

APPALOOSA HORSE ASSOCIATION OF NEW ZEALAND INCORPORATED

Constitution

2019 Revision



As per all constitutional Remits passed at the AGM 4 May 2019, and since applied.

These rules were registered in full as an Alteration of Rules with the Incorporated Societies Registrar 15 August 2019. These rules are in effect from the date registered and up to and including such date as a full or partial replacement by way of an Alteration of Rules is filed with the Incorporated Societies Registrar.

The Appaloosa Horse Association of New Zealand Inc.

CONSTITUTION

NAME

- 1 The name of the association is the APPALOOSA HORSE ASSOCIATION OF NEW ZEALAND INCORPORATED (**the Association**).

OBJECTS

- 2 The purposes of the Association are:
- (a) To preserve, improve, standardise and promote the horse known 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 horses;
 - (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;
 - (f) No members shall have a proprietary interest in any property of the Association; and
 - (g) The objects of the Association shall not be carried out for the purpose of gain or profit to its individual members.

PECUNIARY GAIN

- 3 All income and property of the Association is to be applied solely towards promoting of the objects of the Association. No portion of the Association's income or property shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the Members of the Association.
- 4 Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member in return for services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by the Association's trading bank for overdrawn bank accounts on or reasonable and proper rent for premises let by any Member to the Association.

(The provision and effect of this Clause shall not be removed from this document and shall be included and implied onto any document replacing it).

MEMBERSHIP

- 5 Any person, corporation, company, partnership, association or society being an owner of an Appaloosa horse which is eligible for registration or being interested in Appaloosa horses as defined in the Breed Handbook (and can trace lineage of one or more ancestors back to the Appaloosa Horse Club Studbook) and in the objects of the Association (Applicant) may make application to the Secretary in writing for membership under an appropriate class of membership in the form prescribed by the Council from time to time.
- 6 Upon payment of the appropriate application and membership fees, and approval of the application by the Council the Applicant shall become a Member of the Association and be entitled to the rights and privileges of that particular class of membership to which they have been accepted.
- 7 Existing members at the date of the adoption of these Rules shall be Members of the Association.
- 8 The Association shall consist of members divided into the following classes (**Members**).
- a) **Life Members** being natural persons. The period of membership shall be for a period of twenty years. Each life member shall have one vote.
 - b) **Individual Member** for individual adults being not less than 18 years of age. Each individual member shall have one vote.
 - c) **Constituent Members** for companies, corporations, firms, partnerships, executors, institutions. Constituent members are entitled to two nominees, each of whom may exercise full rights of membership on behalf of their nominators. Such members nominate two persons to act in its name. Each constituent membership shall have one vote.

- d) **Family Membership** For families consisting of one or two parents or guardians and their dependent youth(s) as defined in clause 8 e). 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.
- e) **Youth Members** being children under the age of 19 years at the commencement of the show season, in the year of application, who shall be eligible to attend and speak at meetings but shall not be entitled to vote or hold office of the Association. The Association reserves the right to request proof of age at any time.
- f) **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.
- g) **Day Membership** for showing purposes to allow a person to compete in Appaloosa shows or classes under special circumstances as defined by and in accordance with the Breed Handbook. A person may have no more than 5 Day Memberships per membership year. A Day Membership does not include any voting or registration privileges or any other rights of other membership classes.

SHOWING RIGHTS: For registered Appaloosas to be eligible to show in approved Appaloosa Halter events and gain points at approved shows, the owner and exhibitor must be financial members of the Association.

- 9 Each Member on paying the Membership Fee, application fee or such other required amount 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, addresses of those Members and the dates at which they became 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 Council shall set an annual subscription (Membership Fee) for each class of Membership, which shall fall due for payment on the first day of August each year. The following process shall apply to all classes of membership:
 - a) A notice to Members reminding them to renew their subscriptions shall be sent by the Secretary to all Members (at the address provided by the Member), not less than 28 days prior to the due date of payment. Non-receipt by any Member of such notice shall not be deemed sufficient reason for non-payment of any Membership Fee.
 - b) Any membership renewal remaining unpaid as at the 1 August of the new membership year or 28 days from the date of issue of membership renewal reminder notification as per clause 11.a, whichever is the later, shall not be a current financial member and shall revoke all membership privileges until such time as the membership has been paid in full for the current membership year.

