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# NZ HOLSTEIN FRIESIAN ASSOCIATION INC

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# RULES

as at October 2020

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**1. NAME**

The name of the Association is "The New Zealand Holstein Friesian Association (Incorporated)."

**2. OFFICE**

The Registered Office of the Association is situated at 23 Vialou Street, Hamilton.

**3. OBJECTS**

The objects for which the Association is established are:

- (i) To maintain the purity and improve the breed of pedigree Holstein Friesian cattle in New Zealand.
- (ii) To collect, verify, and publish information relating to Holstein Friesian cattle, and to compile and publish a Herd Book and Performance Register of Holstein Friesian cattle in New Zealand.
- (iii) To promote shows and sales of pedigree Holstein Friesian cattle and to recommend the appointment of Judges.
- (iv) To promote an export trade of New Zealand Holstein Friesian cattle.
- (v) To encourage testing of pedigree Holstein Friesian cattle.
- (vi) To investigate cases of doubtful and suspected pedigrees.
- (vii) To settle disputes and questions relating to or connected with New Zealand Holstein Friesian cattle.
- (viii) To offer prizes for pedigree Holstein Friesian cattle, to ensure the representation at important shows in New Zealand or abroad of the best specimens of the breed, and to contribute from the funds of the Association towards the expense of the carriage of animals recommended for exhibition by the Association.
- (ix) To co-operate with any other society having similar objects and to procure from and communicate to such society such information as may seem likely to promote the objects of this Association.
- (x) To continually improve Holstein Friesians, ensuring profitability for New Zealand Dairy Farmers.
- (xi) To actively collaborate with dairy cattle geneticists and research workers, with the objective of providing breeders with the best available advice for breeding better Holstein Friesian cattle that will meet future NZ Dairy Industry requirements.

**4. POWERS**

In addition to its statutory powers, the Association may:

- 4.1 Use such of its funds to pay the costs and expenses of furthering its objects, and for that purpose may employ such persons as may seem expedient.
- 4.2 Purchase, lease, hire or otherwise acquire, may exchange and may sell, lease or otherwise dispose of property, rights or privileges to further carry out its objects as may seem expedient, invest in any investment in which a trustee might invest.
- 4.3 Borrow or raise money by debenture bonds, mortgage and other means with or without security.
- 4.4 Make Rules and By-laws for the government of the Association and any Branches formed in accordance with Rule 8.

- 4.5 Carry out any functions and powers necessary or desirable for the formation of Branches in accordance with Rule 8.
- 4.6 Generally do all other such lawful things as may be incidental to attaining the above objects or any of them, and as may be calculated to protect the interests of breeders of Pedigree Holstein Friesian cattle.

## **5. MEMBERSHIP**

### **5.1 TYPES OF MEMBERSHIP**

Members of the NZ Holstein Friesian Association shall consist of the following:

- A. Honorary Life Members
- B. Senior Members
- C. Associate Members
- D. Junior Members
- E. Long Service Members
- F. Branches

#### **5.1.A Honorary Life Members**

May be elected by the Board in recognition of services rendered to the Association. The number of Honorary Life Members of the Association shall not at any time exceed a total of twenty (20). Honorary Life Members shall be entitled to all rights and privileges of the Association without payment of any subscription.

#### **5.1.B Senior Members**

Any person proposed by a member or staff member of the Association, shall, on approval by the Board, and payment of the required subscription, be admitted as a Senior Member. Such Senior Members shall be entitled to all rights and privileges of the Association.

#### **5.1.C Associate Members**

Any person proposed by a member or staff member of the Association shall, on approval by the Board and payment of the required subscription, be admitted as an Associate Member. Such Associate Members shall receive services on a fees per request basis. They shall not be entitled to vote at any election of members of the Board nor at any meeting of the Association; neither shall they be eligible to hold any office in the Association. They may own no more than 20 Registered Holstein Friesian Dairy Cattle but are otherwise entitled to all rights and privileges of the Association. Once an Associate Member owns more than 20 Registered Holstein Friesian Dairy Cattle they will:

- (i) continue to be an Associate Member, but only until the end of the current subscription period; and
- (ii) at the beginning of the next subscription period either be admitted as a Senior Member on payment of the required subscription, or cease to be a Member of the Association.

