

RULES OF THE GALLOWAY CATTLE SOCIETY OF NEW ZEALAND INCORPORATED

Adopted at an Annual General Meeting of the Galloway Cattle Society of New Zealand Incorporated on
8th May 2021.

Barbara Fitchett – President

 Date: 10/9/21

Gus Smith – Vice President

 Date: 10-9-21

Karen Flutter – Secretary

.....Date.....

Tracey Berkhan - Treasurer

.....Date.....

CONTENTS

Clause		Page
1	Name of Society	2
2	Registered Office	2
3	Definitions	2
4	Objectives of Society	2
5	Powers of Council	3
6	Council	4
7	Election of Council Members	5
8	Election of Office Bearers	6
9	Roles of Council Members	6
10	Council Meetings	7
11	Members	8
12	Register of Members	9
13	Resignation of Members	9
14	Termination of Membership	9
15	Grievance Procedure	10
16	Obligations of Membership	11
17	Rights of Membership	11
18	Money and Other Assets	11
19	Joining Fees and Annual Subscriptions	11
20	Society Meetings	12
21	Herd Book	13
22	The Registrar	14
23	Financial Year	14
24	Assurance on Financial Statements	14
25	Seal of the Society	15
26	Winding Up	15
27	Alteration of Rules	15

Rules of the Galloway Cattle Society of New Zealand Incorporated

(Incorporating alterations approved 5th September 2020)

1. NAME OF SOCIETY

- 1.1 The name of the Society is The Galloway Cattle Society of New Zealand Incorporated. The Society was first registered on 9th February 1949.

2. REGISTERED OFFICE

- 2.1 The address of the registered office of the Society is:
c/- Karen Futter, 371 Norfolk Road, Masterton

3. DEFINITIONS

- 3.1 In these Rules unless a contrary intention appears:
- a. "Galloway Cattle" means four types of Galloway Cattle known respectively as Galloways (Black, Dun or Red), Belted Galloways (Black, Dun or Red), White Galloways (Black, Dun or Red pointed), and Riggitt Galloways (predominantly Black, Dun, Red or White).
 - b. "Majority vote" simply means more than half.
 - c. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
 - d. "Society Meeting" means any Annual General Meeting, ny General Meeting or any Extraordinary Meeting.
 - e. "Council" means collectively the Officers of the Society and the Breeder Members who sit on the governing body of the Society.
 - f. "Use of Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets.
 - g. "Notice" means written communication by post or any current electronic means (including email, and website postings), in any notice in the Gazette or any combination of these methods.
 - h. "Officer of the Society" means the President, Vice President and Treasurer.
 - i. "Casting Vote" means the second vote available to the Chairperson of any Council or Society Meeting that needs to be exercised to determine an outcome of a motion on which a vote has been taken.
 - j. "Eligible Member" means any Member who is entitled to vote at a Society meeting and has paid all fees, levies and annual subscriptions applicable to their class of membership.

4. OBJECTIVES OF THE SOCIETY

- 4.1 To develop and maintain the purity of the Galloway Breed.
- 4.2 To collect, verify and publish information relating to Galloway Cattle.
- 4.3 To continually manage, develop and maintain an accurate Herd Book.
- 4.4 To issue publications on Galloway Cattle and generally promote all things Galloway.
- 4.5 To promote the breed for commercial purposes.
- 4.6 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.
- 4.7 To investigate suspicious or doubtful pedigrees of alleged Galloway cattle and any representations relating to them and to publish the result of such investigations.
- 4.8 To co-operate with any other Society or Association having similar purposes and to share information that is likely to promote the Objects of this Society.
- 4.9 To affiliate with international Galloway Cattle Societies.
- 4.10 To make Rules and Bylaws for the governance of the Society and do anything else complimentary to the above purposes that is designed to protect and further the interests of breeders of pedigree Galloway cattle.
- 4.11 To promote recreational opportunities for Members to gather to discuss the Galloway breed.
- 4.12 To undertake any other function that may be consistent with the general Objectives of the Society.