CESSATION OF MEMBERSHIP

- 12 A Member may at any time by giving notice to the Secretary resign from being a Member of the Association. The resigning member shall remain liable for any Membership Fee and all arrears due and unpaid at the date of resignation and for any other monies due by the Member to the Association.
- 13 A Member shall cease to be a member if:
 - a) the Member resigns by notice in accordance with Clause 12;
 - b) the Member dies;
 - c) being a representative, his appointment as such shall be revoked by the principal by notice in writing to that effect to the Secretary of the Association;
 - d) the Member is declared mentally incapable pursuant to the Protection of Personal and Property Rights Act 1988 or;
 - e) the membership is cancelled in accordance with Clause 13 c); ***or***
 - f) the Member is expelled in accordance with Clause 14 or during any period for which the Member may be suspended pursuant to the said Clause 14.

DISCIPLINARY PROCEEDURE

- 14 If any Member:
 - a) willfully refuses or neglects to comply with the provisions of this Constitution, any rules and regulations of the Association; or
 - b) is guilty of any conduct *in any respect*, which in the opinion of the Council, is unbecoming of a Member or prejudicial to the interests of the Association; or
 - c) is in breach of any payment, whether Membership Fee, penalty fee or any other fee levied by the Association,

the Council shall have the power to reprimand, fine, discipline, suspend or expel the Member from the Association by resolution of the Council to that effect recording such fine, discipline, suspension or expulsion against that member and the imposed duration applied and erase their name from the current years registry of Members. Any Member or non-member may be denied any or all privileges of the Association for any false advertising and any false registration certificate maybe cancelled by the Council.

- 15 Where a disciplinary matter is raised, minimum 25 days written notification to the council and the member via their recorded email or postal address is to be sent advising of the matter being raised and advising of the date and location of hearing inviting the member to be heard in respect to the matter raised or to submit written response to be tabled at the hearing. Council will make a decision by majority vote on the matter raised based on all information supplied.
- 16 Any Member that is aggrieved by any decision of the Council given against them pursuant to Clause 14 and/or 15 shall have the right of appeal to the Association in a Special General Meeting. Any Member wishing to exercise their right of appeal shall give notice of the appeal to the Secretary in writing within 14 days of the date upon which they receive notice of the decision of the Council from which they wish to appeal. The notice of appeal shall be accompanied by a deposit of \$150.00 which shall be refunded in the event of the appeal being successful. Any notice of appeal without such a deposit shall be void. At any meeting of the Council or Special General Meeting of the Association summoned pursuant to this Clause the Member whose conduct is under consideration shall be entitled to be represented by an independent representative.
- 17 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 temporary suspension is to deny the Member further Association privileges until the Council, or the Association as the case may be, can hear and determine the matter.

OFFICERS

- 18 The Officers of the Association shall be as follows:
 - President
 - Vice President
 - Councillors
 - Secretary
 - Treasurer
- 19 The only Members eligible to be elected as Officers of the Association shall be natural persons being any full financial member being an adult 18 years or older with voting rights within the terms of membership as per clause 8, of the Association residing in New Zealand.

Patron

- 20 The Association may at its Annual General Meeting, appoint or reappoint any person to the position of Patron for any term and on any conditions as the Association sees fit.

Councilors

- 21 The Council shall consist of up to 9 Councilors, but no less than a council meeting quorum as per clause 48, which includes 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.
- 22 Councilors shall hold office for a term of three years. At each Annual General Meeting of the Association one third of the Councilors shall retire from office. The Councilors to retire each year shall be firstly those who have been appointed by the Council 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, retirement shall (unless unanimously agreed among themselves otherwise) be determined by lot.
- 23 Retiring Councilors, upon nomination in each case, shall be eligible for re-election.
- 24 In the event of a position becoming vacant on the Council at a time less than six months prior to the Annual Meeting, the vacancy shall be filled by a unanimous resolution of Council unless in the Council's discretion it determines to hold a postal vote to fill the vacancy. If the Council fills any vacancy such nominee shall be required to submit their 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.
- 25 The office of a member of Council including President or Vice President, shall become vacant if the Officer:
 - a) becomes bankrupt or makes arrangements or composition with his creditors generally;
 - b) is declared mentally incapable pursuant to the Protection of Personal and Property Rights Act 1988;
 - c) resigns their office by notice in writing to the Association;

- d) is absent from more than three consecutive meetings without submitting an apology to Council
- e) ceases to be a member of the Association.
- f) has been found guilty by the council of the Assn. as a result of disciplinary action.

26 The Council may co-opt such Members as it deems necessary to assist the Council with growth, succession planning, continuity of work and retention of knowledge of the Association providing that such co-option is not contradictory to any other clause contained herein.