#### **5.1.D Junior Members**

Any person under 21 years of age may be proposed by a member or staff member of the Association shall, on approval by the Board and payment of the required subscription, be admitted as a Junior Member. Such Junior Members shall be entitled to register cattle in the Herd

Book. They shall not be entitled to vote at any election of members of the Board nor at any meeting of the Association; neither shall they be eligible to hold any office in the Association. At the end of the financial year during which they reach the age of 21 years Junior Members shall become either Senior or Associate members of the Association.

5.1.E Long Service Members

The Board may elect as a Long Service Member, any member who has been a fully financial member of the Association for not less than fifty (50) years. A Long Service Member so elected shall thereafter be entitled to all rights and privileges of the Association without payment of further subscriptions. The Board may not award any Long Service Membership after 23<sup>rd</sup> June 2011, provided that any Long Service Member at that date will continue to hold all rights and privileges held by a Long Service Member prior to 23<sup>rd</sup> June 2011.

5.1.F Branches

Any Branch formed in accordance with Rule 8 will automatically become a member of the Association. Such Branch shall not be entitled to register cattle in the Herd Book. The Branch shall not be entitled to vote at any election of members of the Board nor at any meeting of the Association; neither shall they be eligible to hold any office in the Association.

5.1.G Full Financial Members

Any member, who is a Honorary Life Member, Senior Member or a Long Service Member and is not in arrears in accordance with Rule 5.2.B, will be deemed to be a Full Financial Member of the Association.

5.2 MEMBERS' SUBSCRIPTIONS

5.2.A The Annual Subscription rates for Senior Members, Associate Members and Junior Members shall be determined by the Board and may be varied by the Board from time to time.

5.2.B The Board may in its discretion exempt any member from payment of that member's subscriptions or any part thereof.

5.2.C All annual subscriptions shall be invoiced in April of each year, covering the period from the 1<sup>st</sup> day of that month to the 31<sup>st</sup> day of March in the following year. Annual subscriptions shall be deemed to be in arrears if they have not been paid by the 20<sup>th</sup> of month following date of invoice.

5.2.D The financial year of the Association shall end on the 31<sup>st</sup> day of March each year.

5.3 REGISTER OF MEMBERS

All persons admitted to membership of the Association shall be entered on the Register of Members.

The rights and privileges of every member of the Association shall be personal to that member, and shall not be transferable or transmissible either by that member's own act or by operation of law. The Register of Members shall record the postal and email addresses and telephone numbers of all Members. Members shall promptly advise the Association of any changes to a Member's contact details.

#### 5.4 RESIGNATIONS

Any member may at any time retire from the Association on giving Written Notice to the General Manager, provided that any retiring Senior, Associate or Junior member shall be liable for any subscription or other amount which may be due at the date of that member's retirement.

#### 5.5 REMOVAL OF MEMBERS

5.5.A A Member may have his or her membership terminated in the following way:

- (a) If:
  - (i) the Board is of the view that a Member is failing in the observance of the Rules, and/or any legal rule, regulation or By-law made by the Board; and/or
  - (ii) in the opinion of the Board a Member's conduct is derogatory to the character or prejudicial to the interests of the Association; and/or
  - (iii) a Member makes a willful misrepresentation in any publication, social media platform, sale catalogue or advertising in respect of registered Holstein Friesian cattle; and/or
  - (iv) a Member is in arrears (as set out in clause 5.5.C) for more than 12 months; (each of these being a Prohibited Action), the Board may, by majority vote of two-thirds of the Board present and eligible to vote at a Special Board meeting (and if the member whose removal is proposed is a Board member he or she shall be excluded from the Quorum for such meeting), determine to give Written Notice of the Prohibited Action(s) to the Member (the Board's Notice). The Board's Notice must:
    - (v) explain the Prohibited Action(s) that the Board considers is occurring;
    - (vi) state what the Member must do in order to remedy the situation; and/or state that the Member must write to the Board giving reasons why the Board should not terminate the Member's membership;
    - (vii) state that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Member's membership; and
    - (viii) state that if the Board terminates the Member's membership, the Member may appeal to the Association.
- (b) 14 days after the Member receives the Board's Notice, the Board may in its absolute discretion, by majority vote of two-thirds of the Board present and eligible to vote at a Special Board meeting (and if the member whose removal is proposed is a Board member he or she shall be excluded from the Quorum for such meeting), terminate the Member's membership by giving the member Written Notice (Termination Notice), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Association at the next Association Meeting (as defined in clause 7.1) by giving Written Notice to the General Manager (Member's Notice) within 14 days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the General Manager, the Member will have the right to be fairly heard at the next Association Meeting. If the Member chooses, the