5. POWERS OF COUNCIL

- 5.1 The affairs of the Society shall be managed by a Council, Decisions of Council bind the Society, unless Council's power is limited by these Rules, a majority decision of the Society, or the decision is found to be illegal or contrary to the provisions of the Incorporated Societies Act 1908.
- 5.2 Subject to the Rules and Bylaws Council is to:
 - a. Administer, manage and control the Society except for those powers and functions that are required by these Rules to be exercised by the Members of the Society.
 - b. Carry out the Objectives of the Society, and use money or other assets to do this.
 - c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to Members at the Annual General Meeting.
 - d. Set accounting policies in line with generally accepted accounting practices.

- e. Delegate responsibility to sub committees.
 - f. Ensure all Members follow the Rules and Bylaws.
 - g. Decide how a person becomes a Member, and how a person stops being a Member.
 - h. Decide the times and dates for Meetings, and set the agenda for Meetings.
 - i. Decide the procedures for dealing with complaints.
 - j. Set Membership fees, including subscriptions and levies.
 - k. Co-opt, on an annual basis, additional Councillors from Members.
 - l. Appoint the Registrar, whether that person is a Member or not.
- 5.3 No Bylaw shall be changed unless the resolution proposing to change the Bylaw has been passed at a previous meeting of Council and confirmed by resolution at the following meeting.
- 5.4 No change to the Rules or Bylaws shall be approved if it affects the purposes, personal benefit clause or the winding up clauses of these Rules. This clause shall not be removed from the Rules and shall be included in any document replacing these Rules.
- 5.5 Council may delegate its powers or duties (except the appointment and termination of a Councillor or Member) to Sub Committees upon such terms Council considers necessary.
- 5.6 Council may, subject to the approval of an Annual General Meeting, levy each Member for any reasonable Objective of the Society in any one (1) year up to a maximum amount also approved at that Annual General Meeting.
- 5.7 Any income, benefit or advantage shall be applied to the purposes of the Society. No Member or any person associated with a Member shall participate in or materially benefit from any decision made by the Society.
- 5.8 Council may impose fines of not more than an amount determined by Council and approved by a Society Meeting for any breach of these Rules or Bylaws in addition to any other penalty which may be imposed under these Rules or Bylaws.
- 5.9 Council and every Councillor shall be indemnified by the Society against any loss, damage, expense or liability incurred by reason of, or in connection with, any legal proceedings instituted against them in relation to the performance or professed performance of their official duties.

6. COUNCIL

- 6.1 The Society shall have a Council consisting of at least eight (8) Breeder Members comprised of:
- 6.1.1 Three (3) Breeder Members of the Society, as Officers of the Society, one (1) each as:
- a. President
 - b. Vice President
 - c. Treasurer
- 6.1.2 Additional Breeder Members to satisfy the required number in accordance with Clause 6.1.
- 6.2 The President, Vice President and Treasurer shall each be elected annually by Members at each Annual General Meeting from amongst Councillors and shall remain in office until the next Annual General Meeting.
- 6.3 Each Councillor will hold office until the Annual General Meeting three (3) years after the date of their election but is then eligible for re-election.
- 6.4 Officers of the Society, the Registrar and the Secretary may or may not be paid an Honorarium as decided by Council.
- 6.5 The Secretary, whether a Member or not, shall be appointed for one (1) year at each Annual General Meeting by the Members.
- 6.6 Any Councillor absent from two consecutive meetings of Council without having been granted leave of absence shall be deemed to have vacated their position.

7. ELECTION OF COUNCIL MEMBERS

- 7.1 Two (2) calendar months prior to each Annual General Meeting the Secretary shall advise Members of the number of vacancies on Council for which nominations will be called and the date by which nominations must reach the Secretary.
- 7.2 Subject to the provision of Clause 19.3 of these Rules, any eligible Member shall be entitled to nominate any other eligible Breeder Members(s) for election to the Council.
- 7.3 Every nomination shall be in writing, signed by both the proposing Member and the Member nominated and reach the Secretary no later than one (1) calendar month before the date of the next Annual General Meeting.
- 7.4 If the number of nominations received by the closing date exceeds the number of vacancies the Secretary shall post a copy of the voting paper previously approved by the Council to each Member entitled to vote no later than fifteen (15) working days prior to the Annual General Meeting. The Secretary will also advise Members of the date by which completed voting papers must be returned to the Scrutineers.

