

**RULES OF THE GALLOWAY CATTLE SOCIETY OF NEW ZEALAND  
INCORPORATED**

**CONTENTS**

<b>Clause</b>		<b>Page</b>
1	<b>Name of Society</b>	3
2	<b>Registered Office</b>	3
3	<b>OBJECTS</b>	3
4 – 5	<b>CONSTRUCTION OF RULES</b>	4
6	<b>ELECTION OF ANNUAL MEMBERS</b>	4
7	<b>JUNIOR MEMBERSHIP</b>	5
8	<b>HONORARY LIFE MEMBERS</b>	5
9	<b>MEMBERS RIGHTS PERSONAL</b>	5
10	<b>SUBSCRIPTIONS</b>	5
11	<b>RETIREMENT OF MEMBERS</b>	5
12	<b>EXPULSION OF MEMBERS</b>	6
13	<b>MANAGEMENT</b>	6
14	<b>OFFICE BEARERS</b>	7
15	<b>ELECTION OF OFFICE BEARERS</b>	7
16	<b>CONSTITUTION OF COUNCIL</b>	7
17	<b>VACATION OF OFFICE</b>	7
18	<b>ELECTION OF COUNCIL</b>	8
19	<b>VACANCIES IN OFFICE</b>	9
20 - 21	<b>POWERS AND DUTIES OF COUNCIL</b>	9
21. (a)	<b>Convene General Meetings</b>	9
21. (b) – (c)	<b>Alteration of Rules, Regulations and By-Laws</b>	9
21. (d)	<b>Delegate Powers to Committees</b>	10
21. (e)	<b>Regulate Entries in Publications</b>	10
21. (f)	<b>Supply of Publication</b>	10
21. (g)	<b>Make Levies</b>	10
21. (h)	<b>Acquire Property</b>	10
21. (i)	<b>Employ Officers, etc.</b>	11
21. (j)	<b>Income, Benefit and Advantage</b>	11
21. (k)	<b>Investment of Funds</b>	11
21. (l) – (m)	<b>Fines</b>	11

<b>Clause</b>		<b>Page</b>
<b>22 - 23</b>	<b>APPLICATION OF FUNDS</b>	<b>12</b>
<b>23. (a)</b>	<b>Legal Expenses</b>	<b>12</b>
<b>23. (b)</b>	<b>Current Expenses</b>	<b>12</b>
<b>23. (c)</b>	<b>Payment of Salaries and Wages</b>	<b>12</b>
<b>23. (d)</b>	<b>Payment of Prizes</b>	<b>12</b>
<b>23. (e)</b>	<b>Payment of Printing</b>	<b>12</b>
<b>23. (f)</b>	<b>Payment of Purchase Money, Rent, Etc.</b>	<b>12</b>
<b>23. (g)</b>	<b>Payment of Purchase Price of Cattle</b>	<b>13</b>
<b>23. (h)</b>	<b>Expenses of Inquiry</b>	<b>13</b>
	<b>MEETINGS</b>	
<b>24</b>	<b>Annual Meeting</b>	<b>13</b>
<b>25</b>	<b>General Meetings</b>	<b>13</b>
<b>26 – 28</b>	<b>Extraordinary Meetings</b>	<b>13</b>
<b>29</b>	<b>Notice of Meetings</b>	<b>13</b>
<b>30 – 33</b>	<b>Conduct of Meetings</b>	<b>14</b>
<b>34</b>	<b>Minute Book</b>	<b>14</b>
<b>35</b>	<b>NOTICES</b>	<b>14</b>
<b>36</b>	<b>SECRETARY</b>	<b>15</b>
<b>37</b>	<b>ACCOUNTS AND AUDIT</b>	<b>15</b>
<b>38</b>	<b>SEAL</b>	<b>15</b>
<b>39 - 40</b>	<b>WINDING UP</b>	<b>15</b>
<b>41 – 42</b>	<b>ALTERATION OF RULES</b>	<b>16</b>
<b>43</b>	<b>REGULATIONS AND BY-LAWS</b>	<b>16</b>
<b>44</b>	<b>CASES NOT PROVIDED FOR</b>	<b>16</b>

**Rules of the Galloway Cattle Society of New Zealand Incorporated**

(Incorporating alterations approved up to 10 April 2011)

(Note: The most recent changes are highlighted.)