Member may provide the General Manager with a written explanation of the events as the Member sees them (Member's Explanation), and the Member may require the General Manager to give the Member's Explanation to every other Member within 7 days of the General Manager receiving the Member's Explanation. If the Member is not satisfied that the other Association Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Association Meeting.

- (d) When the Member is heard at an Association Meeting, the Association may question the Member and the Board Members.
- (e) The Association shall then by majority vote of those Members present and eligible to vote at the Association Meeting (but excluding the Member who is the subject of the decision) decide whether to let the termination stand, or whether to reinstate the Member. The Association's decision will be final.

5.5.B Any former Member who has had their membership terminated in accordance with clause 5.5.A may be proposed for membership in the same way as any other person, but such former Member shall not be readmitted without the approval of the Board by majority vote of two-thirds of the Board present and eligible to vote at a Special Board meeting.

5.5.C If a member is in arrears in respect of any sum owing to the Association (whether by way of subscription, fees for products or services or any other reason) for more than 3 months, the Board may suspend supplies of all services or products to that member.

Any member who is in arrears shall not:

- (i) Be entitled to nominate any member for the Board.
- (ii) Vote at any election of a member of the Board.
- (iii) Be eligible for a seat on the Board.

If a member is in arrears for more than 6 months the Board may place the debt in the hands of a debt collector.

If the member is in arrears for more than 12 months the Board may suspend that member's membership and take action as determined by Rule 5.5.A above.

## 5.6 MISREPRESENTATION OR INACCURACY

It shall be the duty of every member of the Association to give information in writing to the Board, without delay, of every case of alleged misrepresentation or inaccuracy in the particulars furnished by any member or other person in relation to the following which comes to the member's knowledge:

- (i) The pedigree or identity of any animal, or
- (ii) The entry of any animal in the Herd Book, or
- (iii) The notification of the birth of any animal, or
- (iv) The exhibition, sale, or transfer of any animal, or
- (v) The milk or milk solids yield of any cow or heifer

It shall also be the duty of members to assist the Board by every means in their power to investigate every such case.

## 6. **BOARD AND DIRECTORS**

- 6.1 The Board of the Association shall consist of nine members who shall be elected and hold office on a Ward basis. These Directors shall attend all meetings of the Association and be paid for direct expenses and time at rates determined by the Annual Meeting/Remuneration Committee or Rule 6.7. At the first full Board meeting following the Annual General Meeting, preferably within 24 hours the Board shall elect a President, Vice President and Treasurer.
- 6.2 For the purpose of this rule there shall be established the following eight (8) Wards which shall be represented on the Board as follows:

### North Island

Ward 1, 2 and 3

Northland, Auckland, Waikato and Bay of Plenty 3 Members

Ward 4 & 5

Manawatu, Wairarapa, Hawkes Bay and Taranaki 2 Members

### South Island

Ward 6 & 7

Nelson, Marlborough, Golden Bay, Kaikoura, Canterbury and West Coast 2 Members

Ward 8

Otago and Southland 2 Members

The boundaries of such Wards shall be as determined by the Board. The Board will have the power from time to time to vary such Wards.

- 6.3 Members for nomination to the Board for election in their respective Wards must:
- (i) be Full Financial Members: and
  - (ii) be actively breeding and have registered no less than 21 Holstein Friesian animals in total within the preceding three (3) years of Holstein Friesian Herd Books prior to their nomination: and
  - (iii) at the date of nomination, retain ownership of 21 Holstein Friesian animals.