- 7.5 The Council shall appoint two (2) independent Scrutineers who are not Councillors to open the voting papers, count the valid votes and report in writing to the Annual General Meeting the names of the candidates and the votes received by each.
- 7.6 Each Member eligible to vote shall have only one (1) vote and that must be cast for up to but not exceeding the number of previously advised vacancies. Any voting paper not completed in accordance with these provisions shall be invalid.
- 7.7 At the Annual General Meeting the Chairperson shall declare elected the required number of candidates having the highest number of votes. In any case of there being an equal number of votes, the member elected shall be chosen by majority vote.
- 7.8 Should the number of nomination be equal to or less than the number of vacancies, the Chairperson shall declare all Members property nominated to be duly elected. Nominations may then be called to fill any remaining vacancies. The required number shall be chosen by majority vote.
- 7.9 All voting papers shall be retained and shall also be available for inspection by a Member for a period of six (6) calendar months after the date of the Annual General Meeting.
- 7.10 Any vacancy arising other than under the provisions of Clause 6.3 may be filled by Council from amongst eligible Members. They shall hold office until the next Annual General Meeting.

8. ELECTION OF OFFICE BEARERS

- 8.1 Nominations of Council Members for the positions of Office Bearers of the Society, being the President, Vice President and Treasurer, shall be called for at each Annual General Meeting. If more than one nomination is received for a position, election shall be made by majority vote of the members present.

9. ROLES OF COUNCIL MEMBERS

- 9.1 The President is responsible for:
- a. Providing leadership of and to the Society
 - b. Ensuring that the Rules and Bylaws are followed
 - c. Approving the Agenda of Council and Society Meetings
 - d. Convening Council and Society Meetings and determining whether or not a quorum is present.
 - e. Chairing Council and Society Meetings, deciding who may speak and when
 - f. Overseeing the operation of the Society
 - g. Providing a report on the operations of the Society at each Annual General Meeting.

- 9.2 The Vice President is responsible for:
- a. Carrying out the duties of the President in the President's absence
 - b. Carrying out the duties of the President should the President resign, or be removed from office in accordance with the Rules of the Society
 - c. Continuously monitoring the accuracy of the Herd Book and, as required, initiate independent audits of the Herd Book
 - d. Taking on other roles as discussed and accepted, as and when required.
- 9.3 The Secretary is responsible for:
- a. Recording the Minutes of Council and Society Meetings
 - b. Keeping the Register of Members
 - c. Holding the Society's records, documents and books except those required for the Treasurer's function
 - d. Receiving and replying to correspondence as required by Council
 - e. Filing all approved Rule changes with the Registrar of Incorporated Societies
 - f. Filing the Reviewed Annual Financial Reports approved by Members with the Registrar of Incorporated Societies
 - g. Organising Society Meetings, notifying the date, time and place of each meeting and collating and distributing the Agenda and all working papers
 - h. Organising Council Meetings, notifying the date, time and place of each meeting and collating and distributing the Agenda and all working papers
 - i. Promptly assisting Members and potential Members with any query (other than those relating to registration of cattle) and ensuring the query is addressed
 - j. Communicating with external organisations as directed by the President and Council
 - k. Custody of the Society's Minute Book
 - l. Custody of the Seal of the Society
- 9.4 The Treasurer is responsible for:
- a. Compiling a proposed annuyal budget for approval by Council prior to the start of each financial year and for subsequent endorsement by Members at the Annual General Meeting
 - b. Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained
 - c. Preparing annual financial statements for financial review and subsequent presentation at each Annual General Meeting
 - d. Providing the financial report at each Annual General Meeting
 - e. Providing financial information to Council as Council determines
 - f. collecting and receiving all payments made to the Society. These payments must be banked within 7 days of the Treasurer receiving them
 - g. Providing monthly financial reports of all accounts due for payment to Council and ensure that once approved by Council those accounts are paid within 7 days
 - h. Providing financial reports showing income and expenditure to date for the present financial year at Council Meetings and as requested by the President