- 1 The name of the Society is The Galloway Cattle Society of New Zealand (Incorporated).
- 2 The registered office of the Society is situated at;  
c/o Jill Hopping, Te Mata Bay, RD 5, Thames Coast.

**OBJECTS**

- 3 The objects for which the Society is established are:
  - (a) To maintain unimpaired the purity of the three types of Galloway Cattle known respectively as “Galloways (Black, Dun & Red), Belted Galloways and White Galloways”
  - (b) To purchase or otherwise acquire and to sell or otherwise dispose of (whether in New Zealand or elsewhere) pedigree Galloway cattle.
  - (c) To collect, verify and publish information relating to Galloway cattle, and to compile and publish a Herd Book of Galloway cattle in New Zealand.
  - (d) To promote fellowship among Galloway cattle breeders and to further their interests generally in so far as the breeding of Galloway cattle and the development of the breed in New Zealand is concerned.
  - (e) To investigate suspicious or doubtful pedigrees of alleged Galloway cattle and any representations relating to them and to publish the result of such investigations.
  - (f) To submit any question, dispute or matter to arbitration in terms of “The Arbitration Act, 1908” and its amendments.
  - (g) Subject to the provisions of “The Incorporated Societies Act, 1908” to purchase, rent, hire, take on lease, or otherwise acquire for the purposes of the Society, lands, tenements, houses, parts of houses and chattels, and to sell, let and dispose of the same, and to borrow such sums of money from time to time with or without security over any property or assets of the Society, as the Council shall deem necessary for the purposes of the Society.
  - (h) To levy and collect subscriptions and other payments for the general purposes of the Society, and to invest the monies of the Society not immediately required, upon securities as may from time to time be determined by Council
  - (i) To superintend and advise upon sales privately or by auction when requested.
  - (j) To co-operate with any other Society or Association having similar objects and to procure from, and communicate to, such Society or

Association such information as may seem likely to promote the objects of this Society.

- (k) To accept gifts and donations for the benefit and objects of the Society whether effected by any trust or otherwise.
- (l) To make any Regulations or by-laws for the government of the Society (and from time to time to rescind, amend or alter the same) and generally to do all other such lawful things as may be incidental to the above objects, or any of them, and calculated to protect and further the interests of breeders of pedigree Galloway cattle.

### **CONSTRUCTION OF RULES**

- 4. These Rules shall be construed with reference to ‘The Incorporated Societies Act, 1908’ and any regulations made thereunder, and terms used in these Rules shall be taken as having the same respective meaning as they have when used in that Act.
- 5. (a) The Society shall consist of the present members of the Galloway Cattle Society of New Zealand together with such other persons as may be hereafter admitted as members in accordance with these Rules.
- (b) It is declared for the purposes of registration that the number of Members of the Society shall not be limited but shall not at any time be less than fifteen.

### **ELECTION OF ANNUAL MEMBERS**

- 6. (a) Any person(s) taking an interest in Galloway Cattle, who shall signify to the Council their desire to become member(s) may, at the discretion of the Council, be admitted as a member/joint members, and entered on the Register of Members. The Council may refuse to admit any person(s) as a member/joint members without giving any reason for such refusal. Every member/joint members so elected and all present members of the Galloway Cattle Society of New Zealand shall be known as Annual Members unless and until elected as an Honorary Life Member pursuant to the provisions of the next two succeeding Rules.
- (b) Any group of people taking an interest in Galloway Cattle may apply for joint membership.
- (c) Only one member of a joint membership shall be eligible to act as a member at meetings of the Society.
- (d) Only one member of a joint breeder membership shall be eligible to be nominated for, and elected to the Council of the Society at any one time.
- (e) Annual members shall be classified as Breeder Members or Associate Members. Breeder members must have stock, either registered or eligible for registration at the request of the Society.

