

Constitution

**The New Zealand Hanoverian Society
Incorporated**





1	Name.....	2
2	Charitable status	2
3	Definitions and Interpretation	2
4	Purposes	3
5	Act and Regulations	5
6	Restrictions on society powers	5
7	Registered office	5
8	Contact person.....	6
9	Members	6
10	General Meetings.....	9
11	Committee.....	11
12	Committee meetings.....	13
13	Stud Book	14
14	Officers.....	14
15	Records.....	17
16	Finances	18
17	Dispute Resolution.....	19
18	Amalgamations	22
19	Liquidation and removal from the register	22
20	Alterations to the Constitution.....	22
21	Common Seal	23
22	Other	23



CONSTITUTION OF THE NEW ZEALAND HANOVERIAN SOCIETY INCORPORATED

1 Name

- 1.1 The name of the society is The New Zealand Hanoverian Society Incorporated (in this Constitution referred to as the **Society**).

2 Charitable status

- 2.1 The Society is not, and does not intend to be, registered as a charitable entity under the Charities Act 2005.

3 Definitions and Interpretation

- 3.1 **Definitions** - In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

Annual General Meeting means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

Committee means the Society's governing body.

Complaint has the meaning set out in section 38 of the Act.

Constitution means the rules in this document.

Dispute has the meaning set out in section 38 of the Act.

External Accountant means a suitably qualified and independent accountant, appointed in accordance with clause 10.4 of this Constitution.

Financial Member means a member who has not ceased to be a financial member under clause 9.7.2.

General Meeting means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

Interested Member means a member who is interested in a matter for any of the reasons set out in section 62 of the Act.

Interests Register means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

Matter means:

- (a) the Society's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a person who has consented to become a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.



Membership Fees means the fees specified in clause 9.7.1.

Notice to Members includes any notice given by post, courier or email and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

Officer means a natural person who is:

- (a) a member of the Committee; or
- (b) occupying a position in the Society that allows them to exercise significant influence over the management or administration of the Society, including any Chief Executive or Treasurer.

President means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Society.

Register of Members means the register of Members kept under this Constitution as required by section 79 of the Act.

Regulations means regulations made under the Act, including the Incorporated Societies Regulations 2023.

Secretary means the Officer responsible for the matters specifically noted in this Constitution.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Treasurer means the Officer responsible for, among other things, overseeing the finances of the Society.

Vice Presidents means two Officers, elected or appointed in accordance with clause 10.4.1 to deputise in the absence of the President.

Working Days means a day which is not a Saturday or Sunday or public holiday in Auckland, New Zealand.

3.2 **Interpretation** - In this Constitution, unless the context requires otherwise:

- 3.2.1 section, clause and other headings are for convenience only and will not affect the interpretation of this Constitution;
- 3.2.2 singular will include plural and vice versa.
- 3.2.3 reference to a statute or regulation will include all amendments and re-enactments thereof and any subordinate legislation made thereunder.
- 3.2.4 the term **including** means including without limitation;
- 3.2.5 any obligation not to do anything will be deemed to include an obligation not to suffer, permit or cause that thing to be done; and
- 3.2.6 the terms **written** and **in writing** include any means of reproducing words, figures or symbols in a tangible and visible form.