- 9.5 Each Councillor is responsible for:
- a. Maintaining a dialogue with Members and Honorary Life Members in their region
 - b. Welcoming all new Members and introducing them to all other local Members
 - c. Facilitating dialogue, gatherings and communications amongst local Members and kindred organisations
 - d. Facilitating local promotions and advertising of Galloway cattle and Society Members
 - e. Representing issues raised by Members to Council and reporting back to Members on Council meetings and developments within the Society
 - f. Holding and distributing marketing and other materials to local Members, kindred organisations and local media
 - g. Undertaking any other Society business that may be delegated to them

10. COUNCIL MEETINGS

- 10.1 Council will meet at least four (4) times a year at approximately three (3) monthly intervals in February, April, June and October.
- 10.2 Each Meeting may be held via video or telephone conference, or in any other format as Council may decide and made known to all Council members at least ten (10) working days prior to that meeting.
- 10.3 The quorum for any meeting of Council is five (5).
- 10.4 The President shall chair Council Meetings. If the President is absent the Vice President shall chair Council meetings and if both are absent the Council shall elect a Councillor to chair that meeting.
- 10.5 Decisions of Council shall be by majority vote. The Chairperson shall have a casting vote. Only Council Members present at a Council Meeting may vote at that Council Meeting. Members co-opted onto Council shall not have a vote on Council matter.
- 10.6 If no sooner than 30 minutes after the time appointed for a Council meeting a quorum is not present the meeting shall stand adjourned to a day, time and place determined by the President. If at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments.
- 10.7 the Secretary is responsible for circulating the Agenda and working papers to reach all Councillors no later than 10 working days prior to each scheduled meeting.

- 10.8 The Agenda for each meeting shall consist of the following items, and these shall in particular contain information covering the period since the last Council meeting:
- a. Minutes of the previous Council Meeting
 - b. Matters arising
 - c. Inwards Correspondence
 - d. Outwards Correspondence
 - e. Presidents Report
 - f. Registrars Report
 - g. Financial Report
 - h. Sub Committee Reports
 - i. Regional Reports
 - j. General Business
 - k. Date of Next Meeting
 - l. Special Items
- 10.9 Minutes of each Council Meeting will be taken and circulated to all Council members within 15 working days of that meeting being held. Minutes are subject to ratification at the next Council meeting and are then to be signed by either the President or the Chairman of that meeting.

11. MEMBERS

- 11.1 There shall be the following classes of membership of the Society:
- a. Breeder Members
 - b. Associate Members
 - c. Joint Members
 - d. Junior Members
 - e. Honorary Life Members
- All Members shall have the same rights and responsibilities as set out in these Rules.
- 11.2 Breeder Members must own Galloway cattle that are either registered or eligible for registration and have a Herd Name and Number.
- 11.3 Associate members are those Members who are not a Breeder Member.
- 11.4 Joint Members are a group of individuals and can be either a Breeder Member or an Associate Member.
- 11.4.1 Only one individual in a joint membership shall be eligible to represent the group and vote as a Member at Society meetings.
- 11.4.2 Only one individual in a joint breeder membership shall be eligible to be elected to Council.

- 11.5 Junior Members are aged 17 years or younger on 1 January of any given year.
- 11.5.1 A Junior Member shall be either a Breeder Member or an Associate Member
- 11.5.2 Junior Members shall not be eligible to vote at Society meetings or be nominated for election to Council.
- 11.5.3 Eligibility for Junior Membership shall cease when the individual is 18 years old on 1 January of any given year.
- 11.6 Honorary Life Members are those Members who the Society, on the recommendation of Council, confers Honorary Life Membership for rendering outstanding services to the Society. Honorary Life Members are exempt payment of annual subscriptions.
- 11.7 The Society may appoint one (1) or more honorary Patrons on an annual basis at each Annual General Meeting. A Patron does not need to be a member of the Society whilst holding such an appointment.

12. REGISTER OF MEMBERS

- 12.1 The Secretary shall keep a Register of Members which shall contain the names and contact details of all Members including a current email address, the date they became a Member and their class of membership.
- 12.2 The Society prefers to communicate with Members by way of email and the Society website. Upon application to become a Member an email address should normally be provided for the application to be accepted.
- 12.3 It is the responsibility of each Member to keep the Secretary informed of their correct contact details.
- 12.4 Member shall have reasonable access to the Register of Members.

