



CONSTITUTION

Updated April 2009

Updated December 2009

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Updated August 2021 – (Chapter 10.1.2 – Executive Committee make up + Chapter 6.4 - Society Objectives)

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1 SOCIETY NAME

1.1 The name of the Society is ***NZ Lifestyle Highland Society Incorporated*** (“Society”).

2 OPERATIVE DATE

2.1 These rules, which replace all previous rules, shall come into effect on the date on which they are registered under the Act with the Registrar of Incorporated Societies.

3 REGISTERED OFFICE

3.1 The Registered Office of the Society is 1 Leonards Road, Mangaroa, Upper Hutt 5371, or such other place as shall from time to time be determined.

4 FINANCIAL YEAR

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

5 DEFINITIONS OF TERMS

5.1 For the purpose of establishing clear rules, unless otherwise specified, the following terms mean:

- 5.1.1 “Officer(s) of the Society” means the elected President, Vice President, Secretary, and Treasurer.
- 5.1.2 “Executive Member(s)” means elected Registered Members who sit on the Executive Committee and are not Officers of the Society.
- 5.1.3 “Executive Committee” means collectively the Officers of the Society, and the Executive Members.
- 5.1.4 “Registered Member(s)” means any person, family, company, partnership, or group of people, who has made application to the Society collectively for membership and has had the membership confirmed in writing by the Herd Book Registrar, has paid the required joining and membership fee, and has paid their current financial year membership fee.
- 5.1.5 “Majority Vote” means simply *more than half*.
- 5.1.6 “Approved Assessor” means any person employed and approved by the Executive Committee to undertake the assessment they are employed and approved to carry out.
- 5.1.7 “Electronic Communication” means communication by any current electronic means, whether by landline or wireless communication, and including by email or any future development of or substitute for email.
- 5.1.8 “In writing” also includes forms of Electronic Communication as in “5.1.7” above.

- 5.1.9 “Rules and Regulations” means these rules, which replace all previous rules, and includes all additions and amendments made pursuant to and in compliance with the relevant provisions of these rules.

6 SOCIETY OBJECTIVES

- 6.1 To be an organisation that continually strives and is absolutely dedicated in all of its activities to improving the genetics and quality of the breed of Scottish Highland Cattle in New Zealand.
- 6.2 To develop and maintain the purity of the breed Scottish Highland Cattle.
- 6.3 To affiliate with International Scottish Highland Cattle Societies.
- 6.4 To be a professional, progressive and early adapting organisation within the cattle industry in New Zealand.
- 6.5 To continually develop, manage and maintain the most accurate and detailed Herd book in New Zealand.
- 6.6 To be the most member friendly and member supportive organisation involved in the Herd Book management in New Zealand.
- 6.7 To promote recreational opportunities for Registered Members to gather to discuss the Highland breed.
- 6.8 To promote the breed for commercial purposes.
- 6.9 To issue publications on Highland Cattle and generally promote all things Highland.
- 6.10 To communicate often with all Registered Members by way of Email and the official Society Website.
- 6.11 To do all such other lawful things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

7 POWERS OF SOCIETY

- 7.1 To make by-laws, regulations and house rules for the government of the Society, and from time to time rescind, amend or alter the same, and generally do all other such lawful things as may be required to protect and further the interests of the Society Herd Book, and the Registered Members of the Society.
- 7.2 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 such securities as may from time to time be determined by the Executive Committee.
- 7.3 To accept gifts and donations for the benefit and objectives of the Society whether effected by any trust or otherwise.

- 7.4 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.
- 7.5 To borrow such sums of money from time to time with or without security over any property as agents of the Society, as the Executive Committee shall deem necessary for the purposes of the Society.
- 7.6 To employ person(s) to administer, consult or advise in any area the Society determines.

8 USE OF MONEY AND OTHER ASSETS

- 8.1 The Society may only use money and other assets if:
 - 8.1.1 It is for the sole purpose of or for the benefit of the Society; and
 - 8.1.2 It is not for the sole personal or individual benefit of any Registered Member; and
 - 8.1.3 That use has been approved by either the Executive Committee or by majority vote of the Society.
 - 8.1.4 **No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society, 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 arm’s length transaction (being open market value).**

9 EMAIL & WEB POLICY

- 9.1 The Society prefers to communicate with its Registered Members by way of email and the official Society website.
- 9.2 Upon application to the Society to become a Registered Member a valid email address must be provided for the application to be accepted.
- 9.3 It will be the responsibility of the Registered Member to keep the Executive Committee informed of their correct and up-to-date email address.

10 EXECUTIVE COMMITTEE

- 10.1 The Society shall have an Executive Committee of **minimum** six (6) elected members comprised of:
 - 10.1.1 Officers of the Society, as follows:
 - a. President.
 - b. Two or three members, with no individual member holding more than two of the following roles at any one time.
 - i. Vice President.
 - ii. Treasurer.

iii. Secretary.

10.1.2 Additional Executive Members to bring the total number of committee members to **minimum** six (6)

11 APPOINTMENT OF EXECUTIVE COMMITTEE

11.1 Each Executive Committee member elected shall hold office until their resignation, or retirement in accordance with clause 15, *executive committee member mandatory retirement*, or removal in accordance with clause 14, *cessation of individual executive committee membership* of this Constitution.

11.2 To be eligible for nomination and/or hold an Executive Committee position you must not hold a governing or official Officer position with any other Cattle Society within New Zealand.

11.3 Should a vacancy within the Executive Committee arise more than ninety (90) days prior to the next scheduled AGM, the remaining Executive Committee Members shall have the power to appoint from the Registered Members of the Society a replacement.

11.4 A Minimum of Thirty (30) days prior to the date of the AGM notification will be made to all Registered Members by way of email and the Society official website, advising of Executive Committee Member vacancies, and calling for nominations.