4 Purposes



- 4.1 The primary purposes of the Society are to:
- 4.1.1 promote the interests and welfare of the Hanoverian horse; and
 - 4.1.2 work with agricultural and pastoral societies and all horse breeding societies to encourage and promote the best possible progeny.
- 4.2 In furtherance of these objects the Society may:
- 4.2.1 gather together people interested in the furtherance of the Hanoverian and Rheinland breeds.
 - 4.2.2 advise and inform horse breeders regarding breeding, feeding, keeping and veterinary care;
 - 4.2.3 keep accurate stud records for the Hanoverian and Rheinland breeds;
 - 4.2.4 keep clear and accurate records of brood mares and their classifications and of stallions qualifying for breeding purposes, and follow the progress and potential for training of their progeny;
 - 4.2.5 set out breed specifications and supervise shows and the presentation of the Hanoverian breed;
 - 4.2.6 purchase, take on lease or in exchange or on hire or otherwise acquire, hold, mortgage, or dispose of any real or personal property and any rights or privileges which the Society thinks necessary or expedient for the purposes of attaining these objects or any of them;
 - 4.2.7 advance, deposit or lend money to or with such persons, firms, or corporations and on such terms as may seem expedient;
 - 4.2.8 borrow or raise or secure the payment of money in such manner as the Society thinks fit and by the issue of bonds, debentures, bills of exchange, promissory notes and other obligations or securities of the Society or by mortgage or charge upon all or any part of the property of the Society;
 - 4.2.9 raise money by way of subscription and grant any rights and privileges to subscribers.
 - 4.2.10 make donations to such persons, companies or corporate societies as the Society may think directly or indirectly conducive to any of its other objects; and
 - 4.2.11 do anything which is expedient or conducive to the attainment of all or any of these objects.
- 4.3 The Society must not operate for the purpose of, or with the effect of:
- 4.3.1 distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its members (whether in money or in kind);
 - 4.3.2 having capital that is divided into shares or stock held by its members; or
 - 4.3.3 holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise),
- but the Society will not operate for the financial gain of Members simply if the Society:
- 4.3.4 engages in trade;



- 4.3.5 pays a member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity;
- 4.3.6 distributes funds to a member to further the purposes of the Society, and the Member:
 - (a) is a not-for-profit entity;
 - (b) is affiliated or closely related to the Society; and
 - (c) has the same, or substantially the same, purposes as those of the Society;
- 4.3.7 reimburses a member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes;
- 4.3.8 provides benefits to members of the public or of a class of the public and those persons include Members or their families;
- 4.3.9 provides educational scholarships or grants to Members or their families;
- 4.3.10 pays a Member a salary or wages or other payments for services to the Society on arm's length terms (being terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Society);
- 4.3.11 provides a member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society;
- 4.3.12 amalgamates with or into another society under subpart 2 of Part 5 of the Act (with the result that the amalgamated society succeeds to any gain, profit, surplus, dividend, or other financial benefit of the amalgamating society).

5 Act and Regulations

- 5.1 Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, the Regulations, or any other legislation.

6 Restrictions on society powers

- 6.1 The Society must not be carried on for the financial gain of any of its members.

7 Registered office

- 7.1 The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines. and invariably, that of the incumbent President of the Society.
- 7.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least five Working Days before the change of address for the registered office is due to take effect and, in a form, and as required by the Act.



8 Contact person

- 8.1 The Society shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.
- 8.2 The Society's contact person must be:
- 8.2.1 at least 18 years of age; and
 - 8.2.2 ordinarily resident in New Zealand.
- And shall be appointed by the Committee.
- 8.3 A contact person shall be appointed by the Committee or elected by the Members at a General Meeting.
- 8.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- 8.4.1 a physical address or an electronic address; and
 - 8.4.2 a telephone number.
- 8.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

9 Members

- 9.1 **Minimum number of members** - The Society shall maintain the minimum number of Members required by the Act.
- 9.2 **Purpose** - Members shall consist of individuals, groups or nominated representatives and be made up of those who are interested in, or are taking part in, breeding and registering New Zealand Hanoverian horses. Furthermore, and for the avoidance of doubt, membership under this clause 9 is a mandatory prerequisite of all individuals, groups or nominated representatives prior to and as a condition of the registration of the birth of a Hanoverian studbook recognised foal.
- 9.3 **Types of members** - The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- 9.3.1 **Breeding Member** – A Breeding Member is an individual or a representative (nominated from time to time by joint and/or multiple owners of registered Hanoverian horses) admitted to membership under this Constitution.
 - 9.3.2 **Associate Member** – An Associate Member is a person interested in furthering the objectives of the Society, will have no voting rights at any of the Society's meetings but will still be liable for Membership Fees.
 - 9.3.3 **Honorary Member** – An Honorary Member is a person honoured for services to the Society or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member is not:
 - (a) liable to pay any subscription or other fee in respect of their membership; or
 - (b) eligible to hold office or vote at any meeting of the Society.



9.3.4 **Life Member** – A Life Member is a person honoured for highly valued services to the Society elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.

9.4 **Consent to becoming a Member** - Every applicant for membership must consent to becoming a member. Submitting an application to become a Member in accordance with clause 9.5.1 shall be deemed to constitute consent to:

9.4.1 becoming a member; and

9.4.2 the collection of their private details for the purpose of the membership and registration record of the NZHS studbooks. The Society reserves the right to retain, use and disclose this information to other Members or others at their discretion (acting reasonably) or if required by law. This consent is given in accordance with the Privacy Act 2020.