13. RESIGNATION OF MEMBERS

- 13.1 Any Member may resign their membership by giving written notice to the Secretary. Any Member who resigns remains liable for their subscription or other payments which may be due and remain unpaid at the date of their resignation.
- 13.2 Any Member who resigns shall have no claim or interest to or in the property or funds of the Society. They will however be able to complete cattle transfers and other related documentation for six (6) months from the date of their resignation.

14. TERMINATION OF MEMBERSHIP

- 14.1 If Council considers a Member has either breached the Society's Rules or Bylaws or their actions are inconsistent with the Objectives of the Society, Council shall give written notice to the Member.
- 14.2 Council's Notice shall provide the following:
- a. Explain how the Member is breaching the Rules or Bylaws or acting in a manner inconsistent with the Objectives of the Society.
 - b. State what the Member must do in order to remedy the situation, and that the Member must write to Council within fourteen (14) days of receipt of Council's Notice giving reasons why Council should not terminate the Member's Membership.
 - c. State that the Member may, if they choose, also attend the Council Meeting at which this matter and the Member's written reasons are to be discussed and both ask questions and are questioned about the matter.
 - d. State that if Council is not then satisfied with the Member's reasons, Council may terminate the Member's Membership.
 - e. State that if Council terminates the Member's Membership, the Member may appeal to the Society.
- 14.3 If Council decides by majority vote to terminate the Member's membership this will take immediate effect. The Society's Termination Notice to the Member must state that the Member may appeal to the Society at the next Society Meeting by giving written notice to the Secretary within ten (10) working days of receipt of the Termination Notice.
- 14.4 If the Member gives this written notice to the Secretary, the Member will have the right to be fairly heard at a Society meeting held within twenty (20) working days of the Member's notice. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them. The Member may require the Secretary to give a copy of this explanation to every other Member within five (5) working days of the Secretary receiving that written explanation. If the Member is not satisfied that other Members have had sufficient time to consider the Member's explanation the Member may defer their right to be heard until a later Society Meeting.
- 14.5 When the Member is heard at a Society Meeting, that Member and any other persons may ask questions and be questioned.

- 14.6 The Council shall then meet and vote on whether to let the termination stand or to reinstate the Member. At least two-thirds of Councillors must be present at that meeting (not including the Member being considered for termination of membership if they are a Councillor). Any motion to terminate that membership must be by majority vote and Council's decision will be final.
- 14.7 Any Member who has their membership terminated shall have no claim or interest to or in the property or funds of the Society but will be able to complete cattle transfers and other related documentation for six (6) calendar months from the date of their termination.
- 14.8 Without prejudice to the generality of Clauses 14.1 to 14.7 in the event that any Member:
- a. wilfully or carelessly makes false records in any way connected with cattle registered or to be registered with the Society
 - b. fails to observe the Bylaws of the Society in relation to cattle registered or to be registered with the Society
 - c. refuses to pay any subscription, fee or fines
- then that Member shall be considered to be guilty of conduct prejudicial to the Objectives and interests of the Society, and shall be liable to have their membership terminated.
- 14.9 In such situations, and in lieu of termination of membership, Council may either suspend a Member from membership for such time and on such terms and conditions as it shall deem fit and/or impose a fine. May also cancel the registration of cattle owned by that Member and/or refuse to register any further cattle belonging to that Member.

15. GRIEVANCE PROCEDURE

- 15.1 Any member who is aggrieved by a matter associated with the conduct of the Society should initially discuss the matter with any other member directly involved in an effort to amicably and satisfactorily resolve the matter.
- 15.2 Should it be inappropriate for the aggrieved member to discuss the matter with any other member directly involved, or should it not be possible to achieve a resolution of the matter by this means, the matter should be referred to the President in an effort to achieve a satisfactory resolution of the matter. Should the President be directly involved in the matter then the matter must be referred by the President to an Officer of the Society not involved in the matter.
- 15.3 Should there still be no satisfactory resolution of the matter, a formal grievance may then exist. The aggrieved member is then required to forward to Council a written explanation of the grievance and of all steps taken to resolve it.
- 15.4 Where there is a dispute under the Rules between a Member and another Member or a Member and the Society the Grievance Procedure in these Rules is to be followed. The aggrieved Member may appoint a person to act on their behalf.