For the purposes of this rule members of the Association shall include an accredited shareholder, trustee or partner representing an institution registering Holstein Friesian animals.

They must be proposed and seconded by Full Financial Members resident in the relevant Ward and the proposal form must be forwarded to the General Manager so that it is received by the General Manager no later than 12 noon on the last working day in March each year before the Annual General Meeting. Such members may propose or second one candidate only.

If the number of candidates so nominated shall not exceed the number of vacancies such candidate or candidates shall be duly elected and his or her election reported to the Annual Meeting.

If the number of candidates so nominated shall exceed the number of vacancies the General Manager shall issue voting papers to member's resident in the Ward within six (6) weeks of the Annual General Meeting. The form of such voting papers must be determined by Board.



The Board shall appoint the General Manager (or such other suitable person) as Returning Officer and appoint two independent scrutineers of its choice. Member's votes must be posted or delivered to the Registered Office and arrive before the appointed date and time.

Members may vote only for a candidate or candidates nominated to represent the Ward in which that member is resident. The voting papers shall then be counted by the two independent scrutineers.

The candidate receiving the most votes shall be duly elected and their election reported to the Annual General Meeting.

In the event of there being equal votes between two or more candidates, one or more who are sitting Board members, the sitting member/s shall be declared elected.

In the event of there being equal votes between two or more sitting Board members, or two or more candidates who are not sitting Board members, a decision shall be made by the toss of a coin supervised by the scrutineers.

6.4 Casual vacancies occurring between Annual General Meetings may be filled in an election in the relevant Ward. The member elected to fill the casual vacancy must qualify for nomination as a Board Director as set out in Clause 6.3. The member of the Board who has been appointed to fill the casual vacancy shall retire at the end of the term of office of the member whose office has been replaced.

6.5 Members of the Board, excepting those appointed to fill casual vacancies, shall hold office for three (3) years save as herein provided. A minimum of three (3) members of the Board shall retire in each year, but they shall be eligible for re-election. The Board shall decide which of its members shall so retire.

6.6 The President may call a meeting of the Board at any time. The quorum of the Board shall be five (5).

#### 6.7 Remuneration of the President and the Board

The Association shall:

- (i) Reimburse the President and Board members for all out of pocket expenses incurred by them in the carrying out of their duties as offices of the Association.
- (ii) Remunerate the President (including the President's honorarium) and the Board by way of salary or other reward for carrying out their duties as offices of the Association ("the Board's Remuneration").

6.7.A The Association shall pay the Board's Remuneration by way of salary or other reward as provided in section 5(d) and (e) of the Incorporated Societies Act 1908, but only to the extent that the members shall not be deemed to be associated for pecuniary gain by reason of such payment.

6.7.B The Board shall delegate its powers to determine the Board's Remuneration to a Committee ("the Remuneration Committee") comprising of three non-members.

6.7.C The members shall at each Annual General Meeting:

- (i) Appoint the Remuneration Committee to determine the Board's Remuneration for the year following the next Annual General Meeting.

- (ii) Request the Remuneration Committee to report to the next Annual General Meeting with a report recommending the appropriate Board Remuneration to be paid in the year following the next Annual General Meeting.
- (iii) Ratify the Board's remuneration recommended in the Remuneration Committee's report to be effective in the year commencing immediately after the Annual General Meeting provided the members are satisfied that the members will not be deemed to be associated for pecuniary gain by reason of the payment of the Board's Remuneration.

