an undivided interest therein from any person or persons either from year to year or for any term of years of otherwise at such rent and subject to such terms and conditions as the Association thinks fit including at the discretion of the Association an optional or compulsory purchasing clause and also to surrender leases and tenancies and bailments and generally to deal with the same as the Association thinks fit.
- f. From time to time to obtain the renewal of any lease grant or tenancy or occupation of any land which or an interest in which for the time being form part of the Association assets and of any easement right or privilege annexed in enjoyment thereto for such term at such rent and upon and subject to such terms and conditions as the Association thinks fit.
- g. To invest the Association assets in the purchase or acquisition of lands machinery plant or stock for farming purposes and to carry on the business of farming on any land owned leased or occupied by the Association on such conditions as the Association may from time to time decide and for this purpose to purchase acquire or take on lease or bailment any livestock plants machinery and equipment required for such farming operation and to use and employ such livestock plant equipment and machinery in such manner and for such purpose as the Association may from time to time decide and to develop and to effect any improvements u[on any such lands and to erect buildings fences yards landing strips storage and other buildings fold controls and stop banks and such plant as may be required for farming purposes and to let or sublet or bail any farm land plant or equipment machinery or stock or any parts thereof from year to year or for any term of years at such rent and subject to such covenants and conditions as the Association may think reasonable and to accept surrender of leases and bailments.
- h. To enter into exchanges of land stock and plant upon such terms and at such values as the Association thinks fit.
- i. To invest all or any money coming into the hands of the Association in such security or securities and whether in New Zealand or elsewhere (not withstanding that such modes of security or securities may not be such as are the time being authorized by law for the investment of the Association or Trust funds) as in the opinion of the Association may be

beneficial to the Association and no Trustee shall be responsible or accountable for any loss resulting for the accruing to or sustained by the Association by reason of the investing as aforesaid of any such money.

- j. To expend moneys in advertising the objects and functions of the Association and to promote knowledge of and interest in the objects of the Association by all means.
- k. To draw make accept endorse discount execute and issue promissory notes cheques bills of exchange warrants and other negotiable securities or transferable instruments.
- l. To institute intake or take and to defend comprise or abandon legal proceedings involving the property or affairs of the Association.
- m. Generally to maintain repair manage improve and develop any real or personal property which or an interest in which for the time being forms part of the Associations assets and in the discretion of the Association to expel capital moneys for the said purposes or any of them.
- n. To allow any property or investments coming into the hands of the Association to remain in its existing form for such period or periods as the Association thinks fit and during such postponement to make out of the Associations assets any outlay the Association may think proper for payment of the calls or shares or otherwise in respect of any shares in companies or exercise the same powers as the Association might do if it were the absolute owner thereof.
- o. For the purpose of repaying or re-arranging mortgages or sub-dividing and/or improving any real or leasehold property or for commencing or carrying on or assisting any partnership or other business or assisting any company in which the Association has an interest or for the purpose of purchasing any property or making any investment authorized by these presents and for any other purpose whatsoever deemed by the Association to be in the interest of the Association to borrow raise either alone or jointly or in common with others to otherwise any moneys on mortgage or overdraft or otherwise with or without security by way or mortgages charges installments by way of security liens or securities over land plant and chattels or any other property of whatsoever description from any person firm company or corporation at such rate of interest and for such term and generally on such conditions as the Association shall think fit and to sign and execute any mortgage deed agreement or other document in connection therewith AND any person firm company bank or corporation lending money to the Association shall be in no manner concerned to enquire as to the application of such moneys or as to the purpose for which such moneys may be borrowed.
- p. To enter into or join in entering any guarantee by the Association alone or together with any other person or persons or company the giving of which the Association shall consider to be in the interest of the Association and to authorize any company in which the Association shall hold shares to enter into such guarantee or enter upon any other arrangement whatsoever which the Association shall deem to be in its own interest.
- q. From time to time to renew vary or re-arrange upon such terms as the Association thinks fit any mortgages charges or debt or overdrafts payable out of the Associations assets and guarantees given by the Association and also to renew vary or rearrange upon such terms as the Association thinks fit any mortgage charges or debts forming part of the Associations assets whether or not the same shall therefore constitute an investment authorized by the Trustee Act 1955 or by these presents.
- r. To start and subscribe to depreciation funds or to other reserve funds for any purpose the Association may deem advisable.
- s. To agree and settle accounts with all person firm or companies liable to account to the Association and to compromise all questions relating to the Associations assets and to grant effectual receipts discharges and releases.
- t. To employ and discharge such servants agents overseers employers valuers stock and station agents and other agents surveyors engineers, valuers solicitors accountants and other persons as the Association may think fit, and to pay such fees salaries wages or other remuneration in every case as the Association may deem expedient AND generally at the uncontrolled discretion of the Association instead of acting personally to employ and pay any person firm company or corporation to do any act of whatsoever nature relating to the Associations affairs including the receipt and payment of money without being liable for loss incurred thereby and any member of the Association being a person engaged in any business of profession may be so employed to act and shall be entitled to charge and receive all usual professional and other

charges for work done in connection with the Associations affairs including acts which the Association could have done personally.