11.5 Nominations for candidates for election to fill vacancies as Executive Committee members:

11.5.1 Shall be made in writing to the Secretary by two (2) Registered Members of the Society, and accompanied by the written consent of the nominated candidate. Electronic data transfer will be deemed to be acceptable as written consent.

11.5.2 Shall be delivered to the Secretary of the Society not less than fifteen (15) days prior to the date of the AGM.

11.5.3 A Registered Member cannot nominate them self.

11.5.4 A Registered Member can only nominate or second one nomination application for each vacant position.

11.6 A member, who forms part of a Family, Couple, Company or a Partnership, and who receives the status of nominated voter of such Family, Couple, Company or Partnership, shall be entitled to stand as a candidate for election as an Executive Committee member.

11.7 If there are only the requisite number nominated to fill the vacancies the Chairman at the AGM shall declare those nominated as duly elected.

11.8 If there is not a sufficient number of candidates nominated prior to the AGM further nominations may be verbally made and consented to at the AGM and if necessary an election shall be held at the AGM.

11.9 If there is more than the requisite number nominated:

- 11.9.1 A list of candidates shall be sent by the Secretary of the Society to all Registered Members entitled to vote no less than ten (10) days prior to the AGM by way of email.
- 11.9.2 The list of candidates shall be listed in alphabetical order.
- 11.9.3 The list of candidates may be accompanied by a profile of each candidate.
- 11.9.4 Each Full Registered Member or its Nominated Voter wanting to vote must return their ballot form to the Secretary at least five (5) working days prior to the AGM. In case of return via email, the Secretary will contact the submitting member to confirm the validity of the ballot form that has been put forward.
- 11.9.5 If two (2) or more candidates for a vacancy obtain an equal number of votes the Chairman of the AGM shall have the casting vote.
- 11.9.6 The result shall be announced to the AGM and recorded in the Minute book.

12 ROLE OF EXECUTIVE COMMITTEE

12.1 *The role of the Executive Committee is to:*

- 12.1.1 Administer, manage, and control the Society.
- 12.1.2 Decide on the procedures for dealing with complaints.
- 12.1.3 Set Membership fees, including Joining Fees, Annual Fees, Registrations and Transfers annually.
- 12.1.4 Make rules and regulations and amend, rescind or delete where necessary those rules already laid down in this Constitution.
- 12.1.5 To investigate suspicious or doubtful pedigrees of Scottish Highland Cattle and any misrepresentations relating to them.
- 12.1.6 To co-operate with any other Scottish Highland Cattle Society, who wish to work with us, in an effort to further the breeding and development of the breed of Scottish Highland Cattle.

12.2 Subject to anything elsewhere laid down in this Constitution, or to the instructions by a majority decision of the Society, the role of the Executive Committee is to look after the entire management of the Society and of its property.

12.3 Decisions of the Executive Committee bind the Society, unless the Executive Committee's power is limited by the rules already laid down in this Constitution.

13 ROLE OF INDIVIDUAL EXECUTIVE COMMITTEE MEMBERS

13.1 *The role of the President is to:*

- 13.1.1 Manage the overall direction and performance of the Societies activities.
- 13.1.2 Ensure that the rules are followed.

- 13.1.3 Convene meetings.
- 13.1.4 Setting of Agenda's for all meetings.
- 13.1.5 Give a report on the operation of the Society at each AGM.
- 13.1.6 Take the leadership role, as intended, within the Executive Committee.
- 13.1.7 Have the casting vote, as and when required.
- 13.1.8 Take on other roles as discussed and accepted, as and when required.

13.2 *The role of the Vice President is to:*

- 13.2.1 Control and manage the Societies website.
- 13.2.2 Fulfill the role of the President in the President's absence.
- 13.2.3 Fulfill the role of the President should the President resign, or be removed in accordance with this Constitution.
- 13.2.4 Have a continuing monitoring role associated with Herd Book accuracy.
- 13.2.5 Take on other roles as discussed and accepted, as and when required.

13.3 *The role of the Secretary is to:*

- 13.3.1 Record and circulate the minutes of Meetings.
- 13.3.2 Receive and reply to correspondence as required by the Executive Committee.
- 13.3.3 The keeping of accurate records.
- 13.3.4 To file with the Companies Office all updates to the Society Constitution.
- 13.3.5 To file the approved annual reports of the Society.
- 13.3.6 To organise the Annual General Meeting of the Society each year and is responsible for notification of the date, time and place, and collation and distribution of the agenda to all members.

13.4 *The role of the Treasurer is to:*

- 13.4.1 Collect and receive all payments made to the Society. These payments must be banked within seven (7) days after the Treasurer receives them.
- 13.4.2 Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any given point in time.
- 13.4.3 Provide financial reports and statements of accounts (including an Income and Expenditure account and Balance Sheet if requested) at executive meetings and AGM's, or as requested by The President
- 13.4.4 Keep the Register of Registered Members