President

27 The President shall remain in office from election until the council meeting immediately after the following AGM and shall be eligible for re-election provided that he/she relinquishes his/her position for one year after four consecutive years in office. (For the purposes of this and other related clauses, a year being defined as the time from one AGM to the next.)

28 The President shall be elected annually by the Council from among its Members at the first meeting of Council held following each Annual General Meeting of the Association.

Vice President

29 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.

Secretary / Treasurer

30 The office of Secretary/Treasurer shall be filled by the Council by appointment of a qualified individual. The Secretary/Treasurer 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/Treasurer shall do all tasks as detailed in this Constitution, the secretary/treasurer Role Description drawn up by the Council and as otherwise directed by the Council.

Council at its discretion may delegate task, duties, roles or responsibilities contained within the Secretary/Treasurer Role Description as they see fit to best achieve the efficient and effective administration of the Association based on the human resources available.

31 The Secretary shall be ex-officio secretary to all committees appointed by the President or Council.

Auditor

32 The Association at its Annual General Meeting shall appoint a properly qualified Auditor who shall, at least once every five years audit the accounts of the Association and ascertain the correctness of the Balance Sheet and the Income and Expenditure account.

The accounts of the Association shall be reviewed by a properly qualified and impartial reviewer every year that the accounts are NOT audited, the reviewer shall be appointed in the same manner as the Auditor.

33 If any casual vacancy occurs in the office of the Auditor/Reviewer appointed by the Association, the Council shall appoint an Auditor/Reviewer as defined in clause 32 to carry on the duties of Auditor/Reviewer until the next Annual General Meeting.

Annual financial statement

(1) Every society shall deliver annually to the Registrar, in such form and at such time as is required, a statement containing the following particulars:

- (a) The income and expenditure of the society during the society's last financial year:
- (b) The assets and liabilities of the society at the close of the said year:
- (c) All mortgages, charges, and securities of any description affecting any of the property of the society at the close of the said year.

(2) The said statement shall be accompanied by a certificate signed by two officers of the society to the effect that the statement has been submitted to and approved by the members of the society at a general meeting.

(3) If any default is made by a society in the observance of the provisions of this section, every officer of the society shall be liable to a fine not exceeding [10c] for every day during which the default continues.

(4) Nothing in this section applies to a society that is—

- (a) an issuer within the meaning of section 4 of the Financial Reporting Act 1993; or
- (b) a charitable entity within the meaning of section 4 of the Charities Act 2005.]

EXECUTIVE COUNCIL

34 An Executive Council of five shall be elected from Council. The Executive Council may deal with urgent matters which may arise between Council meetings. The powers delegated to the Executive Council being 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 ratification and endorsement.

INDEMNITY

- 35 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 office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his/her 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.
- 36 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 judgment or oversight on their part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same happened through their own willful default or dishonesty.

ELECTION OF COUNCILLORS

- 37 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 that no person shall be eligible to be appointed as Returning Officer if they have a personal interest in the result of the election other than as a Member of the Association or they are related in any way to any of the candidates.
- 38 The election of Council shall be by postal or secure online vote. Notices will be sent by the Secretary to all Life, Individual, Constituent and Family members at least 60 days before the Annual Meeting advising them of the names of the Council who are retiring, together with nomination papers which must be returned to the Secretary at least 35 days before the meeting should they wish to make a nomination. Each of the elective members (as per clause 19) 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 General Meeting.

MEETINGS

- 39 Meetings of the Association shall be General Meetings, Annual General Meetings or Special General Meetings. Any meeting convened can be held in both a North Island and South Island locations provided that the meetings taking place are held at the same time and date i.e. simultaneously (to prevent tainting of results) to be treated as the same meeting. At least one of the locations must have a quorum present in person as per clause 48. Both locations must have reliable real-time conference communication facilities which are connected to each other for the duration of proceedings of the General, Special General or Annual General Meeting. Advice of both Meeting locations is to be notified in the prescribed manner. The Chairperson for each meeting location will be President, Vice-President or an elected Chairperson as determined by clause 50.
- 40 In addition the Council and Executive Council shall meet at such times and in such manner as determined by those bodies.
- 41 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 has paid his current Membership Fee together with all arrears of subscription, fees and/or dues, if any.
- 42 Councilors unable to physically attend a meeting of the ApHANZ Council, may communicate by SKYPE/teleconference or other real-time communication means and count towards a quorum. Council meetings must maintain a quorum for the full duration of the meeting.