### **JUNIOR MEMBERSHIP**

7. Any person aged 17 years or less on 1 January of a given year and taking an interest in Galloway Cattle, who shall signify to the Council their desire to become a member may, at the discretion of the Council, be admitted as a junior member and entered on the Register of Members as a Junior Member.

The membership subscription for a Junior Member shall be half the subscription of an Annual Member.

Junior Members shall not be eligible to vote at meetings of the Society.

Junior Members shall not be eligible to be nominated for, and elected to the Council of the Society.

Eligibility for Junior Membership shall cease when a person is 18 years old on 1 January of a given year.

### **HONORARY LIFE MEMBERS**

8. The Society may, on the recommendation of the Council, confer Honorary Life Membership upon any Annual Member who has rendered outstanding services to the Society.

### **MEMBERS RIGHTS PERSONAL**

9. The rights and privileges of every Member/**Joint Member** of the Society shall be personal to them self/**themselves** and shall not be transferable, either by their own act or by operation of law.

### **SUBSCRIPTIONS**

10. (a) An Annual Member who is a breeder shall pay on admission a subscription plus the New Herd Fee as set out in Schedule of Fees in the Breeders Manual. An Annual member who is not a breeder shall pay an annual subscription as set out in the schedule of fees and such member will be known as an Associate Member (Annual subscriptions shall be payable in advance on the 1<sup>st</sup> day of January in each year and in each case shall entitle the Member to a copy of the Annual Herd Book. The decision of the Council as to whether a member is or is not a Breeder shall be final).
- (b) A Non Breeder Member shall pay an additional fee each year for the Annual Herd Book amendments as set out in the Fee Schedule.

### **RETIREMENT OF MEMBERS**

- 11 Any Member may at any time retire from the Society on giving notice in writing to that effect to the Secretary provided that, if an Annual

Member, he shall be liable and be required to pay any subscription or other payment which may be due from him and unpaid at the date of his retirement.

### **EXPULSION OF MEMBERS**

12. (a) Any Member of the Society or of the Council who shall fail in the observance of any lawful Rule, Regulation or By-law of the Society, or whose conduct in any respect shall be, in the opinion of the Council, derogatory of the character or prejudicial to the objects and interests of the Society may be expelled from Membership of the Society (and if a Member of the Council, from the Council also) by a resolution of the Council to that effect passed by a majority of at least two-thirds of such of the Members of the Council as shall be present, and vote at a Special Meeting of which not less than 21 days previous notice specifying the intention to propose a motion to such effect shall have been sent to all members of the Council, and at which not less than three members of the Council, exclusive of the Member whose expulsion is in question, if he happens to be a Member of the Council, shall be present.
- (b) Any Member who shall be expelled from the Society or who shall for any other reason whatsoever cease to be a Member thereof, shall have no claim or interest to or in the property or funds of the Society.
- (c) Without prejudice to the generality of the provisions of the foregoing subsection 9(a) hereof it is declared that in the event of any Member of the Society wilfully or carelessly making false records in any way connected with cattle registered or to be registered with the Society or failing to observe in every way the by-laws for the time being of the Society in relation to cattle so registered or to be registered, or refusing to pay any subscription, fee or fines, then and in any such case, such Member shall be deemed to be guilty of conduct prejudicial to the objects and interests of the Society, and shall accordingly be liable to expulsion from the Society.
- (d) In lieu of expulsion of any Member pursuant to subsection (a) hereof the Council may in its discretion, in the like manner and by a similar majority, suspend such Member from membership of the Society for such time and on such terms and conditions as it shall deem fit, or it may impose a fine upon such Member, and in any event the Council may cancel the registration of cattle, owned by such Member, and may refuse to register any further cattle belonging to such Member.