9.5 **Process for Membership**

9.5.1 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Committee regarding an application for membership and will become a Member on acceptance of that application by the Committee.

9.5.2 The Committee may accept or decline an application for membership at its sole discretion. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).

9.6 **Obligations and rights of Members**

9.6.1 Members of the Society shall have the rights, privileges and responsibilities set out in this Constitution.

9.6.2 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Society.

9.6.3 Every Member shall provide the Society in writing with that Member's name and contact details (namely physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

9.6.4 All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.

9.6.5 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.

9.6.6 The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.



9.7 Subscriptions and fees

- 9.7.1 The Membership Fees for the then current financial year shall be set by the Committee.
- 9.7.2 Any Member failing to pay the Membership Fees (including any periodic payment), any levy, or any capitation fees, within three calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity or to access or use the Society's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within six calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).
- 9.7.3 Membership Fees may differ depending on the class of Member.

9.8 Ceasing to be a member - A Member ceases to be a Member:

- 9.8.1 by resignation from that Member's class of membership by written notice signed by that Member to the Committee;
- 9.8.2 on termination of a Member's membership following a dispute resolution process under this Constitution;
- 9.8.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership);
- 9.8.4 by resolution of the Committee where:
- (a) the Member has failed to pay a subscription, levy or other amount due to the Society within 40 Working Days of the due date for payment; or
 - (b) in the opinion of the Committee the Member has brought the Society into disrepute,

with effect from (as applicable):

- 9.8.1 the date of receipt of the Member's notice of resignation by the Committee (or any subsequent date stated in the notice of resignation);
- 9.8.2 the date of termination of the Member's membership under this Constitution;
- 9.8.3 the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
- 9.8.4 the date specified in a resolution of the Committee and when a Member's membership has been terminated the Committee shall promptly notify the former Member in writing.

9.9 Obligations once membership has ceased - A Member who has ceased to be a Member under this Constitution:

- 9.9.1 Unless waived in writing by the Committee, remains liable to pay all subscriptions and other fees to the Society's next balance date;
- 9.9.2 shall cease to hold themselves out as a Member of the Society;
- 9.9.3 shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals); and



9.9.4 shall cease to be entitled to any of the rights of a Society Member.

9.10 **Becoming a member again**

9.10.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.

9.10.2 However, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Committee.

10 **General Meetings**

10.1 **Procedures of all General Meetings**

10.1.1 The Committee shall give all Members at least 21 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.

10.1.2 That Notice will be addressed to the Member at the contact address notified to the Society and recorded in the Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

10.1.3 Only Financial Members may attend, speak and vote at General Meetings:

- (a) in person; or
- (b) by a signed original written proxy (an email or copy being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the Committee before the commencement of the General Meeting; or
- (c) through the authorised representative of a body corporate as notified to the Committee; and
- (d) no other proxy voting shall be permitted.

10.1.4 No General Meeting may be held unless at least ten eligible Financial Members attend throughout the meeting, and this will constitute a quorum.

10.1.5 If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened upon request of Members, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present those Members present in person or by proxy shall be deemed to constitute a sufficient quorum.

10.1.6 A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the President or of two or more Members present, by secret ballot.

10.1.7 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person or by proxy and voting at a General Meeting or voting by remote ballot.

10.1.8 Any decisions made when a quorum is not present are not valid.

10.1.9 The Society may pass a written resolution in lieu of a General Meeting, and a written resolution is as valid for the purposes of the Act and this Constitution as if it had been



passed at a General Meeting if it is approved by no less than 50 percent of the eligible Financial Members voting on the resolution. A written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each proposed by or on behalf of one or more Members. A Member may give their approval to a written resolution by signing the resolution or giving approval to the resolution in any other manner permitted by the Constitution (for example, by electronic means).

10.1.10 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

10.1.11 All General Meetings shall be chaired by the President or in their absence, the meeting shall elect another member of the Committee to chair that meeting

10.1.12 Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.