## **7. GENERAL MEETINGS**

- 7.1 In this clause, clause 5.5.A, and in clause 13 "Meeting" means an Annual General Meeting, Special General Meeting or Extraordinary Meeting.
- 7.2 The Association shall hold in each year an Annual General Meeting. If required, the Annual General Meeting can be held via the medium of internet link and/or telephone conference call.
- 7.3 The Board may call Special General Meetings for extraordinary business.
- 7.4 The General Manager shall call a Special General Meeting on receipt of a requisition signed by not fewer than twenty (20) members of the Association. Such requisition must express the object of the meeting proposed, and must be left at the registered office of the Association.
- 7.5 The General Manager shall give members Written Notice of Meetings as follows:
  - (i) Annual General Meetings – 14 days' Written Notice
  - (ii) Special General Meetings – 21 days' Written Notice
  - (iii) Extraordinary General Meetings – 21 days' Written Notice
- 7.6 If the General Manager does not give members notice of the Extraordinary General Meeting within 21 days from the General Managers receipt of the requisition then those requesting the Extraordinary General Meeting may give 21 days' Written Notice to members and convene the Extraordinary General Meeting themselves.
- 7.7 The President of the Association, or in the President's absence, the Vice-President, shall take the chair at all meetings. In the absence of both the President and the Vice-President, the members present shall elect a member of the Board to preside. If there is no Board representative present at the meeting or willing or able to preside over the meeting, then the members present at the meeting shall elect a member present to preside over the meeting.
- 7.8 A member, entitled to attend and vote at a Meeting, may appoint a proxy to attend and, on a poll on a Notice of Motion, to vote on that member's behalf on a poll on a Notice of Motion. Such proxy must be a Senior, Honorary Life or Long Service Member of the Association. Forms of proxy will be available on application to the registered office of the Association. Completed proxy forms must be duly deposited at the registered office of the Association not less than seventy-two (72) hours before the time of the relevant Meeting.
- 7.9 At all Meetings the Chairman shall have a normal deliberative vote and a second or casting vote. The casting vote may be used at the Chairman's discretion.
- 7.10 The quora for Meetings are as follows:
  - (i) Annual General Meetings – fifteen (15) members.

- (ii) Special General Meetings – thirty (30) members.
- (iii) Extraordinary General Meetings – thirty (30) members.

7.11 Except for the Board Meeting referred to in Rule 6.1, official meetings of the Board may, if required by the President, be held via the medium of telephone conference calls or internet link.

7.12 The Business of the Annual General Meeting shall be:

- (i) Minutes of the previous Annual General Meeting.
- (ii) President, Treasurers and Remuneration Committee Reports.
- (iii) Statement of Financial Performance and Position.
- (iv) Appointment of the Auditor.
- (v) Declaration of Board Elections.
- (vi) Appointment of the Remuneration Committee under clause 6.7.C(i).
- (vii) Other matters in respect of Board Remuneration as set out in clauses 6.7.C(ii) and (iii).
- (viii) Notices of Motion provided the Written Notice required under Rule 13 has been given.
- (ix) Remits provided the Written Notice required under clause 7.14 has been given.
- (x) General Business.

7.13 Notices of Motion:

The procedure for dealing with Notices of Motion to the Association will be the same as that for dealing with alterations or additions to the Rules as provided in Rule 13.

7.14 Remits:

Any member of the Association may submit a remit for consideration at an Annual General Meeting. If passed at the Annual General Meeting the Remit then becomes a recommendation to the Board. The Board must consider any such recommendation but is under no obligation to act on it.

No remit will be considered at an Annual General Meeting unless Written Notice of such a remit has been given to the Association before the 30<sup>th</sup> April, prior to the Annual General Meeting.

The General Manager shall notify all members of the Association of any remit to be presented at the Annual General Meeting at least thirty (30) days before the Meeting.

Members eligible to vote at the Annual General Meeting will be eligible to vote on any remit put to the Meeting – Proxy votes will not be accepted to vote on any Remit.

## **8. BRANCHES**

8.1 A group of at least five members of the Association who each have a breeding herd in an Association Ward may apply to the Board to form a Branch of the Association (“Branch”)

8.2 The application referred to in Clause 8.1 must include:

- (i) The full name of the proposed Branch.
- (ii) The full names of the proposed members of the Branch.
- (iii) The proposed Rules of the Branch.
- (iv) The Ward area within which the Branch will operate.

8.3 The Board may approve the formation of the Branch subject to such terms and conditions as the Board thinks fit, including but not limited to the form of the Rules to be adopted by the Branch.