13.5 The role of the remaining elected Registered Members is to take on any business as delegated to them.

14 CESSATION OF INDIVIDUAL EXECUTIVE COMMITTEE MEMBERSHIP

14.1 Persons cease to hold office as an Executive Committee member when:

- 14.1.1 They resign by giving one (1) months notice in writing to the Secretary.
- 14.1.2 They absence themselves from three (3) consecutive meetings of the Committee without due consideration, or two (2) consecutive meetings of the Executive Committee without leave of absence. Removal is effective immediately.
- 14.1.3 They are removed by majority vote at a special meeting of the Executive Committee if it is felt by the Executive Committee that the executive member in question is not carrying out their duties.
- 14.1.4 They are removed by an application made by ten (10) Registered Members, voted on at a special meeting of the Executive Committee called for that purpose, as follows:
 - a. Any ten (10) Registered Members (“Applicants”) can by single application to the Executive Committee, call a special meeting for the purpose of removing an Executive Committee member (“Member Removed”).
 - b. The application must be forwarded to the Secretary, or in the event that the Secretary is the Member removed, forward the application to the President of the Society.
 - c. Within thirty (30) days of receiving the application the Executive Committee shall call a special meeting of the Executive Committee.
 - d. Notice will also be given to the Member Removed as to the application put forward, the reason for the application, and advised of the date of the special meeting. The Member Removed will be invited to offer a written and / or oral response of the reasons put forward by the Applicants.
 - e. A full sitting of the Executive Committee, excluding the Member Removed, shall constitute a quorum for the decision at hand.
 - f. The Member Removed will be invited to join the special meeting but will be dismissed at voting point.
 - g. The Applicants (or representative nominated by the applicants, and notified to the executive prior to the meeting) must attend the special meeting but will be dismissed at voting point.
 - h. The Applicants application constitutes one (1) vote.
 - i. Each Executive Committee member constitutes one vote each.
 - j. The decision is based on a majority vote.
 - k. If a majority vote is reached in favour of the Applicants the removal of the Member Removed is effective immediately.

- 14.1.5 They are removed by majority vote of the Executive Committee as they have committed an act or action, or behaved or conducted themselves in such a way as is deemed detrimental to the Society, or which endangers the good order, reputation or welfare of the Society, or failed in the observance of any lawful rule, regulation or by-law of the Society, or prejudicial to the objects and interests of the Society, or taken it upon themselves to act in a manner that solely benefits themselves in their role as an Executive Committee member.
- 14.1.6 They retire subject to clause 15 *executive committee member mandatory retirement*.
- 14.1.7 They pass away.

15 EXECUTIVE COMMITTEE MEMBER MANDATORY RETIREMENT

- 15.1 Commencing in 2011, and each financial year thereafter at the Annual General Meeting, Executive Committee members who have held any position for three (3) consecutive years since their last appointment shall retire as an Executive Committee member, but shall be eligible for re-appointment should they offer themselves for re-election.
- 15.2 Any changes of roles within the Executive Committee made under clauses 11 or 13 are not deemed to be the start of a new three (3) year term, if the appointment is made from existing executive committee members.
- 15.3 A retiring Executive Committee member who offers themselves for re-election is automatically eligible and does not require nomination.
- 15.4 Any position which is up for re election where the incumbent is standing again is open for other nominations from society members.

16 REGISTERED MEMBER BUSINESS

- 16.1 Any Registered Member who wishes to bring any business before an Executive Committee Meeting may give notice of that business, in writing, to the Secretary of the Society, who shall include that on the agenda for the next General Executive Committee Meeting, after receipt of the notice.
- 16.2 The Secretary of the Society shall in due course advise the Registered Member as to the date of the next General Executive Committee Meeting.

17 HERD BOOK

- 17.1 The Society acknowledges that the integrity and correctness of the NZ Lifestyle Highland Society Herd Book is the Society's fundamental and primary concern.
- 17.2 The Society acknowledges that in a continual effort to ensure the integrity of the Herd Book the Society will, from time to time, undertake a Herd Book Audit.

18 HERD BOOK REGISTRAR

- 18.1 The Herd Book Registrar ("Registrar") is appointed by the Executive Committee to carry out all tasks relating to the Registration of Highland Cattle within the Herd Book subject to the rules, regulations and protocols laid down by the Executive Committee from time to time and those rules, regulations and protocols within this Constitution.
- 18.2 The Registrar shall attend Executive Committee meetings from time to time as required.
- 18.3 The Registrar shall be empowered to carry out any and all tasks in their role of ensuring that the integrity of the Society Herd Book is maintained.
- 18.4 The Registrar shall speak with and submit directly to the Executive Committee as required on:
 - 18.4.1 Concerns relating to the registration of a particular animal; and
 - 18.4.2 Special Registration Applications; and
- 18.5 The Registrar ceases to be the Registrar by:
 - 18.5.1 Giving two (2) months notice to the Executive Committee.
 - 18.5.2 They are removed by majority vote of the Executive Committee as they have committed an act or action, or behaved or conducted themselves in such a way as is deemed detrimental to the Society, or which endangers the good order, reputation or welfare of the Society, or failed in the observance of any lawful rule, regulation or by-law of the Society, or prejudicial to the objects and interests of the Society, or taken it upon themselves to act in a manner that solely benefits themselves in their role as an Registrar.
 - 18.5.3 They are given notice by the executive subsequent to a majority vote by the executive with a minimum two (2) month notice period.

19 MEMBERSHIP

- 19.1 Prospective Registered Members may apply by application on the relevant application form.
- 19.2 All applications shall be forwarded to the Herd Book Registrar for consideration and due process, subject to the rules and regulations relating to Registered Membership status within this Constitution.

20 TYPES OF MEMBERSHIP

20.1 There shall be four (4) classes of Registered Membership, as follows:

20.1.1 Full Registered Member

- a. An individual person, a couple or family, company or partnership.
- b. In the case of a membership recorded in the joint names of a couple, family, company or partnership only one (1) person shall be nominated as the person to have voting rights on behalf of that Registered Member (“Nominated Voter”).
- c. Shall have full voting rights.

20.1.2 Junior Member

- a. An individual person who is under the age of eighteen (18) years.
- b. Evidence will be required in support of age at the time of application to the Herd Book Registrar.
- c. Shall have no voting rights.

20.1.3 Associate Member

- a. An individual person, company, partnership, or group of people who have made application to the Society collectively for membership and has had that membership confirmed in writing.
- b. An associate member can be a Highland Cattle owner, enthusiast or person who has an interest in Highland Cattle for any reason.
- c. An Associate Member has no voting rights but is allowed to be present at or take part in any society organised event.
- d. An Associate member cannot register any Highland Cattle within the herd book
- e. An Associate member will receive email communication and any publications that full registered members and junior members receive but do not have access to the NZLHS herdbook.
- f. Associate Members cannot apply for show passports and cannot participate in shows run under RAS rules. Showing in Lifestyle categories is allowed.