### **MANAGEMENT**

13. (a) The affairs of the Society shall be administered by a Council consisting of not less than seven and not more than twelve Annual, Life or Honorary Life Members of the Society, all of whom shall be breeders of

Galloway cattle, and they shall be elected in the manner hereinafter provided and the President shall be Chairman of the Council.

- (b) Three Members of the Council personally present shall form a quorum.

### **OFFICE BEARERS**

14. (a) There shall be a President of the Society, a Vice President and a Treasurer, all of whom shall be elected by the Council from Members of the Council.
- (b) An office of second Honorary Vice President may be created by the Council at any time and filled by the election thereto by the Council of any individual, whether a Member of the Society or not, for good and sufficient reasons in the opinion of the Council.

### **ELECTION OF OFFICE BEARERS**

15. The President, Vice President and Treasurer of the Society shall be elected each year by the Council immediately after each annual general meeting. The President, Vice President and Treasurer shall retire at the conclusion of each annual general meeting but shall be eligible for re-election by the Council.

### **CONSTITUTION OF COUNCIL**

16. (a) Until such time as the number of breeders of Galloway cattle renders district representation advisable, the Council may be elected from Annual, Life or Honorary Life Members who are breeders regardless of their domicile.
- (b) The Council has the right to co-opt, if it desires, up to three additional Council Member from the membership, on an annual basis.
- (c) At each Annual General Meeting three Councillors shall retire by rotation.  
The three Councillors with the longest continual service shall retire but each of them shall be eligible for re-election.  
In the event of equality of continuous service, the matter shall be decided by lot.  
The length of continuous service is deemed to be from the time of last re-election.

### **VACATION OF OFFICE**

17. The office of a Member of the Council shall be vacated if he, or she, absents themselves from two consecutive meetings of the Council without special leave of absence being granted at a duly constituted meeting of the Council.

**ELECTION OF COUNCIL**

18. The mode of election of Members of the Council shall be as follows:

The Secretary shall, at least two calendar months before each Annual General Meeting, send by post to each Member of the Society, notice of the intended election of Members of the Council and stating the last date by which nominations shall be in the hands of the Secretary.

Subject to the provisions of paragraph 16 (a) of these Rules, any financial Annual Member of the Society, and any Life or Honorary Life Member shall be entitled to nominate any other financial Annual Member or Members or any Life or Honorary Life Member or Members for election to the Council.

Every such nomination shall be in writing, signed by the proposing Member and the Member nominated, and shall be in the hands of the Secretary no later than one calendar month before the date of the Annual General Meeting at which the election is to be held.

The Secretary shall forthwith after the closing of such nominations (should the number of nominations received exceed the number of vacancies to be filled) cause to be prepared a printed voting paper in such form as shall be approved by the Council, and shall post one of such voting papers to each Member entitled to vote and at the same time shall notify each such Member of the last day by which voting papers shall be in the hands of the Secretary.

Such voting papers shall be filled out and returned to the Secretary so as to be in his hands by a date to be fixed by Council.

Each such Member of the Society eligible to vote shall have one vote only. Such vote shall be cast for not more and not less than the number of vacancies to be filled, and any voting paper which is not completed in accordance with these provisions shall be invalid.

The Council shall appoint two Scrutineers to inspect voting papers and to count the votes validly recorded, and the said Scrutineers shall report in writing to the Annual Meeting the names of the candidates and the votes received by each.

If the number of nominations received exceeds the number of vacancies to be filled on the Council then the Chairman at the Annual Meeting shall declare elected the required number of candidates having the highest number of votes. In the case of an equality of votes, the member to be declared elected shall be chosen by lot. Voting papers shall not be destroyed until a period of six months shall have elapsed from the date of the Annual Meeting.

Should the number of nominations received be equal to or less than the number of vacancies to be filled, the Chairman at the Annual Meeting shall declare all Members properly nominated to be duly elected.