- 8.4 The Branch must consist of at least five members of the Association and may be an unincorporated body or incorporated under the Incorporated Societies Act 1908 or Incorporated Societies Amendment Act 1920. The Branch and all its members must agree to adhere to the Rules and By-laws of the Association.
- 8.5 The Branch must submit any proposed change of its Rules to the Board for approval before the change is adopted.
- 8.6 Each Branch must, by the 30 September in each year, provide the Association with:
- (i) Minutes of its Annual General Meeting.
  - (ii) Office holders for the ensuing twelve months.
  - (iii) Financial statements which have been approved by the Branch for the previous financial year.
- 8.7 The Branch will be responsible for hosting the Conference and Annual General Meeting once every ten years on a set rotation.
- 8.8 A Branch may publish literature solely in the name of the Branch for local purposes but such literature shall not contain a statement contrary to the Rules and/or By-laws of the Association.
- 8.9 A Branch shall be responsible for its own affairs and shall be solely responsible for its own debts and liabilities. A Branch shall not use the Association name to gain credit for the Branch without the prior written approval of the Board. The management and control of the affairs of the Branch shall be vested in the Branch Committee which must act in accordance with the Rules of the Branch.

## **9. ACCOUNTS AND AUDIT**

- 9.1 If, upon the winding up or dissolution of this Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this property shall not be paid to nor distributed among the members of the Association, but shall be given or transferred to some other society or societies having objects similar to the objects of the Association. The members of the Association shall determine such society or societies at or before the time of dissolution. In default of such determination a Judge of the High Court or any competent Court shall determine such society or societies.
- 9.2 Full and true accounts shall be kept of:
- (i) The sums of money received and expended by the Association.
  - (ii) The matters in respect of which such receipts and expenditure take place.
  - (iii) The assets, credits and liabilities of the Association.

The Association's books of account shall be kept at the registered office or at such other place or places as the Board determines.

The Board shall examine the accounts at least once in every year, and the correctness of the statement and balance-sheet ascertained by one or more properly qualified auditor or auditors.

- 9.3 THE FUNDS OF THE ASSOCIATION may be applied as follows:
- 9.3.A Generally upon or for any object or purpose expressed or implied by these Rules. Without limiting the generality of the preceding paragraph the funds of the Association shall be applied:

- (i) In payment of legal and other expenses incurred in connection with the Association.
- (ii) In payment of the current expenses and other disbursements of the Board in the conduct of the business of the Association or in relation there to.
- (iii) In payment of the Board Remuneration.
- (iv) In payment of the salaries and wages of the General Manager, and employees for the time being of the Association.
- (v) In defraying the expenses of, or connected with the printing, publication, sale and distribution of the publications of the Association.
- (vi) In paying the purchase money or rent of any house, lands, goods, chattels, or effects, purchased or hired by the Association, or any repairs or other outgoings in respect of such premises, and in paying for any other property required by the Association.
- (vii) In payment of the interest and repayment of the principal of any moneys borrowed by the Association.
- (viii) In constituting a reserve fund to meet further contingencies.
- (ix) In reducing the price charged for any publication of the Association.
- (x) In payment of prizes or awards.
- (xi) In payment of subsidies to Branches.

## **10. POWERS AND DUTIES OF THE BOARD**

- 10.1 Subject to the provisions in these Rules and in the Incorporated Societies Act 1908, the Board shall exercise all the powers and perform all duties for which the Association has been established; and shall have full power to do all such things as may be incidental or conducive to the attainment of the objects of the Association mentioned in these rules.
- 10.2 Without limiting the generality of the foregoing paragraph, the Board may exercise and perform the following duties and powers: They may delegate any of their powers or duties (except the appointment and removal of Members of the Board and of the Association) to Committees of any number of members. Such committees must include a minimum of three members, including a minimum of one Board member. The Board may make, alter and rescind By-laws for conducting the business delegated to such Committees.
- 10.3 From time to time convene and hold general or special meetings of the Association.
- 10.4 From time to time frame, alter, and rescind regulations and by-laws, for:
- (i) Registering the names and addresses of members.
  - (ii) For conducting the business and carrying out the objects of the Association.
  - (iii) For conducting the business of the Board.