10.1.13 Any person chairing a General Meeting may:

- (a) With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the President be removed from the General Meeting.
- (c) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

10.1.14 The Committee may propose motions for the Society to vote on (**Committee Motions**), which shall be notified to Members with the notice of the General Meeting. Any Member may request that a motion be voted on (**Member's Motion**) at a General Meeting, by giving notice to the Secretary or Committee at least 10 Working Days before that meeting, or such shorter time if agreed by the Secretary or Committee in writing (at their sole and absolute discretion). The Member may also provide information in support of the motion (**Member's Information**). If notice of the motion is given to the Secretary or Committee before written Notice of the General Meeting is given to Members, notice of the motion shall be provided to Members with the written Notice of the General Meeting.

10.2 **Minutes** - The Society must keep minutes of all General Meetings. Minutes of the most recent General Meeting shall be made available to Members upon request.

10.3 **Holding of Annual General Meeting**

10.3.1 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Committee and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

10.3.2 The Annual General Meeting must be held no later than the earlier of:

- (a) 4 months after the balance date of the Society; and
- (b) 15 months after the previous annual meeting.



10.4 Business of Annual General Meetings

10.4.1 The business of an Annual General Meeting shall be to:

- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- (b) adopt the President's report on the operations and affairs of the Society;
- (c) adopt the Committee's report on the finances of the Society, and the annual financial statements;
- (d) set any Membership Fees for the current financial year;
- (e) Elect the President, vice-presidents, Committee, and appoint of the External Accountant.
- (f) Alter the Constitution (if any) pursuant to clause 20;
- (g) consider any motions of which prior notice has been given to Members with notice of the Meeting; and
- (h) consider any general business.

10.4.2 The Committee must, at each Annual General Meeting, present the following information:

- (a) an annual report on the operation and affairs of the Society during the most recently completed accounting period;
- (b) the annual financial statements for that period, which have been certified by the External Accountant prior to the Annual General Meeting; and
- (c) notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

10.5 Special General Meetings

10.5.1 Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least ten of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.

10.5.2 The rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

11 Committee

11.1 The society shall be managed by an executive committee comprising of at least nine Members (**Committee**). The Committee shall be nominated and elected at the Annual General Meeting and shall comprise of the President, two Vice-Presidents (if possible one from each of the North and South Islands), the Secretary and the Treasurer, together with at least four other committee members.

11.2 Nominations for the President, two Vice-Presidents, the Secretary and Treasurer shall be made in writing and must be signed by a minimum of two nominators and the consenting



- nominee, before being delivered to the Secretary no less than forty-eight hours prior to the Annual General Meeting.
- 11.3 The Committee shall be elected for a minimum of a three-year term, nominations to be received from each Annual General Meeting.
- 11.4 Three members of the Committee shall retire by rotation each year but, if eligible, may offer themselves for re-election.
- 11.5 From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Committee, in accordance with the Act, bylaws, any Regulations made under that Act, and this Constitution.
- 11.6 The Committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution and to any directions at a Meeting provided, they are not contrary to this Constitution and the law.
- 11.7 Without limiting the powers of the Committee as set out in this Constitution and the Act, the Committee has the power of an ordinary person and may make informed decisions to:
- 11.7.1 borrow, raise money, mortgage, and grant a charge or lien over the property of the Society or parts of it;
 - 11.7.2 rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or personal property;
 - 11.7.3 invest and deal with any of the monies or assets of the Society not immediately required, upon such securities as the Committee may from time to time determine or approve; and
 - 11.7.4 affiliate with, subscribe, subscribe to, donate to, or become a member of anybody or organisation whose objects and purposes are similar to those of the Society.
- 11.8 The Committee may, at its discretion, appoint sub-committees, advisory groups or task forces consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. The structure, purpose, powers, duties and policies of such group shall be determined by the Committee, and the Committee may issue guidance, binding or otherwise, related to the conduct and business of these groups. The Committee shall determine whether sub-committee, advisory group and/or task force members are appointed or elected by the Committee, Members, or any other interest group. Sub-committees, advisory groups, and task forces may not co-opt members.
- 11.9 Unless otherwise resolved by the Committee:
- 11.9.1 the quorum of every sub-committee is half the members of the sub-committee but no fewer than two;
 - 11.9.2 no sub-committee shall have power to co-opt additional members;
 - 11.9.3 a sub-committee must not commit the Society to any financial expenditure without express authority from the Committee; and
 - 11.9.4 a sub-committee must not further delegate any of its powers.
- 11.10 The Committee and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee or sub-committee meeting. Other than as prescribed by the Act or this Constitution, the Committee or any sub-committee may regulate its proceedings as it thinks fit.