20.1.4 Honorary Life Member

- a. Any Full Member of the society may nominate an individual who has rendered outstanding service or made a significant contribution to the society to be recognised as an Honorary Life Member. The nominee can be an existing or previous member of the society.
- b. Such a nomination must be made to the Executive and then confirmed by majority vote at the AGM by the membership.
- c. An Honorary Life Member is conferred all the rights and obligations of a Full Member.
- d. Honorary Full Members are exempt the payment of the Annual Membership Fee.

21 OBLIGATIONS OF MEMBERSHIP

- 21.1 All Registered Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.
- 21.2 To pay all fees and levies as invoiced to them and by due date.
- 21.3 To provide and maintain accurate and up-to-date contact details, and email addresses.
- 21.4 If entering the Show Ring to wear with pride the Uniform of the Society.
- 21.5 All Registered Members shall keep a register containing complete and proper records of their Fold breeding activities.
- 21.6 The Executive Committee may appoint a representative to inspect any registered Scottish Highland Cattle and the private register in connection with the same.
- 21.7 All Registered Member's shall follow the rules as laid down within the Constitution. [They shall also abide by the Society Code of Conduct which is listed on the Society website.](#)
- 21.8 All members will ensure that every attempt is made to ensure that all information held within the society herd book is correct at all times and that the Herd Book Registrar is notified of any changes in animal status due to sales, culling, or deaths.

22 JOINING FEE AND ANNUAL REGISTERED MEMBERS SUBSCRIPTION

- 22.1 The Joining Fee ("Joining Fee") and Annual Registered Members Subscription fee ("Subscription") shall be set annually by the Executive Committee by majority vote.
- 22.2 The annual Registered Members Subscription fee shall be payable by 1 April in each financial year in advance.

23 NOTICES

- 23.1 All notices required by the Rules of this Constitution to be given to Registered Members of the Society shall be deemed to have been given if emailed to the email address as recorded in the Registrar of Members. Such notices may also be posted on the official Society website

24 REGISTER OF REGISTERED MEMBERS

- 24.1 The Treasurer shall keep a Register of Registered Members ("Register") which shall contain the names, addresses, telephone numbers and the mandatory email addresses of all Registered Members, and the dates at which they became Registered Members.
- 24.2 It is the responsibility of the Registered Member to supply the Executive Committee their new address, telephone or email address, as and when required.

25 CESSATION OF REGISTERED MEMBER

- 25.1 Any Registered Member may resign from the Society by giving written notice to the Secretary. Resignation does not relieve the Registered Member from the payment of indebtedness to the Society. Resignation takes effect immediately with no right to a refund of any fees paid.
- 25.2 If the Registered Member's annual subscription fees are three (3) months in arrears after the due date for payment, membership shall, without being released from the obligation of payment, cease to have Membership rights and shall not be entitled to participate in any Society Activity until all the arrears are paid in full. If after one year payment has not been received the Membership will be terminated with no right of appeal.
- 25.3 Any Registered Member (and if a member of the Executive Committee, from the Executive Committee also) whose conduct, in the opinion of the Executive Committee, is likely to endanger the good order, reputation or welfare of the Society, or should fail in the observance of any lawful rule, regulation or by-law of the Society, may be expelled from the Society, as follows:
- 25.3.1 Any person, organisation, or Registered Member may make a complaint ("Complainant") to the Executive Committee relating to the conduct of a Registered Member.
- 25.3.2 Every such complaint will be made in writing and addressed to the Secretary of the Society.
- 25.3.3 If, for any reason whatsoever, the Executive Committee supports the Complainant's view that the Registered Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Executive Committee shall give written notice of this to the Registered Member ("Executive Committee's Notice"). The Executive Committee must:
- a. Explain how the Registered Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society; and
 - b. State what the Registered Member must do in order to remedy the situation; or state that the Registered Member must write to the Executive Committee giving reasons why the Executive Committee should not terminate the Registered Member's Membership.
 - c. State that if within thirty (30) days of the Registered Member receiving the Executive Committee's Notice, the Executive Committee is not satisfied the Executive Committee may in its absolute discretion immediately terminate the Registered Members Membership.

- d. In lieu of expulsion, as per clause 25.3.3c, the Executive Committee may in its discretion, choose to suspend the Registered Member for such time and upon such terms and conditions as it shall deem fit. While suspended the Registered Member will cease to have Membership rights, including registration and transfer rights and shall not be entitled to participate in any Society Activity until the suspension has been lifted.
- e. The expelled Registered Member has the right of appeal as per clause 26 *appeal*.

26 APPEAL

- 26.1 A member who has been suspended or expelled may appeal (“Appellant”) the suspension or expulsion in writing (“the Appeal”), addressed to the Executive Committee, within sixty (60) days from the date of suspension or expulsion, stating the grounds for appeal.
- 26.2 The Executive Committee shall hear the appeal at a time mutually convenient to both parties but within two (2) months of receipt of the appeal. A full quorum of the Executive Committee shall be present at an appeal hearing. The appellant may present all relevant evidence in support of the appeal.
- 26.3 The appeal may be conducted by electronic communication.
- 26.4 An appellant may be reinstated by the vote of at least two-thirds of the Executive Committee present at the hearing, whose decision shall be in writing with reasons given.
- 26.5 The decision of the Executive Committee is final and binding.
- 26.6 The reinstatement of a member may be made subject to such fair and reasonable conditions as may be deemed appropriate in the circumstances.

27 READMISSION OF FORMER MEMBERS

- 27.1 Subject to clause 25.1 *resignation of registered members*, any former member who has resigned may apply for re-admission as if they were submitting a new Registered Member application subject to clause 27.2 *readmission of former members*.
- 27.2 If a former member reapplies for Registered Member status within a period of two years following resignation full payment of all annual fees backdated to the date of resignation will be required to be paid.
- 27.3 Subject to clause 25.2 *cessation of registered members* any member who membership has been terminated due to non payment of annual fees may reapply for membership as if they were submitting a new Registered Member application.
- 27.4 Subject to clause 25.3 *cessation of registered members* any former member who has been expelled shall not be re-admitted without the approval of the Executive Committee by full consensus.