Provided that the Board may not vary or rescind any of its resolutions unless that resolution is passed at one meeting of the Board and confirmed at a subsequent meeting.

The Board shall advise all members of any changes to By-laws 30 days prior to such By-laws taking effect.

- 10.5 Impose fines on members for breach of any such regulations and By-laws. Such imposition to follow the procedure of Rule 5.5.

- 10.6 Acquire for the Association any pedigree or publication, with the copyright therein and may establish any publications devoted to or bearing on any object of the Association. The copyright of every publication acquired or established by or on behalf of the Association shall be vested in the Association.
- 10.7 Continue or alter any contract in relation to the printing, publishing, sale or distribution of any publication acquired by the Association.
- 10.8 Regulate the issue and terms of sale of any publication and the charges to be levied for the insertion therein of entries relating to the Holstein Friesian cattle and other matters.
- 10.9 Fix the terms and conditions of:
  - (i) Employment of the General Manager, and employees, and
  - (ii) Any contracts entered into by the Association.
- 10.10 From time to time appoint, employ, and remove a General Manager of the Association, and Editor or Editors of any publication for the Association, a Treasurer of the Association or any other officers on such terms and conditions as the Board thinks fit.
- 10.11 Borrow money for the purposes of the Association and may give security for any such moneys upon any property of the Association. The property of the Association shall be vested in the Board.
- 10.12 Place any moneys of the Association not required for immediate use upon deposit at interest at some bank, and they may invest such moneys.
- 10.13 Vary the application of the funds of the Association as the Board thinks fit from time to time.
- 10.14 Generally deal with the property of the Association in such a manner as the Board thinks fit and as it is empowered to do under these rules.
- 10.15 Grant a certificate to the purchaser of any registered pedigree Holstein Friesian recording the change of ownership where the Board is satisfied that the vendor has for any reason refused or been unable to sign the usual transfer.
- 10.16 Announce to members, and also publicly if considered desirable so to do, in such manner as the Board considers fit, the facts and the findings of any enquiry made by the Association, the Board or a duly delegated committee into the conduct, actions or records of any member of the Association.
- 10.17 Order a member found guilty of any breach, action or conduct in the Rules, Regulations or By-laws of the Association to remedy to its satisfaction such breach, action or conduct. If such member shall fail within a reasonable time to carry out such order, the Board may have the same carried out at the expense in all respects of such member and recover such expense from such member. The resignation or purported resignation of such member while any action in respect of such breach, action or conduct is pending shall not relieve that member from any penalty, obligation or order imposed.

## **11. DUTIES OF DIRECTORS & OFFICERS**

### **11.1 President**

The President is responsible for:

- (i) Convening and Chairing Board and General Meetings.
- (ii) Maintaining discipline and order commensurate with the right of each Director to express diverse opinions.
- (iii) Ensuring the Board and members comply with the rules of the Association.
- (iv) Ensuring the Board takes action to advance the objects of the Association.
- (v) Acting as spokesperson when required.
- (vi) Management and Direction of the General Manager and Head Office team.
- (vii) Leadership of the Association to ensure the advancement and wellbeing of the Association and its Members.

### **11.2 Vice President**

The Vice President is responsible for:

- (i) Acting for the President in their absence.
- (ii) Assisting the President to carry out his or her duties.

### **11.3 Treasurer**

The Treasurer is responsible for:

- (i) The Treasurer or a designated member shall sign all accounts of the Association.
- (ii) All invoices must be approved for payment by the Treasurer or General Manager.
- (iii) All cheques must be signed by any two of the Treasurer, General Manager, or designated member or staff member approved by the Board. The Board must approve the staff member and designated member at a Board meeting.
- (iv) The Board may determine that cheques over a set limit must be signed by the Treasurer and a designated member. The Board may vary this approval procedure to meet the operating criteria for electronic banking.