If necessary, nominations shall then be called to fill any vacancies on the Council and the required number shall be chosen by a ballot of the Members then personally present or by lot in the event of an equality of votes.

### **VACANCIES IN OFFICE**

19. Any casual vacancies due to death or retirement other than in accordance with the compulsory retirement provisions of Rule 16 (c) which may occur in the Council, shall be filled by the Council but the Member so appointed shall hold office only until the next Annual Meeting.

The Council shall be deemed to be duly constituted and shall continue to possess all the powers hereinafter mentioned, notwithstanding any vacancies in its body, but such vacancies shall be filled as soon as, in the judgment of the Council, is possible and expedient, in the manner provided in the preceding paragraph of this Rule.

### **POWERS AND DUTIES OF COUNCIL**

20. The Council shall exercise all the powers and perform all the duties for which the Society has been established unless required to be exercised and performed otherwise by Statute, and shall have full power to do all such things as may be incidental or conducive to the attainment of the objects of the Society mentioned in these Rules.
21. In particular but without prejudice to the last preceding Rule, and subject to the provisions of these Rules, the Council shall have and may exercise and perform the following powers and duties, namely:-

#### **Convene General Meetings.**

- (a) It may from time to time convene and hold General Meetings of the Society.

#### **Alteration of Rules, Regulations and By-Laws**

- (b) It may from time to time make, alter and rescind regulations and by-laws for registering the names and addresses of Members, for conducting the business and carrying out the objects of the Society and for conducting the business of the Council, provided however that no regulation or by-law shall be varied or rescinded unless the resolution varying or rescinding the same shall be passed at one meeting of the Council and confirmed by resolution at the next ensuing meeting.

- (c) No addition to or alteration or recession of the Rules shall be approved if it affects the objects, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

**Delegate Powers to Committees**

- (d) It may delegate its powers or duties (except the appointment and expulsion of a Member of the Council or of the Society) to committees of any number of Members of its body, and from time to time make, alter and rescind regulations and by-laws for conducting the business delegated to such committees.

**Regulate Entries in Publications**

- (e) It may from time to time regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time and mode and terms of issue of, any publication of the Society, and all arrangements and details connected therewith, and in particular it shall have power, so far as it may not be fettered by any subsisting contracts or engagement, from time to time, to fix and alter the price of any publication of the Society and the charges to be levied for the insertion therein of entries relating to Galloway Cattle and other matters.

**Supply of Publication**

- (f) It may accept annual or other subscription of money from Members of the Society, or any other person or persons, in payment for any publication of the Society, and it may make arrangements for supplying any such publication to any Member or other person during his life, or for any other period, on the terms of receiving a lump sum of money in advance or on such other terms as it may think fit.

**Make Levies**

- (g) It may, subject to the approval of the Annual Meeting, from time to time levy from Members for the purposes of any purpose of the Society, and in addition to the subscriptions mentioned in Rule 10, such money contributions not exceeding twenty dollars from each Member in any one year, as it may think fit.

**Acquire Property**

- (h) It may, subject to the provisions of "The Incorporated Societies Act, 1908" purchase, rent, hire, take on lease or otherwise

acquire for the purpose of the Society, any lands, tenements, houses or parts of houses, and chattels, and it may sell, let and dispose of the same when and as it may think fit.

**Employ Officers, etc.**

- (i) It may from time to time appoint, employ and remove a Secretary of the Society, and Editor or Editors of any publication of the Society and any other officers, clerks and servants, at such salaries, wages and other remuneration respectively, and with such respective duties and spheres of employment, and generally upon such terms as it may think fit.

**Income, Benefit and Advantage**

- (j) Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

**Investment of Funds**

- (k) It may place moneys of the Society not required for immediate use upon deposit at any interest at any Trading Bank or Post Office Savings Bank, and it may invest any such moneys in any security in which Trustees are authorised by law to invest Trust Funds, and generally deal with the property of the Society in such manner as it may think fit, and any for the time being be empowered to do under these Rules.