- 15.5 Upon receipt of a written grievance from a Member, Council must consider the grievance at its next meeting and advise the Member of this.
- 15.6 Council may establish a Grievance Sub-Committee consisting of either the President or the Vice President and two (2) other Councillors to determine resolution by any means considered appropriate by the Sub-Committee in accordance with the Rules of Natural Justice and make a recommendation to Council.
- 15.7 Council must reach a decision on the Sub-Committee's recommendation on the matter as soon as practicable. The aggrieved Member and any other Member(s) directly involved in the matter must be advised in writing within ten (10) working days of Council's decision.
- 15.8 Should the Member remain aggrieved, the Member may refer the matter to a Society Meeting convened in accordance with these Rules. The decision of a Society Meeting will be the Society's final arbitration of the matter.
- 15.9 At no stage in the Society's grievance resolution process are a Member's rights in law either qualified or negated. An aggrieved Member retains the right to legal recourse at all times.

16. OBLIGATIONS OF MEMBERSHIP

- 16.1 All Members shall do nothing to bring the Society into disrepute. Every Member shall be responsible for advising the Secretary of any change in their contact details.

17. RIGHTS OF MEMBERSHIP

- 17.1 The rights and privileges of each Member of the Society shall be personal to that Member and shall not be transferable to any other person.

18. MONEY AND OTHER ASSETS

- 18.1 The Society may only use money and other assets if:
- a. It is for a purpose of the Society
 - b. It is not for the sole personal or individual benefit of any Member, and
 - c. That use has been approved by either Council or a majority vote of Members.
- 18.2 In particular the funds of the Society may, with prior approval of Council, be applied to payment of:
- a. Current expenses and other disbursements of Council, including travelling expenses of Councillors and Officers in the conduct of the business of the Society
 - b. Any honorarium to an Officer of the Society, the Registrar or the Secretary approved by Council
 - c. Any award or prize given by the Society
 - d. All expenses of, or connected with, the conduct of any enquiry under these Rules

19. JOINING FEES AND ANNUAL SUBSCRIPTIONS

- 19.1 A new Breeder Member shall pay an initial subscription plus the New Herd Fee. An existing Breeder Member shall pay an annual subscription. A new or an existing Associate Member shall pay an annual subscription. Joint Members shall pay the same as either the Breeder Member or the Associate Member depending on their class of membership. Junior Members shall pay half that of either a Breeder Member or an Associate Member depending on their class of membership. Honorary Life Members shall be exempt payment of annual subscriptions.
- 19.2 Annual subscriptions shall be payable upon receipt of an invoice from the Society.
- 19.3 Any Member whose annual subscription is in arrears for 6 calendar months shall not be eligible:
- a. to nominate any Members as a Councillor
 - b. to vote at any Society Meeting
 - c. for nomination as a Councillor
- 19.4 Any Member whose annual subscription is in arrears for 1 (one) year shall be deemed to have ceased being a Member. To be reinstated the former Member must pay all arrears and reapply for membership.
- 19.5 If any Member does not pay a subscription or levy by the date set by the Society the Secretary will give written notice that, unless the arrears are paid by a nominated date, their Membership will be terminated.

20. SOCIETY MEETINGS

- 20.1 All eligible Members may attend and vote at Society Meetings. Any Society Meeting must have a quorum of 5 (five) Members present.
- 20.2 All Society Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair the meeting, and if both are absent the Meeting shall elect a Councillor to chair that meeting. The person chairing a Society Meeting shall have a casting vote.
- 20.3 All questions or matters brought before a Society Meeting shall be decided by majority vote. Each Member shall have one (1) vote and there shall be no voting by proxy. On any given motion the Chairperson shall in good faith determine whether to vote by voices, show of hands or secret ballot. If any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson shall have a casting vote.
- 20.4 For all Society Meetings the Secretary shall give all members at least ten (10) working days written notice of the business to be conducted at that Meeting, together with a copy of any Motion to be considered at that meeting and Council's recommendations about that motion.