Annual General Meeting

- 43 An Annual General Meeting of the Association shall be held once in every calendar year at a time that is not more than 15 months after the preceding Annual General Meeting. The meeting is to be held at a location, date and time, determined by the Council for the purpose of receiving and if thought fit, adopting the President's Report and the Treasurer Report including a Balance Sheet, Income and Expenditure account and Auditors or Reviewers Report for the preceding year and any report or reports from the Council and for the purpose of the election of Councilors, Auditor (as per clause 32 and 3) and Patron (as per clause 20) 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.

Special General Meeting

- 44 A Special General Meeting may be called by a majority of the Council or by not less than the number required for a quorum for a Special General Meeting, of 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 General Meeting shall be issued within seven days of the date of 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 in accordance with the required notification terms. No business other than that specified in the notice convening the meeting shall be transacted at any Special General Meeting.

General Meetings

45 The Council may either of its own volition at any time or at the direction of any meeting of the Association call General Meetings of the Association at such time and at such place as the Council may appoint.

Notice

46 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 notice is given) specifying the place, the day and the time of meeting shall be given of General, Annual General or Special General Meeting of the Association to such persons as are entitled to receive such notice from the Association. In the case of Annual or Special General Meetings, the notice must specify the business to occur.

PROCEEDINGS AT MEETINGS

For the purposes of clauses 47 to 62 "Member" includes any person participating personally who is entitled to vote.

47 No business shall occur at any General, Annual General or Special General Meeting of the Association or at any meeting of the Council unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business.

48 Except as otherwise provided:

- a) 10 Members present in person and entitled to vote shall be a quorum for a General Meeting
- b) 11 Members present in person and entitled to vote shall be a quorum for an Annual General Meeting and for a Special General Meeting
- c) 5 Councilors participating real-time in person and entitled to vote shall be a quorum for a Council or Executive Council meeting.

49 If within half an hour from the time appointed for a General Meeting, or a Special General Meeting, a quorum is not present, the meeting, if convened upon the request of Members, shall be dissolved.

If a quorum is not present for an Annual General Meeting, the meeting may still be held and the minutes ratified at the next scheduled Council meeting, provided that:

- a) There are a minimum of 5 Councilors present at the scheduled Council meeting following the AGM, of which at least 3 Councilors were present at the Annual General Meeting.
- b) The minutes of the Annual General Meeting are provided to all councilors prior to the scheduled Council meeting.
- c) The minutes of the AGM must include all remits written out in full as presented at the Annual General Meeting and all reasonable efforts are made to notify Members of the scheduled Council meeting via the Associations website, Facebook page and/or emails where possible.

50 The President will preside as chairman of every General, Annual General or Special General Meeting of the Association and of every meeting of Council. If there is no President, or the President is not present within fifteen minutes after the time appointed for the holding the meeting, or the President is unwilling to act then the Vice President shall be the chairman. If the Vice President is not present or is unwilling to act then the Members present shall elect a Member to act as chairman of the meeting.

51 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 occur 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. Except as otherwise provided it is not necessary to give notice of adjournment or of the business to occur at an adjourned meeting.

Voting

52 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 result of the show of hands) demanded:

- a) By the chairman; and

- b) By at least three Members entitled to vote and present in person or by proxy or present as representative of a constituent Member.

- 53 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 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 of or against the resolution. The demand for a poll may be withdrawn.
- 54 If a poll is duly demanded it shall be taken in such a 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 the chairman or on a question of adjournment shall be taken forthwith.
- 55 In the case of an equality of votes, the chairman of the meeting is entitled to a second or casting vote. The second or casting vote should always be in favor of the status quo.

Proxy Voting

- 56 Proxy votes may only be recorded at a General, Annual General Meeting and Special General Meeting of the Association on matters appearing on the agenda for such meeting or any adjournment, and a copy of such agenda has been posted to members not less than 30 days prior to the first call of such meeting.
- 57 Proxy votes at Council meetings may only be exercised by another duly appointed Councilor.
- 58 The instrument appointing a proxy for a General, Special General or Annual General Meeting shall be in writing in the form provided in Schedule One or a form similar in all material respects.
- 59 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a 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.
- 60 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental incapacity 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, mental incapacity 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.
- 61 Any Member shall have the right to attend any meeting of the Council of the Association, but shall not have the right to vote unless the Member is a council member.
- 62 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 allow 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 to move such resolution or of the content of the proposed resolution was given. However, 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 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

- 63 The business of the Association shall, subject to the rights and powers of the Association in Annual General, Special General or 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 or by statute directed or required to be exercised or done by the Association in Annual General, Special General or General meeting, but 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 Annual General, Special General or General Meeting provide that no resolution or rule so made by the Association shall invalidate any prior act of the Council which would have been valid if such resolution or rule had not been made.