28 DIVISION AND/OR DEATH OF A REGISTERED MEMBER

- 28.1 In the event of a death of a Registered Member, or individual member of a family, partnership or company, the personal representative or trustee of the Registered Member or in the case of a family, partnership or company, the surviving members are able to continue under the present membership and if they later wish to cease to be a member, they may do so subject to clause 25.1 *cessation of registered members*.
- 28.2 On the separation of the couple, family, company or partnership, for whatever reason, the Registered Membership may continue with one party advising of their resignation, and the other party advising they wish to continue as Registered Members.

29 MEETINGS

29.1 General Executive Committee Meeting

- 29.1.1 A General Executive Committee Meeting can be called at any time by the President or Secretary to discuss Society matters.
- 29.1.2 The Secretary of the Society shall give at least seven (7) days notice before the date fixed for holding a General Executive Committee Meeting and advise all Executive Committee Members of the meeting and provide the date, time and agenda of the meeting.
- 29.1.3 A General Executive Committee Meeting can be held by any means of electronic communication, or in person.
- 29.1.4 No General Executive Committee Meeting may be held unless a quorum of no less than four (4) Executive Committee members are in attendance throughout the entire meeting.
- 29.1.5 The President shall chair all General Executive Committee Meetings, or if the President is absent, the Vice President shall chair the Executive Committee Meeting.
- 29.1.6 Decisions of the Executive Committee shall be by majority vote.
- 29.1.7 The President or person acting as President shall have the casting vote.
- 29.1.8 Only Executive Committee members present at the General Executive Committee Meeting may vote at that Executive Committee Meeting.
- 29.1.9 A Registered Member wishing to bring any business before the Executive Committee who has submitted notice of that business in writing to the Secretary of the Society can be heard at the next General Executive Committee Meeting following receipt of that notice.
- 29.1.10 Subject to these rules, the Executive Committee may regulate its own practices.

29.2 Urgent Executive Committee Meeting

- 29.2.1 An Urgent Executive Committee Meeting can be called at any time by the President or Secretary to discuss Society matters.

- 29.2.2 The Secretary of the Society shall give at least 12 hours notice before the date fixed for holding an Urgent Executive Committee Meeting advising all Executive Committee Members of the meeting and provide the date, time and agenda of the meeting.
- 29.2.3 An Urgent Executive Committee Meeting can be held by any means of electronic communication, or in person.
- 29.2.4 Subject to clauses 29.1.4 through to 29.1.10 *General Executive Committee Meeting*.

29.3 **Special Executive Committee Meeting**

- 29.3.1 A Special Executive Committee Meeting (“Special Meeting”) shall be called by the Executive Committee when a written request is made by any ten (10) Registered Members and delivered to the Secretary. Unless otherwise specified the meeting will be called within thirty (30) days of the decision being made or the meeting being requested.
- 29.3.2 The requisition for a special meeting shall state the reason for the meeting and shall be signed off by all the Registered Members making the requisition, and may consist of documentation in support of their requisition.
- 29.3.3 Each special meeting called will also be governed by the specifics of the meeting for which it was called, as outlined within this constitution.
- 29.3.4 A Special Meeting will only consider business related to the reason for which it was called.
- 29.3.5 Decisions of the Executive Committee shall be by majority vote.
- 29.3.6 A Special Meeting may be conducted by way of a conference telephone call, or in person, whichever is the most appropriate method of conducting the business at hand.

29.4 **Annual General Meeting**

- 29.4.1 The Society shall in each calendar year convene an annual general meeting of its Registered Members.
- 29.4.2 The annual general meeting shall be held on such a day as the Executive Committee determines, preferably within the dates of 1 April and 31 August.
- 29.4.3 Notice of the Annual General Meeting will be given to all Registered Members thirty (30) days prior to the elected date. Such notice will be given by the Secretary of the Society to all Registered Members to the email addresses supplied and recorded as such in the Register of Registered Members, and advised on the official website of the Society. Such notice to all Registered Members to the email addresses supplied in the Register of Registered Members will also include the business to be discussed at such Annual General Meeting.
- 29.4.4 The annual general meeting shall be specified as such in the notice convening it.
- 29.4.5 The ordinary business of the annual general meeting shall be:
- a. To confirm the minutes of the last preceding annual general meeting; and

- b. To receive reports from the Executive Committee upon the transactions of the Society during the preceding financial year; and
 - c. To elect Executive Committee members should a vacancy arise; and
 - d. To hear general business as submitted by any Registered Member requesting such a hearing at the Annual General Meeting; and
 - e. To receive a report from the Herd Book Registrar.
- 29.4.6 The annual general meeting may conduct special business of which notice has been given to the Secretary within twenty (20) days of the advised date of the annual general meeting.
- 29.4.7 All Registered Members may attend an Annual General Meeting.
- 29.4.8 At an annual general meeting the Society may by majority vote appoint someone to audit the Society (“the Auditor”). The Auditor shall audit the Society’s accounts, and shall certify that they are correct. The Auditor must be a member of the New Zealand Society of Accountants, and must not be a Registered Member of the Society. If the Society appoints an Auditor who is unable to act for some reason the Executive Committee shall appoint another Auditor as a replacement.