- 20.5 **Minute Book.** The Minute Book of the Society shall be open to inspection of Members at all Society Meetings, and at any other time given reasonable prior notice. The Minute Book shall be in the custody of the Secretary.
- 20.6 **Motions at Society Meetings.** Any Member may request that a motion be voted on at a particular Society Meeting by giving written notice to the Secretary at least twenty (20) working days before that meeting. The Member may also provide information in support of the motion.
- 20.7 However if any Motion requested by a Member is signed by at least one quarter of Members:
- a. It must be voted on at the Society Meeting chosen by that Member, and
 - b. The Secretary must give the Member's Motion and Information to all Members at least ten (10) working days before the Society Meeting chosen by the Member. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 20.8 The Council may put forward motions for Members to vote on at Society Meetings.
- 20.9 **Adjourned Society Meetings.** If after no less than 30 minutes after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved. All other meetings shall be adjourned to a day, time and place determined by the Chairperson. If a quorum is not present at any adjourned meeting the meeting shall be dissolved without further adjournments, No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 20.10 **Annual General Meeting.** The Society shall convene and hold an Annual General Meeting no later than the 30th day of June of each year. Which may be held preferably in person, and/or via video and/or in any other electronic format as council may decide, that gives each member a reasonable opportunity to participate.
- a. Receive the Minutes of the Society's previous Annual General Meeting
 - b. Receive the President's Report on the business of the Society
 - c. Receive the Treasurer's Report on the finances of the Society
 - d. Approve the reviewed Annual Financial Statements for the previous year
 - e. Endorse the previous Council approved Budget for the present financial year
 - f. Elect Councillors
 - g. Elect the President, Vice President and Treasurer for the next year
 - h. Appoint the Secretary for the next year
 - i. Consider previously advised Motions, including proposed changes to the Rules
 - j. Appoint the Financial Reviewer for the present financial year
 - k. Appoint Patrons for the next year
 - l. Consider any General Business

- 20.11 For the annual General Meeting the Secretary shall provide Members with:
- a. The Agenda for the Meeting
 - b. A copy of the Chairman's Report on the Society's operations
 - c. A copy of the reviewed Annual Financial Statements approved by Council
 - d. A copy of the Council approved Budget for the present financial year
 - e. A list of nominees for election as a Councillor, and information about them
 - f. A list of nominees for each of the positions of President, Vice President and Treasurer, and information about them
- 20.12 **General Meetings.** Council may, from time to time, call a General Meeting.
- 20.13 **Extraordinary Meetings.** Council shall, on receiving a letter signed by not less than one quarter of the Members requesting a meeting of Members, immediately convene an Extraordinary Meeting.
- 20.14 Any letter signed by Members requesting a Society Meeting shall be made in writing to the Secretary and state the object of the requested meeting.
- 20.15 If the Council does not convene an Extraordinary Meeting with twenty (20) working days from the date of receipt of the letter, the signatories of that letter may themselves convene an Extraordinary Meeting. The meeting shall be held with three (3) calendar months of the date of the letter.

21. HERD BOOK

- 21.1 The integrity and correctness of the Galloway Cattle Society of New Zealand Herd Book is the Society's fundamental and primary concern. The Society will, as and when required, undertake Herd Book Audits to ensure the integrity of the Herd Book.

22. THE REGISTRAR

- 22.1 The Registrar shall be appointed by Council to carry out all tasks relating to the registration of Galloway Cattle within the Herd Book in accordance with the Society's Rules and Bylaws. The Registrar is independent of Council and shall to the best of their ability undertake their duties consistently and impartially so there is not potential for any conflict of interest, particularly if they are themselves a Breeder Member and possibly also a Councillor.
- 22.2 The Registrar is responsible for:
- a. Maintaining the integrity and completeness of the Herd Book
 - b. Carrying out any task required to ensure that the ongoing integrity of the Herd Book subject only to prior Council approval of any additional financial expenditure that may be required
 - c. Proactively solving queries or complaints from Members about registration of animals
 - d. Liaising with contracted provider of Herd Book services to ensure correct and current information is continuously maintained and updated

- e. Ensuring that contracted providers of Herd Book services perform as required by their contracts for registered Galloway Cattle on the electronic Herd Book
- f. Reporting in writing to Council on:
 - (i) Concerns relating to the registration of particular animals(s)
 - (ii) Special Registration applications
 - (iii) Satisfactory resolution of all complaints or queries regarding registration
 - (iv) If any contracted provider of Herd Book services fail to deliver on their contractual responsibilities
- g. Providing access to the Galloway Herd Book in either an electronic or hard copy format or both, whenever Council decides a Herd Book Audit is required.