- 11.11 The Committee may delegate any power it holds to an Officer, Member or body of the Society, subject to this Constitution and the Act.
- 11.12 No act or proceeding of the Committee, or of any sub-committee, or any person acting as an Officer shall be invalidated as a consequence of there being a vacancy in the Committee membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person to be acting as an Officer or that they were incapable of being or had ceased to be an Officer.

12 Committee meetings

12.1 Procedure

- 12.1.1 The quorum for Committee meetings is at least five members of the Committee.
- 12.1.2 A meeting of the Committee may be held either:
- (a) by a number of the members of the Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) by means of audio, or audio and visual, communication by which all members of the Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 12.1.3 A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Committee shall have one vote.
- 12.1.4 The members of the Committee shall elect one of their number as President of the Committee. If at a meeting of the Committee, the President is not present, the members of the Committee present may choose one of their number to be President of the meeting. The President does not have a casting vote in the event of a tied vote on any resolution of the Committee.
- 12.1.5 Minutes must be kept of all meetings of the Committee and shall include:
- (a) The names of the members of the Committee present at the meeting;
 - (b) The resolutions discussed;
 - (c) The proceedings of each meeting; and
 - (d) Adherence to the agenda for the relevant meeting.
- 12.1.6 Except as otherwise provided in this Constitution, the Committee may regulate its own procedure.

12.2 Frequency

- 12.2.1 The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.
- 12.2.2 The Secretary, or other Committee member nominated by the Committee, shall give to all Committee members no fewer than four Working Days' notice of Committee meetings, but in cases of urgency a shorter period of notice shall suffice.



13 Stud Book

- 13.1 The Committee shall appoint a stud bookkeeper at its first meeting after the Annual General Meeting. The stud bookkeeper may be, but need not be, a member.
- 13.2 The stud bookkeeper shall keep all breeding records in a professional manner, in accordance with the society's breeding rules and regulations together with any bylaws and issue all papers pertaining to the origins of all New Zealand Hanoverian and Rheinland horses.

14 Officers

14.1 Qualifications of Officers

- 14.1.1 Every Officer must be a natural person who is over 16 years of age and who has consented in writing to be an officer of the Society and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
- 14.1.2 Candidates disqualified under section 47(3) of the Act must not be appointed or hold office as an Officer of the Society, namely:
- (a) a person who is under 16 years of age;
 - (b) a person who is an undischarged bankrupt;
 - (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
 - (d) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
 - (i) an offence under subpart 6 of Part 4 of the Act;
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) an offence under section 143B of the Tax Administration Act 1994;
 - (iv) an offence under section 22(2) of the Act;
 - (v) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iv); or
 - (vi) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
 - (e) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Act;
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009;



(iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;

(f) a person who is subject to an order that is substantially similar to an order referred to in sub-clause (e) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.

14.1.3 Prior to election or appointment as an Officer a person must consent in writing to be an Officer and certify in writing that they are not disqualified from being appointed or holding office as an Officer by this Constitution or the Act.

14.1.4 Note that only a natural person may be an Officer and each certificate shall be retained in the Society's records.

14.2 **Officers' duties** - At all times each Officer:

14.2.1 shall act in good faith and in what he or she believes to be the best interests of the Society;

14.2.2 must exercise all powers for a proper purpose;

14.2.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or this Constitution;

14.2.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

(a) the nature of the Society;

(b) the nature of the decision; and

(c) the position of the Officer and the nature of the responsibilities undertaken by them;

14.2.5 must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and

14.2.6 must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

14.3 **Term**

14.3.1 The term of office for all Officers elected to the Committee shall be three years, expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

14.3.2 The Committee may amend the term limits in this clause for any individual by a resolution at a General Meeting.

14.4 **Removal of Officers** - An Officer shall be removed as an Officer by resolution of the Committee or the Society where in the opinion of the Committee or the Society:



- 14.4.1 The Officer has brought the Society into disrepute;
- 14.4.2 The Officer has failed to disclose a conflict of interest;
- 14.4.3 The Committee passes a vote of no confidence in the Officer;
- 14.4.4 The Officer has failed to exercise its powers for a proper purpose; or
- 14.4.5 The Officer has failed to act in good faith or the best interests of society,
- with effect from (as applicable) the date specified in a resolution of the Committee or Society.
- 14.5 **Ceasing to Hold Office** - An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.
- 14.6 **Conflicts of interest**
- 14.6.1 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the Committee and, if applicable, sub-committee; and
 - (b) in an Interests Register kept by the Committee.
- 14.6.2 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.
- 14.6.3 An Officer or member of a sub-committee who is an Interested Member regarding a Matter:
- (a) must not vote or take part in the decision of the Committee and/or sub-committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Committee who are not interested in the Matter consent; but
 - (c) may take part in any discussion of the Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- 14.6.4 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 14.6.5 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.
- 14.6.6 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Committee shall consider and determine the Matter.



15 Records

15.1 Register of Members

15.1.1 The Society shall keep an up-to-date Register of Members.

15.1.2 For each current Member, the information contained in the Register of Members shall include:

- (a) Their name;
- (b) Their contact details, including (i) a physical address or an electronic address and (ii) a telephone number.

15.1.3 Every current Member shall promptly advise the Society of any change of the Member's contact details.

15.1.4 The Society shall also keep a record of the former Members of the Society. For each Member who ceased to be a Member within the previous seven years, the Society will record:

- (a) The former Member's name; and
- (b) The date the former Member ceased to be a Member.

15.2 **Interests Register** - The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

15.3 Access to Information for Members

15.3.1 A Member may at any time make a written request to the Society for information held by the Society.

15.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

15.3.3 The Society must, within a reasonable time after receiving a request:

- (a) provide the information;
- (b) agree to provide the information within a specified period;
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- (d) refuse to provide the information, specifying the reasons for the refusal.

15.3.4 Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members;
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;



- (d) the information is not relevant to the operation or affairs of the Society;
- (e) withholding the information is necessary to maintain legal professional privilege;
- (f) the disclosure of the information would, or would be likely to, breach an enactment;
- (g) the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
- (h) the request for the information is frivolous or vexatious; or
- (i) the request seeks information about a Dispute or Complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

15.3.5 If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so, unless within 10 Working Days after receiving notification of the charge, the Member informs the Society:

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

15.3.6 Nothing in this clause limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

16 Finances

16.1 Control and management

16.1.1 The funds and property of the Society shall be:

- (a) controlled, invested and disposed of by the Committee, subject to this Constitution; and
- (b) devoted solely to the promotion of the objects and purposes of the Society.

16.1.2 The Committee shall maintain bank accounts in the name of the Society.

16.1.3 All payments made by the Society shall be authorised by a combination of any two of the President, Secretary, Treasurer, and/or the Vice-Presidents.

16.1.4 The Committee must ensure that there are kept at all times accounting records that:

- (a) correctly record the transactions of the Society;
- (b) allow the Society to produce financial statements that comply with the requirements of the Act; and
- (c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

16.1.5 The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.



16.1.6 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Society.

16.1.7 Members have the right under this Constitution to inspect (at reasonable times) all accounts previously made available in accordance with clause 10.4.2.

16.2 **Balance Date** - The Society's financial year shall commence on 1 August of each year and end on 31 July (the latter date being the Society's balance date). The Society must file financial returns statements with the Registrar within six months of the Balance Date.

17 **Dispute Resolution**

17.1 All Members (including the Committee) are obliged to cooperate to resolve Disputes efficiently, fairly, and with minimum disruption to the Society's activities.

17.2 **How Complaint is made**

17.2.1 A Member or an Officer may make a Complaint by giving to the Society (through the Committee or a complaints subcommittee) a notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a Dispute in accordance with the Society's Constitution;
- (b) sets out the allegation to which the Dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the Society.

17.2.2 The Society may make a Complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

- (a) states that the Society is starting a procedure for resolving a Dispute in accordance with the Society's Constitution; and
- (b) sets out the allegation to which the Dispute relates.

17.2.3 The information given under clause 17.2.1 or 17.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable that person to prepare a response.

17.2.4 A Complaint may be made in any other reasonable manner permitted by the Constitution.

17.3 **Person who makes Complaint has right to be heard**

17.3.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.