30 VOTING & SPEAKING RIGHTS

- 30.1 Only Registered Members may vote on any matters brought before an Annual General Meeting.
- 30.2 Each Registered Member shall have one (1) vote only.
- 30.3 Only Registered Members shall have speaking rights.
- 30.4 If a Full Registered Member or its Nominated Voter (as per Chapter 20.1.1) is unable to attend an Annual General Meeting where the right to vote may be exercised, the Full Registered Member or its Nominated Voter is allowed to transfer their vote to an attending member or the Chairman of the meeting by ways of proxy vote. A proxy vote has to be exercised via a meeting specific proxy form, which will be forwarded to the members minimum ten (10) days prior to the meeting. Completed proxy forms are to be returned to the Secretary no less than five (5) days prior to the meeting. In case of return via email, the Secretary will contact the submitting member to confirm the validity of the proxy that has been put forward.
- 30.5 No Registered Member shall have any right to vote at any Annual General Meeting unless all monies due and payable by them have been paid.
- 30.6 Any matters brought before Annual General Meetings shall be decided by a majority of votes of the members present, also subject to clauses 30.1 – 30.5 *above*, and in the case of an equality of votes the chairman of the meeting shall have the casting vote, in addition to his vote as a Registered Member.

31 MINUTES

- 31.1 Minutes of the proceedings of all meetings shall be recorded in a book or other permanent record to be kept for that purpose by the Secretary and shall be signed by the President, or in their absence the Vice President, of the meeting at which the minutes are confirmed. Every such minute purporting to be signed shall be prima facie evidence of the matters recorded.
- 31.2 Receipt by, and acceptance of, every such minute by the President, or in their absence, the Vice President, by electronic means, shall be accepted as prima facie evidence of the matters recorded

32 MEETINGS BY TELECONFERENCE

- 32.1 The contemporaneous linking together of a quorum of the Executive Committee by teleconference (which may include a voice / visual link by telephone, video via internet or other media) shall constitute a meeting of the Executive Committee and the provisions of this clause as to the meetings of the Executive Committee shall apply to such meetings provided the following conditions are met:
- 32.1.1 Each Executive Committee member taking part in the meeting by teleconference must be able to hear each of the other Executive Committee members taking part during the whole of the meeting.
- 32.1.2 At the commencement and conclusion of such meeting each Executive Committee member must acknowledge his or her presence.
- 32.1.3 An Executive Committee member may not withdraw from such a meeting unless that Executive Committee member has previously obtained the express consent of the President, or in their absence the Vice President, of the meeting to do so.
- 32.1.4 An Executive Committee member linked by the applicable media for the purposes of the meeting shall be conclusively presumed to have formed part of the quorum of such meeting throughout the meeting unless that Executive Committee member obtains the express consent of the President, or in their absence the Vice President, to withdraw from such a meeting.
- 32.2 A minute of the proceedings of a meeting by teleconference under clause 32.1 *above* shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the President of the meeting, subject to clause 31 *minutes*.

33 FOLD IDENTIFICATION

- 33.1 Every Registered Member (whether individual, family, partnership or company) is required to register a single Fold suffix for use exclusively in connection with the name of animals bred by that fold, subject to clause 35 *applications for registration*.

33.2 Should a registered fold be sold, the fold name can be transferred to the new owner with the consent of the previous fold owner only.

34 REGISTRATION FEES

34.1 The fee for registration in the Herd Book and all fees relating to registration shall be set annually by the Executive Committee.

34.2 No registration documentation will be sent to the registrant until payment in full is received.

34.3 Current fees will be as per those listed on the society's official web site and may be subject to change from time to time by majority vote of the executive.

35 APPLICATIONS FOR REGISTRATION

35.1 Applications for the Registration of Highland Cattle shall be accepted for due consideration from:

35.1.1 Full Registered Members of the Society.

35.1.2 Junior Members of the Society.

35.2 From 1st September 2012, each animal bred by the breeder must be marked before being entered into the Herd Book with:

35.2.1 A NAIT approved Birth tag set, with RFID primary tag in the right ear with visible AHB & animal herd ID, plus a secondary tag with AHB number and animal Herd ID in the left ear, with all numbers to be provided on the Registration form.

35.2.2 Any animal, regardless of when first registered, which may subsequently lose a tag, must have replacement tags fitted using one of the options listed on the society's official web site and/or newsletters, and any changes in numbers notified to the Herd Book Registrar for updating in the animal's records.

35.2.3 All registrations from 1st July 2012 will have both left and right ear identification numbers shown in the animal's records.

35.2.4 Recording of the NAIT electronic ID number in animals Herd Book records is voluntary, and is not a society requirement.

35.3 Each animal must be named by its breeder, and the breeders Fold name must be included as part of the animal's full name.

35.4 The breeder of an animal is the owner of the dam at the time of calving.

35.5 At registration the colour of the animal should be recorded as one of:

35.5.1 White; or

35.5.2 Black; or

35.5.3 Red; or

35.5.4 Yellow; or

35.5.5 Brindle; or

35.5.6 Dun

35.6 Any name that is objectionable in any respect, or for whatever reason, will be subject to change by request of the Herd Book Registrar.

35.7 Each application shall be made on the understanding that:

35.7.1 The Application must be made on the official form supplied by the Society and lodged, together with the prescribed fees, with the Herd Book Registrar.

35.7.2 All Applications will be treated on an individual basis.

35.7.3 If the Herd Book Registrar should question the Application, they shall be empowered by the Executive Committee and under the rules of this Constitution to clarify any matter questioned.

35.7.4 That where ever there is any doubt regarding the pedigree details the Herd Book Registrar shall ask for:

a. A full set of registration documentation for the animal's dam and / or sire before registration.

35.7.5 There are different categories of registration. The required registration category has to be selected on the application form and will be printed on the Registration Certificate.

Options of Registration categories are as follows:

Parentage Verified: DNA certificate stating Sire and Dam verification supplied with the application

Dam Verified / Sire Verified: DNA certificate of Dam/Sire provided or already held by the Registrar

Profile Available: DNA certificate supplied with the application

Not Profiled: no available DNA profile of the requested animal

The DNA certificate of verification has to come from a recognised testing facility.

35.7.5a Upgrade of a Registration category can be requested at a later date if the required DNA certificate is presented. Requests for this will have to be made to the Registrar.