- u. To enter into any arrangements with any Government or authority supreme municipal local or otherwise that may seem conducive to the objects of the Association or any of them and to obtain from any such Government or authority any rights privileges and concessions which the Association may think desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- v. To grant pensions and allowance and to make payments towards insurance calculated to benefit employees of the Association and to establish superannuation funds or to support and make payments for or on account of employees to any superannuation fund.
- w. To apply for promote and obtain any statute order regulation or other authorization or enactment which the Association deems calculated directly or indirectly to benefit the Association.
- x. To apply for secure acquire by grant legislative enactment transfer purchase or other and to exercise carry out and enjoy any charter license power authority franchise concession right or privilege which any Government or Authority or any corporation or other public body may be empowered to grant and to pay for aid in and contribute towards carrying the same into effect.
- y. To delegate any work of the Association to any manager secretary administrator or other employee which the Association may think fit to engage upon such terms and conditions as the Association may resolve.

#### **Amendments**

63. The Council shall have the power and authority to make amend repeal and enforce any rules and regulations not contrary to law nor inconsistent with this constitution as they may deem expedient concerning the conduct, management and activities of the Association.

The admission classification qualification suspension and expulsion of members removal of officers the rules and regulations concerning the procedure of such suspension and expulsion and removal, the fixing and collecting of dues and fees, regulations regarding studbook registrations the expenditure of money the auditing of books and records, the awarding of championships the conducting of shows contests exhibition races sales and social functions and other details relating to the general purpose of the Association. However subject to revision or amendment by the members at any regular or special meeting of the members provided written notice of intention by any members to move the revision or specified amendment of any rule or regulation shall be mailed to all members at least thirty (30) days in advance of meeting.

#### **Alteration and amendment of Constitution**

64. ***(This version of clause 64 was adopted 25 July 2003.)*** No alteration of amendment shall be made to this Constitution except at an annual general meeting or special general meeting convened for such purpose and when there has been included in the notice convening the meeting a notice of intention to move the proposed resolution to effect an alteration or amendment similar in substance to that effected at the meeting. Any alteration or amendment to the Constitution shall require a majority of three-quarters of those personally present and voting at the meeting. Notice of any motion to effect an alteration or amendment must be given to the Secretary in writing forty (40) days clear before the date of the meeting at which the motion is to be moved and due notice of the alteration or amendment shall be given by the Secretary to the members in accordance with Clause 33 hereof. **No addition to or alteration or recession of the Rules shall be approved if it affects the non-profit aims, person benefit clause or the winding up clause of this Constitution.**

#### **Notices**

65. A notice may be given by the Association to any member either personally or by sending by post to him at his registered office or the postal address if any given by him to the Association for the purpose of giving notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing to the members, prepaying and posting a letter containing the notice and shall be deemed to have been effected in the case of a notice of meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

#### **Urgent Business**

66. If in the opinion of the Chairman any matter of urgent importance has arisen which require immediate discussion any Councilor may with the consent of three quarters of the members of Council present at any Council meeting, or any member may with the consent of three quarters of the members of the Association present at any general meeting of the Association submit any urgent notice without having given the special notice required.

#### **Chairman's Ruling**

67. At all meetings the Chairman's ruling shall be final on all matters of order and procedure and practice.

#### **Banking**

68. A banking account will be kept in the name of the Appaloosa Horse Association of N.Z. Inc.
69. Subject to Clause 70 hereof all cheques promissory notes drafts bills of exchange and other negotiable instruments paid to or paid on behalf of and all receipts for money paid to the Association shall be signed and endorsed or otherwise executed as the case may be in the name of the Association by the Treasurer and such other members of the Council as the Council may from time to time determine
70. Every sum paid on behalf of the Council amounting to \$10.00 or more shall be paid by cheque upon the Associations bankers and shall be crossed "Not Negotiable" PROVIDED HOWEVER that those cheques drawn expressly for the encashment in payment of salaries or wages due or recoupment of petty cash shall be signed in the name of the Association by such two persons as the council may from time to time authorize.

#### **Accounts**

71. The Council shall cause true accounts to be kept of the sums of money received and expended by the Association and of the matter in respect of which receipt and expenditure takes place and of property credits and liabilities of the Association and shall distribute to the members copies of every profit and loss account and balance sheet provided however that the Council shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date no more than six months before the date of the meeting which shall be accompanied by a copy of the auditor's report thereon. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with regulations of the Association for the time being in force all accounts and accounting records of the Association shall be open to the inspection of the members.

#### **Trustees**

72. All real property of the Association shall be held in the names of three trustees who may be appointed for the purpose from time to time by the Council.

#### **Registered Office**

73. The registered office of the Association shall be situated at Taupo or at any other place in New Zealand as the Council may from time to time determine.

#### **Seal**

74. The Secretary shall have custody of the common seal of the Association and such seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of a member of the Council and of the Secretary or such other person as the Council may appoint for the purpose and such member of Council and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

#### **Winding up**

75. The Association may be wound up if a resolution to that effect is passed at the annual general meeting or at any special general meeting called for such purpose provided that such resolution is confirmed by a subsequent special general meeting convened for the purposed and held not earlier than thirty (30) days after the annual general meeting or special general meeting at which such resolution was first passed.
76. ***(This version of clause 64 was adopted 25 July 2003.)*** Upon the winding up or dissolution of the Association the property of the Association after payment of all debts and liabilities of the Association shall be given or transferred to such other institution or institutions **in New Zealand** having objects similar to the objects of the Association as is determined by the members of the Association at or before the time of winding up or dissolution and is and so far as effect cannot be given to the aforesaid provisions then to some charitable institution **in New Zealand**.