**Fines**

- (l) It may impose fines of not more than one hundred dollars (\$100) for any breach of any of these Rules or any Regulations or By-laws made pursuant thereto in addition to any other penalty which may be imposed under these Rules.
- (m) It may borrow such sums of money from time to time with or without security over any property or assets of the Society as it shall deem necessary for the purposes of the Society.

**APPLICATION OF FUNDS**

22. The income and property of the Society, from whatever source derived shall be applied solely towards the promotion of the objects of the Society as set forth in these Rules, and no part thereof shall be paid or transferred directly or indirectly in any way as dividends, bonuses or otherwise howsoever, or by way of profit to the Members of the Society or any of them. No Member shall derive any pecuniary gain, except as provided by Section 5 of ‘The Incorporated Societies Act, 1908’
23. In particular, but without derogating from the intention of the last preceding Rule, and subject to the provisions of these Rules, the funds of the Society may be applied as follows:-

**Legal Expenses**

- (a) In payment of the legal and other preliminary expenses incurred in the formation of the Society.

**Current Expenses**

- (b) In payment of current expenses and other disbursements of the Council, including travelling expenses of Members of the Council and Officers of the Society in the conduct of the business of the Society or in relation thereto.

**Payment of Salaries and Wages**

- (c) In payment of the salaries, wages and other remunerations of the Secretary, Treasurer, Secretary-Treasurer, Editor or Editors, and other Officers, Clerks and Servants for the time being of the Society.

**Payment of Prizes**

- (d) In payment of any award or prize given by the Society.

**Payment of Printing**

- (e) In defraying all expenses of, or connected with the printing, publication, sale and distribution of the publication of the Society.

**Payment of Purchase Money, Rent Etc.**

- (f) In paying the purchase money or rent of any house, lands, goods, chattels, or effects purchased or hired by the Society, or any repairs or other outgoings in respect of such premises, and in paying for any other property required by the Society.

**Payment of Purchase Price of Cattle**

- (g) In payment of the purchase price of any pedigree Galloway Cattle purchased by the Society and in defraying the expenses incurred in the purchase thereof, including commission and the expenses of insurance and transport and delivery

**Expenses of Inquiry**

- (h) In defraying all expenses of, or connected with, the conduct of any enquiry under these Rules.

**MEETINGS**

**Annual Meeting**

- 24. The Council shall convene and hold an annual meeting of the Society at such time, not being later than the 31<sup>st</sup> day of June, in each year and at such place as it shall from time to time appoint.

**General Meetings**

- 25. The Council may from time to time call General Meetings of the Society; such General Meetings shall be called Ordinary Meetings, and all other Meetings shall be called Extraordinary Meetings.

**Extraordinary Meetings**

- 26. The Council shall upon a requisition made in writing by not less than one-fourth in number of the Members of the Society, forthwith convene an Extraordinary Meeting.
- 27. Any requisition made by Members shall express the object of the meeting proposed to be called, and shall be left at the Registered Office of the Society.
- 28. If the Council does not proceed to convene such Extraordinary Meeting within twenty days from the date of receipt of the requisition, the requisitionists may themselves convene an Extraordinary General Meeting but any meeting so convened shall not be held after the expiration of three months from the date of such requisition.

**Notice of Meetings**

- 29. Ten days previous written notice of all meetings of the Society shall be given by circular posted to each Member.

Such Notice shall state the time, place, date and business of such meetings.

### **Conduct of Meetings**

30. Any meeting may be adjourned as the Members thereat present shall resolve.
31. The President of the Society, or in his absence, the Vice President, or in his absence, any Member then elected for the purpose by the Members present, shall take the Chair at all meetings.
32. All questions and matters brought before General Meetings shall be decided by a majority of votes of the Members present, each Member having one vote, and in the case of an equality of votes, the Chairman of the Meeting shall have a second or casting vote, in addition to his vote as a Member.
33. At all General Meetings of the Society five Members shall form a quorum. Every question submitted to a Meeting shall be decided in the first instance by a show of hands; and in the case of an equality of votes the Chairman shall, both on show of hands and at a poll, have a casting vote in addition to the vote to which he is entitled as a Member.