- 64 The Council shall not have power to spend on any one item more than a sum of money of an amount to be fixed annually by the Association in Annual General Meeting without the Council first obtaining majority approval for such expenditure from those Members responding to a poll of all Members entitled to vote at the time of such poll.
- 65 Subject to Clause 64, the Council may not exercise the powers of the Association in respect of acquiring, exchanging, leasing or selling any interest in real property or of borrowing money upon security of the Association's 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 (2/3) majority of Members voting at an Annual or Special General meeting of the Association and of which proper notice has been given.

Amendments of Regulations

- 66 The Council shall have power and authority to make, amend, repeal and enforce any rules and regulations not contrary to law or inconsistent with this Constitution in relation to the Association as they may deem expedient concerning the conduct, management, and activities of 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 have 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 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.
- 67 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 or rule made by the Council under Clause 66 provided written notice of such Members intention to move such revision, specified amendment or revocation of such rule or regulation including notice of the proposed amendment if such be the case be given to the Secretary at least 40 days in advance of the meeting and shall be provided to all Members at least thirty (30) days in advance of the meeting.. The Secretary shall include such notice in the notice to Members calling the meeting.

PROCEEDINGS OF THE COUNCIL

- 68 The Council shall meet together at least once during each year and on such other occasions as they may deem expedient for the dispatch of business. The Council may adjourn and otherwise regulate its meetings as it thinks fit. Notice of meetings shall be given to all Council Members by the Secretary not less than 10 days before the meeting. The Executive Council may, at any time and the Secretary shall, on the requisitions of three Members of Council, summon a meeting of the Council and in such event the notice convening such meeting shall specify the business to be dealt with.
- 69 Notice of each meeting of the Council shall include an agenda which includes 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.
- 70 Subject to this Constitution any question arising at any meeting of Council shall be decided by a majority of votes and a determination by a majority of the Members of Council 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.
- 71 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 there out and if he does so vote his vote shall not be counted.
- 72 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 Member 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.
- 73 The Council may delegate any of its powers to sub-committees consisting of such Member or Members of 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, Association Rules or Rules of this Constitution.
- 74 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.

- 75 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.
- 76 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.
- 77 The 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 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.

- 78 Subject to Clauses 64 and 65 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 therein and whether in New Zealand or elsewhere with power to allow the whole or any portion of the purchase money to remain owing on mortgage of the property so purchased and with further power to apply in reduction of the principal sum owing under any such mortgage of the property so purchased and with further power to apply in reduction of the principal sum owing under 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 as 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 1956 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 requirement 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 real or personal property forming part of the Associations assets and not of immediate use for the purpose of the Association for as 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 chattels which or an interest in which for the time being forms part of the Associations 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 for 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 take on lease or under bailment any freehold or leasehold 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 or 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 same as the Association thinks fit;
 - f) from time to time to obtain the renewal of any lease grant 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 Associations assets in the purchase or acquisition of lands machinery plant and stock for farming purposes and to carry on the business of farming 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 plant machinery and equipment required for such farming operations and to use and employ such livestock plant equipment and machinery in such manner and for such purposes as the Association may from time to time decide and to develop and to effect any improvements upon any such lands and to erect buildings fences yards landing strips storage and other buildings flood 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 surrenders of leases and bailments;
- h) to enter into exchanges of land stock and plant upon such terms and at 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 for 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 from the accruing to or sustained by the Association by reason of the investing as aforesaid of any such money;
- j) to expend money 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 cheques and other negotiable securities or transferable instruments;
- l) to institute initiate 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 expend 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 calls on shares or otherwise in respect of any shares in companies to exercise the same powers as the Association might do if it was 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 or otherwise any moneys on mortgage or overdraft or otherwise with or without security by way of 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 bank or corporation at such rate of interest and 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 rearrange upon such terms as the Association thinks fit any mortgages charges debts or over drafts payable out of the Association 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 1956 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 persons firms 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 or 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 arrangement 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 allowances 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 funds;
- 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.

STANDING ORDERS

- 79 The Council shall settle its initial form of standing orders relating to its meeting procedure made under Clause 66 at the first meeting of Council following the adoption by the Association of this Constitution.