- 35.7.6 That on occasions a physical inspection and an assessment by an Approved Assessor of the Society may be required before registration can take place. The Applicant agrees to pay the cost of such inspection. All physical inspections and assessments will be based on the UK Highland Cattle Society model, adapted to the New Zealand market and approved by the Society. The Applicant further agrees that the decision of the Executive Committee is final.
- 35.7.7 Subject to clause 36.3 artificial insemination.
- 35.7.8 Subject to clause 38 general grading rules.
- 35.7.9 Subject to clause 37 embryo transfer.
- 35.7.10 Subject to clause 39 grading scale.
- 35.7.11 Subject to clause 40 special registrations.
- 35.7.12 The onus shall rest with the Applicant to satisfy the Herd Book Registrar on the eligibility of the animals being submitted for registration. The herd book is a record of pedigree as supplied by the breeder and cannot be held responsible in any way for the information held.
- 35.7.13 The Herd Book Registrar may from time to time defer to the Executive Committee for guidance on any matter relating to registration issues.
- 35.8 The Executive Committee retains the right to make decisions regarding registration procedures and assumptions affecting registration procedures if it believes such actions are in the best interests of its members.
- 35.8.1 That on occasions a physical inspection and an assessment by an Approved Assessor of the Society may be required before registration can take place. The Applicant agrees to pay the cost of such inspection. All physical inspections and assessments will be based on the UK Highland Cattle Society model, adapted to the New Zealand market and approved by the Society. The Applicant further agrees that the decision of the Executive Committee is final.
- 35.8.2 Subject to clause 36.3 artificial insemination.
- 35.8.3 Subject to clause 38 general grading rules.
- 35.8.4 Subject to clause 37 embryo transfer.
- 35.8.5 Subject to clause 39 grading scale.
- 35.8.6 Subject to clause 40 special registrations.
- 35.8.7 The onus shall rest with the Applicant to satisfy the Herd Book Registrar on the eligibility of the animals being submitted for registration. The herd book is a record of pedigree as supplied by the breeder and cannot be held responsible in any way for the information held.
- 35.8.8 The Herd Book Registrar may from time to time defer to the Executive Committee for guidance on any matter relating to registration issues.

35.9 The Executive Committee retains the right to make decisions regarding registration procedures and assumptions affecting registration procedures if it believes such actions are in the best interests of its members.

36 ARTIFICIAL INSEMINATION

- 36.1 Any Registered Member who uses Artificial Insemination must maintain an appropriate record keeping system.
- 36.2 The Artificial Insemination is to be recorded in an Insemination Certificate Book (triplicate), or saved in electronic form by the officiating AI Technician, with written confirmation also given to the breeder.
- 36.3 When registering the live progeny of Artificial Insemination a copy of the insemination record is to be submitted with the Registration Application.

37 EMBRYO TRANSFER RULES

- 37.1 Any Registered Member who uses Embryo Transfer must maintain an appropriate record keeping system.
- 37.2 The Embryo Transfer is to be recorded in an appropriate Embryo Insemination Certificate Book (triplicate), or saved in electronic form by the officiating Technician, with written confirmation also given to the breeder.
- 37.3 When registering the live progeny of an Embryo Transfer a copy of the insemination is to be submitted with the Registration Application.

38 GENERAL GRADING RULES AND CONDITIONS ASSOCIATED WITH REGISTRATION

- 38.1 As a principal and in line with the organisations Objectives, all grading rules and conditions are based on the proven principals of 'Blood Purity'.
- 38.2 ~~Effective from 1 January 2012, the Society does not accept any new registrations of A grade and lower bulls.~~
- 38.3 ~~Where the Blood Purity of the animal is above 99% the Society deems the animal to be a Full Blood.~~

39 GRADING

- 39.1 All stock submitted for registration within the Society Herd Book must conform to the following conditions, and subject to these rules shall be eligible for Registration.
- 39.2 The present system of putting a number after P to denote the generation is not to be extended past P3. Thereafter, based on our purity table, any % of 99% or more is deemed to be a Fullblood, and subsequently the grade will be known as Fullblood.
- 39.3 The Society grades matings as follows: C / B / A / P1 / P2 / P3 / Fullblood
- 39.4 The progeny of the dam and sire will be one grade 'higher' than the lowest grade of either the dam or sire, unless both the dam and sire are the same grade in which case the grading will remain the same as the dam and sire. Please refer to the purity table as shown
- 39.5 Effective from 1 June, 2020, the Society will not accept any new registrations of Grades C, B and A Highlands and P1 Bulls.
- 39.6 From 1 June, 2020, only Standard size Highland progeny with four or more generations of Fullblood lineage for both the Sire and Dam will be able to be registered as **Fullblood**.
- 39.7 From 1 June, 2020, all Standard size Purebred Highlands who do not meet the requirement of Fullblood in Section 39.6, and are not excluded as a result of Section 39.5, will be registered as **Pedigree**.

	Sire	?	C	B	A	P1	P2	P3	FB
Dam	Highland	0%	50%	75%	87.50%	93.75%	96.875%	98.438%	100%
?	0%	0.000%	50.000%	37.500%	43.750%	46.875%	48.438%	49.219%	50.000%
C	50%	25.000%	50.000%	62.500%	68.750%	71.875%	73.438%	74.219%	75.000%
B	75%	37.500%	62.500%	75.000%	81.250%	84.375%	85.938%	86.719%	87.500%
A	87.50%	43.750%	68.750%	81.250%	87.500%	90.625%	92.188%	92.969%	93.750%
P1	93.75%	46.875%	71.875%	84.375%	90.625%	93.750%	95.313%	96.094%	96.875%
P2	96.875%	48.438%	73.438%	85.938%	92.188%	95.313%	96.875%	97.657%	98.438%
P3	98.438%	49.219%	74.219%	86.719%	92.969%	96.094%	97.657%	98.438%	99.219%
FB	100%	50.000%	75.000%	87.500%	93.750%	96.875%	98.438%	99.219%	100.000%