22.3 **Herd Book Audit.** An Officer or Member given the responsibility of undertaking the Herd Book Audit, (“the Reviewer”) shall be given:

- a. Access to all information of which Council is aware that is relevant to the preparation of an audit report, including any related financial transactions
- b. The names and contact details of all liaison personnel at the contracted provider(s) of Herd Book services
- c. Additional information that the Reviewer may request from Council for the purpose of the review
- d. Reasonable access to persons within the Society from whom the Reviewer determines it necessary to obtain evidence

23. FINANCIAL YEAR

23.1 The Financial Year of the Society shall begin on 1 January of every year and shall end on 31 December of that year.

24. ASSURANCE ON THE FINANCIAL STATEMENTS

24.1 **Financial Reviewer.** At each Annual General Meeting, a Chartered Accountant shall be appointed by resolution as the Society’s Financial Reviewer for the following year. They shall hold office until the next Annual Meeting, but shall be eligible for re-election. The Financial reviewer must be a suitably qualified person and a member of the New Zealand Institute of Chartered Accountant.

The Financial Reviewer must not be a Councillor of the Society. If the Society appoints an Financial Reviewer who is unable to act for any reason, the Council shall immediately appoint a replacement Financial Reviewer.

24.2 The Financial Reviewer shall report in writing on whether the financial statements are correct, have been prepared correctly and in all material respects in accordance with the Society’s accounting policies.

- 24.3 The Council is responsible for providing the Financial Reviewer with:
- a. Access to all information of which Council is aware that is relevant to the preparation of the financial statements
 - b. Additional information that the Financial Reviewer may request from Council for the purpose of the Financial Review.
 - c. Reasonable access to persons within the Society from whom the Financial Reviewer determines it necessary to obtain evidence
- 24.4 The Annual Financial Report, incorporating the Financial Reviewer's Report and Unqualified Opinion, shall be approved by the Council prior to circulation to all members and subsequent formal approval at each Annual General Meeting.
- 24.5 The President and Treasurer shall personally sign as approved the Annual Financial Report prior to presentation at the Annual General Meeting.

25. SEAL OF THE SOCIETY

- 25.1 The Society shall have a Common Seal bearing the words "The Galloway Cattle Society of New Zealand Incorporated". It shall only be used with the prior authority of the Council. Every document to which the common seal is affixed shall normally be signed by the President and countersigned by either the Secretary or a member of Council, unless the Council approves a dispensation. The Common Seal shall be in the custody of the Secretary.

26. WINDING UP

- 26.1 Should the number of Members of the Society fall below fifteen (15) Council will give consideration to winding up the Society. If the Council decides to do so then it will immediately call a General Meeting to consider a motion to wind up the Society.
- 26.2 If the Society is wound up:
- a. The Society's debts, costs and liabilities shall be paid
 - b. Surplus money and other assets of the Society may be disposed of, preferably by resolution of the Society, or according to the provisions in the Incorporated Societies Act 1908, but
 - c. No distribution shall be made to any Member.

27. ALTERATION OF THE RULES

- 27.1 Any proposed motion to amend or replace Rules shall be given in writing to the Secretary at least twenty (20) working days before the Society Meeting at which the motion is to be considered.

- 27.2 At least ten (10) working days before the Society Meeting at which any Rule change is to be put the Secretary shall give all Members a copy of the proposed motion.
- 27.3 If the motion proposing a change of Rule is approved by a Society Meeting it will only come into effect when the Rule change is registered with the Registrar of Incorporated Societies.
- 27.4 No addition or alteration or recession of the Rules shall be approved if it affects the personal