### **11.4 General Manager**

The Board may appoint the General Manager on such terms and conditions as it thinks fit. The General Manager shall ensure the following occur at a standard acceptable to the Board:

- (i) The books of the Association are kept.
- (ii) Correspondence is conducted in a timely and correct manner.
- (iii) Member's subscriptions are recorded.
- (iv) Invoices are processed for payment.
- (v) Minutes of all meetings are maintained.
- (vi) All moneys received for or on account of the Association are paid into the Banking Account of the Association as soon as possible after their receipt.
- (vii) All other lawful duties or projects as requested by the Board or President are carried out.
- (viii) Agenda to be forwarded to all members 5 days prior to AGM.

### **11.5 Director**

The duties of a Director are:

- (i) To bring to the Board informed debate on all topics put up for discussion.

- (ii) To act in support of Board resolutions at all times.
- (iii) To be available for members to contact at all appropriate times and ensure their views are heard at Board level.
- (iv) To make resolutions of the Board freely available to Members.
- (v) To investigate and make known information that maintains the integrity and standing of the NZHFA within the Dairy Industry.
- (vi) To declare all potential or real conflicts of interest to the Board.
- (vii) To act in a professional manner at all times to ensure the good order and nature of the Association is not compromised.

#### 11.6 Auditor

The Association shall keep full and true accounts of monies received and expended and its assets and liabilities. At the first General Meeting and subsequently at the Annual General Meeting in every year, an Auditor shall be appointed by resolution. The Auditor shall hold office until the next Annual General Meeting, but shall be eligible for re-election. The Auditor shall audit the accounts of the Association for the period before the Annual General Meeting.

The Auditor shall send a certified statement showing the financial position of the Association, and shall lay such statement before every Annual General Meeting.

### 12. **GENERAL**

- 12.1 It is declared for the purpose of registration, that the number of members of this Association shall not be limited, but must not be less than fifteen.
- 12.2 These articles shall be construed with reference to the Incorporated Societies Act 1908 and any regulation made there under, and terms used in these articles shall be taken as having the same respective meaning as they have when used in that Act.
- 12.3 The term "Written Notice" in these Rules means hand-written, printed or electronic communication of words, or a combination of these methods. Written Notices may be provided to Members by email to the email address for that Member in the Register of Members in accordance with Clause 5.3. Written Notices may be provided to the Association and to the General Manager by email to the email address of the General Manager current at the time of the Written Notice.
- 12.4 Any member of the Association holding a public sale of registered Holstein Friesian cattle must send a catalogue to the General Manager of the Association to be filed in the General Manager's office. The Board may expel any member making a willful misrepresentation in such catalogue, in accordance with the process set out in clause 5.5.A.
- 12.5 A member must upon request by the Association:
  - (i) Make all mating, breeding, production, index, TOP and Classification information of all pedigree Holstein Friesian animals registered in a Holstein Friesian Herd Book, and animals recorded on Livestock Improvement Database, owned and milked in a member's herd or located on a member's property, or owned by a member and located in a non-member's herd available to the Association upon request; or



- (ii) Permit the Association access to the Livestock Improvement Database in respect of such information.

The Association may use such information for publication, research, or any other purpose the Association may see fit.

**13. ALTERATION OR ADDITION TO RULES**

No alteration or addition to any of the rules of the Association shall be made unless Written Notice of motion is given to all members thirty (30) days before the general meeting (ordinary or special) at which it is proposed to make such alteration or addition.

The General Manager shall give Written Notice to all members of the Association of any notice of motion proposing an alteration or addition to the rules.

The Association may not add to or alter these Rules if it affects the non-profit objects, to provide for any pecuniary profit to members or in respect of its winding up unless the prior approval of the Inland Revenue Department has been obtained.

**14. SEAL**

The Association shall have a Common Seal, bearing the words: "The New Zealand Holstein Friesian Association (Common Seal)".

Documents requiring execution under seal shall be executed by the affixing of the seal in the presence of the General Manager, a Director or an approved member of staff as a witness.

The seal shall be kept at the registered office in the custody of the General Manager and a register kept of all documents so executed.

**15. PAYMENT OR BENEFIT TO MEMBERS**

Notwithstanding any other rules to the contrary here in, no member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

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