= Dispersing % Highland (Blood Purity)

40 SPECIAL REGISTRATIONS

- 40.1 On a rare occasion the Society may find justification for considering registering an animal outside of the rigid and detailed criteria outlined for other registrations.
- 40.2 A series of dedicated tests, measurements and considerations would need to be answered prior to the Executive Committee giving due consideration, as follows:
- 40.2.1 Are the bloodlines and genetic pedigrees of the animal involved unique and could they be lost to the NZ Highland Industry if the animal was not registered; and
- 40.2.2 Will the registration of the animal broaden the overall Highland market and thus be of benefit to all Highland breeders in the longer term; and
- 40.2.3 Can the registration of an animal under the special section be controlled in the sense that quality within the Highland industry will not be compromised?
- 40.3 If a registration application is sent to the Herd Book Registrar that meets any one of the criteria as outlined in clause 40.2 *above*, the Herd Book Registrar will forward all submitted documentation to the Executive Committee for due consideration.
- 40.4 The Executive Committee will call a Special meeting to discuss the application, and appoint an Approved Assessor of the Society to:
- 40.4.1 Review the genetics involved within the applicant Fold; and
- 40.4.2 To ensure that the bloodlines and genetic pedigree of the animal are unique; and
- 40.4.3 To view the records of proof substantiating the animals pedigree.
- 40.5 If the pedigree background details of the animal in question are not absolutely and concisely clear from the records, or there is any doubt at all as expressed by the Approved Assessor of the Society the animal then;
- 40.5.1 The assessment will be carried out by an Approved Assessor of the Society. The Applicant must agree, in writing, to pay the cost of such inspection prior to the inspection being carried out. The Assessor's opinion is final as to the quality of the assessed animal.
- 40.5.2 It is the decision of the Executive Committee whether the registration proceeds or not.
- 40.5.3 The Executive Committee reserve the right to refuse registration, even if all criteria is met, without providing any justification if in its opinion such a registration could prove harmful to the breed.
- 40.5.4 Background genetics on the registration Certificate will simple state the name of the breeder and animal grade.
- 40.5.5 Assessed animals will be registered clearly indicating that it is an assessed animal.

41 TRANSFER FEES

- 41.1 The fee for transfer in the Herd Book and all fees relating to transfer shall be set annually by the Executive Committee and notified via the official web site &/or newsletters.
- 41.2 No transfer documentation will be sent to the applicant until payment in full is received.

42 TRANSFERS

- 42.1 Applications for the Transfer of Highland Cattle shall be accepted from:
- 42.1.1 Full Registered Members of the Society.
 - 42.1.2 Junior Members of the Society.
- 42.2 The Registered Members involved in the transaction are responsible for the payment of fees on transfer of the animal. The transfer will not be registered, nor the herdbook records updated, until such fees are received by the Herd Book Registrar.
- 42.3 The Seller must advise of the sale on the official form supplied by the Society within one (1) month, and forward to the Herd Book Registrar, together with:
- 42.3.1 The prescribed fees; and
 - 42.3.2 A copy of any DNA Certificate available; and
 - 42.3.3 A copy of their current Registration Certificate within thirty (30) days of the sale.
 - 42.3.4 Such documentation requested in 42.3.2 and 42.3.3 above can be in electronic data form.
- 42.4 Once processed the Herd Book Registrar will forward to the Purchaser a current Registration Certificate showing the Purchaser as the new owner.
- 42.5 Sales to Non Members also require notification to the Registrar, along with the name of the Purchaser.

43 ALTERATIONS TO CONSTITUTIONAL RULES & REGULATIONS

- 43.1 The Executive Committee may by unanimous resolution, having first notified the Registered Member's and sought the views of the Registered Member's, rescind, vary, or add to any of the provisions of these rules, provided such rescission, variation, or addition does not detract from the purposes of the Society, or jeopardise the Society's ability to retain its status as a Society under the Incorporated Societies Act, 1908.
- 43.1.1 Any financial, voting, member has the right, by way of remit to an Annual General Meeting, to request an addition or change to the Constitutional Rules And Regulations.
 - 43.1.2 Any such addition or change, if approved by majority vote at said AGM, is binding on the society and its officers, until such time as it may be changed/rescinded at any subsequent AGM by way of remit and majority vote.

- 43.1.3 No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the not-for-profit status. 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.

44 NAME AND PREFIX CHANGES

- 44.1 As from 1 July 2012, the Society does not allow animal name changes for any reasons.
- 44.2 Any animal currently or previously registered with another society, must maintain the same name in its entirety when a request is made to register with the NZLHS.

45 COMMON SEAL

- 45.1 The Common Seal of the Society shall be kept in the custody of the Solicitors for the Society and shall not be affixed to any deed, instrument, contract, document or paper without the authority of the Executive Committee. The affixing of the Seal to any deed or instrument creating legal obligation upon the Society shall be attested by two Executive Committee Members, one of whom must be the President.

46 DISSOLUTION

- 46.1 The Society shall be wound up if it shall be deemed expedient by a special resolution proposed at a Special Meeting of the Society called specially for that purpose by notice in accordance with these Rules and provided such resolution is carried by a simple majority of the Full Members of the Society.
- 46.2 If upon winding up or dissolution of this Society whether voluntarily or by the Registrar of Incorporated Societies or otherwise there remains after satisfaction of all its debts and liabilities any assets whatsoever the same shall be handed over to any other societies or groups having objects similar to the Society in New Zealand or as any Judge of the High Court of New Zealand may direct.
- 46.3 If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand.

47 MATTERS NOT PROVIDED FOR

47.1 Matters not provided for in the foregoing Rules shall be dealt with by the Executive Committee who shall adjudicate thereon as the Executive Committee shall think fit and the Executive Committee decision thereon shall be final.