ALTERATION AND AMENDMENT OF CONSTITUTION

- 80 No alteration or amendment shall be made to this Constitution except at an Annual General meeting or at a Special General meeting or by Ballot convened for such purpose and where there has been included in the notice convening the meeting or Ballot a notice of intention to move the proposed resolution to effect an alteration or amendment similar in substance to that effected by the meeting or Ballot. In the case of a Ballot the number for a quorum for an Annual General or Special General Meeting shall be the minimum number of Ballot returns required for the results to be counted.
- 81 Any alteration or amendment to this Constitution shall require a majority of three-quarters (3/4) of those entitled to vote. Notice of any motion to affect 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 46 hereof. No addition to or alteration or recession of these Rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause of this Constitution or is contradictory to the Incorporated Societies Act 1908 in any way.

NOTICES

- 82 Unless otherwise specified in this Constitution, a notice may be given by the Association to any Member either personally or by sending it to their postal address, or email address if provided by them to the Association for the purpose of giving notices. 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 the post. If the address given is

an email address notice shall be deemed to have been provided upon sending unless a delivery failure notice is received following sending of the notice.

URGENT BUSINESS

83 If in the opinion of the chairman, any matter of urgent importance has arisen which requires immediate discussion any Councilor may with consent of three-quarters (3/4) of the Members of the Council present at any Council meeting, or any Member may, with the consent of three-quarters (3/4) 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.

CHAIRMANS RULING

84 At all meetings, the chairman's ruling shall be final on all matters of order and procedure and practice.

BANKING

85 A banking account will be kept in the name of the Appaloosa Horse Association of NZ Inc.

86 Subject to Clause 87, all cheques and other negotiable instruments paid to or paid on behalf of, and all receipts for money paid to the Association, shall be signed drawn 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.

87 Every sum paid on behalf of the Association amounting to \$10.00 or more shall be paid by cheque upon the Association's bankers and shall be crossed "Not Negotiable" PROVIDED HOWEVER that those cheques drawn expressly for 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 of the four persons as the Council may from time to time authorize, or by electronic banking, internet banking, direct credit or similar drawn from an account in the name of the Association and authorized by three of the four such persons as the Council may from time to time authorize. No person can authorize any payment for which they are the recipient or beneficiary

ACCOUNTS

88 The Council shall keep true accounts 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 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 Auditors report thereon. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force all accounts and accounting records of the Association shall be open for inspection of the Members.

TRUSTEES

89 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

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

SEAL

91 The Secretary shall have custody of the common seal of the Association. The 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 or the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

STATE OF SUSPENSION

92 The Members at an Annual General Meeting or a Special General Meeting convened for such purpose, by majority vote may resolve to put the Association into a State of Suspension where it is deemed the Association is in a position whereby the day to day functions are prohibiting the maintenance of the foundational structure of the Association but not so detrimental as to activate the Winding Up Clauses. The resolution for a State of Suspension will identify:

- a. the specific tasks that the Assn is to be suspended in favor of, and
- b. the timeframe for which those tasks will be completed

In the event that a. and b. cannot be achieved the Association shall default to activating the Winding Up Clauses 93 and 94.

WINDING UP

- 93 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 purpose and held not earlier than thirty (30) days after the Annual General Meeting or Special General Meeting at which such resolution was first passed.
- 94 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 the 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.

REVOCAION OF PRIOR CONSTITUTION

- 95 This Constitution upon date of registration by the Registrar of Incorporation Societies will stand in place of any and all former Constitutions and rules of the Association and such prior constitutions and rules shall be revoked.

Accepted by Incorporated Societies, 23 rd June 1975	Amended Annual General Meeting, 26 th March 2008
Amended Special General Meeting, 26 th August 1978	Amended Annual General Meeting, 27 th June 2009
Amended Special General Meeting, 28 th February 1985	Amended Annual General Meeting, 21 st June 2014
Amended Annual General Meeting, 26 th February 1986	Amended Annual General Meeting, 2 nd July 2016
Amended Annual General Meeting, 26 th February 2003	Amended Annual General Meeting, 12 th August 2017
Amended Annual General Meeting, 28 th February 2007	Amended Annual General Meeting, 4 th May 2019

SCHEDULE ONE: Instrument for assigning Proxy

THE APPALOOSA HORSE ASSOCIATION OF NZ 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 (general, annual or special).....meeting
 of the Association to be held on the..... day of.....20....., and at any adjournment thereof.
 Signed this..... day of 20.....*