Each Member shall have one vote. There shall be no voting by proxy. At any meeting, a poll may be demanded by the Chairman, or by a Member or Members entitled to vote provided such demand is made before a Member has voted by a show of hands.

If a poll be demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the Meeting may direct, and either at once or after an interval or adjournment not exceeding one month, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.  
The demand for a poll may be withdrawn.

### **Minute Book**

34. The Minute Book of the Society shall be open to the inspection of Members at all reasonable times.

### **NOTICES**

35. All notices required by the Rules to be given to Members shall be deemed to have been duly given if served personally upon a Member or if posted to a Member addressed to him in a prepaid letter at his last known place of abode as recorded in the books of the Society.

**SECRETARY**

36. The Secretary shall keep the books of the Society, conduct the correspondence, attend all meetings of the Society and of the Council, receive Members subscriptions, and enter up the minutes of all meetings.  
The Treasurer shall forthwith bank all moneys received for or on account of the Society to the credit of the Society and keep all the necessary accounts and vouchers of the Society.  
The Registrar shall keep the Herd Book of the Society and attend to all matters pertaining to the Registration, Recording and Transfers of cattle recorded with the Society.

**ACCOUNTS AND AUDIT**

37. True accounts shall be kept of all moneys received and expended by the Society, the matters in respect of which such receipts and expenditure take place, and of the assets, credits and liabilities of the Society, in books of accounts which shall be kept at the Registered Office of the Society or at such other place or places as the Society thinks fit.

At each Annual Meeting in every year, an Auditor shall be appointed by resolution, who shall hold office until the next Annual Meeting, but shall be eligible for re-election. The Auditor shall audit the accounts of the Society previously to the Annual Meeting, and a statement showing the financial position of the Society and examined and certified by the Auditor, shall be sent to each Member ten days before the date of the meeting, and laid before every Annual Meeting.

The Financial Year of the Society shall end on the 31<sup>st</sup> day of December in each year.

**SEAL**

38. The Society shall have a Common Seal bearing the words “The Galloway Cattle Society of New Zealand (Incorporated)”, which seal shall be affixed to all deeds and documents required to be sealed. Such seal, when required to be affixed to any deed or document, shall be fixed thereto by two Members of the Council, in the presence of the Secretary and shall be kept at the Registered Office of the Society in the custody of the Secretary.

**WINDING UP**

39. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the

contributories among themselves, such amount as may be required, not exceeding four dollars (\$4).

40. If upon the winding up or dissolution of this Society there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, to be determined by the Members of the Society, at or before the time of dissolution, or in default thereof, by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

#### **ALTERATION OF RULES**

- 41(a) Subject to the provisions of “The Incorporated Societies Act, 1908” any Annual Meeting or General or Extraordinary Meeting may vote in the ordinary way alter, modify or replace any of these Rules or provide any new Rule, provided that notice of motion shall be given to the Secretary in writing at least one calendar month before the date of any such meeting and notification thereof posted to all members at least two weeks before such date.
- (b) No addition or alteration or recession of the Rules shall be approved if it affects the personal benefit clause or the winding up clauses of these Rules.
42. The Council and each and every Member thereof respectively shall be fully indemnified by and out of the funds of the Society against any loss, damage, expense or liability incurred by reason of or in connection with any legal proceedings instituted against them for any act done, omitted or suffered in relation to the performance or professed performance of their official duties.

#### **REGULATIONS AND BY-LAWS**

43. All Regulations and By-Laws of the Society for the time being in force shall be deemed to form part of the Rules.

#### **CASES NOT PROVIDED FOR**

44. Should any case arise which is not provided for by these Rules, the same shall be dealt with in such manner as the Council shall think fit.