17.3.2 If the Society makes a Complaint:

- (a) the Society has a right to be heard before the Complaint is resolved or any outcome is determined; and
- (b) an Officer may exercise that right on behalf of the Society.



17.3.3 Without limiting the manner in which the Member, Officer, or Society may be given the right to be heard, they must be taken to have been given the right if:

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Officer's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.

17.4 **Person who is subject of Complaint has right to be heard**

17.4.1 This clause applies if a Complaint involves an allegation that a Member, an Officer, or the Society (the **Respondent**):

- (a) has engaged in misconduct;
- (b) has breached, or is likely to breach, a duty under the Constitution or bylaws or this Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

17.4.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

17.4.3 If the Respondent is the Society, an Officer may exercise the right on behalf of the Society.

17.4.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the Respondent's written statement or submissions (if any) are considered by the decision maker.

17.5 **Investigating and determining Dispute**

17.5.1 The Society must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint made in accordance with its Constitution, ensure that the Dispute is investigated and determined.

17.5.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.



17.6 **Society may decide not to proceed further with Complaint** - Despite clause 17.4, the Society may decide not to proceed further with a Complaint if:

17.6.1 the Complaint is considered to be trivial;

17.6.2 the Complaint does not appear to disclose or involve any allegation of the following kind:

- (a) that a Member or an Officer has engaged in material misconduct;
- (b) that a Member, an Officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Act;
- (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;

17.6.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;

17.6.4 the person who makes the Complaint has an insignificant interest in the matter;

17.6.5 the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or

17.6.6 there has been an undue delay in making the Complaint.

17.7 **Society may refer Complaint**

17.7.1 The Society may refer a Complaint to:

- (a) a sub-committee or an external person to investigate and report; or
- (b) a sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

17.7.2 The Society may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

17.8 **Decision makers** - A person may not act as a decision maker in relation to a Complaint if two or more members of the Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

17.8.1 impartial; or

17.8.2 able to consider the matter without a predetermined view.

17.9 The decision-maker may:

17.9.1 order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a Complaint; and

17.9.2 make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply), including upholding a Complaint; and

- (a) reprimanding or admonishing the Member; and/or
- (a) suspending the Member from Membership for a specified period; or



- (b) terminating the Member's Membership.

18 Amalgamations

- 18.1 The Society may be amalgamated in accordance with the provisions of Part 5 of the Act.
- 18.2 Any amalgamation proposal (as defined in the Act) must be approved by a two-third majority of all Members present and voting.

19 Liquidation and removal from the register

19.1 Resolving to put society into liquidation

- 19.1.1 The Society may be liquidated in accordance with the provisions of Part 5 of the Act.
- 19.1.2 The Committee shall give 20 Working Days written Notice to all Members of the proposed resolution to put the Society into liquidation.
- 19.1.3 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 19.1.4 Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Members present and voting.

19.2 Resolving to apply for removal from the register

- 19.2.1 The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 19.2.2 The Committee shall give 30 Working Days written Notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.
- 19.2.3 The Committee shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 19.2.4 Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Members present and voting.

19.3 Surplus assets

- 19.3.1 If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 19.3.2 On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets, after payment of all debts, costs and liabilities, shall be given or transferred to another not-for-profit sporting organisation or a registered charity that complies with this Constitution and the Act in all respects.

20 Alterations to the Constitution

- 20.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.



- 20.2 The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two-third majority of those Members present and voting.
- 20.3 That amendment may be approved by a resolution passed in lieu of a meeting but only if authorised by this Constitution.
- 20.4 Any proposed resolution to amend or replace this Constitution shall be signed by at least 50 per cent of eligible Members and given in writing to the Committee at least five Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 20.5 At least two Working Days before the General Meeting at which any amendment is to be considered the Committee shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Committee has.
- 20.6 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 20.7 No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal financial gain to any individuals. 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.

21 Common Seal

- 21.1 The Society shall have a common seal which shall be under the control of the Secretary and shall be affixed by the Secretary to documents only in pursuance of a resolution of the Committee or of a General Meeting, and in the presence of two members of the Committee.

22 Other

22.1 Method of contracting -

22.1.1 Deeds - A deed which is to be entered into by the Society may be signed on behalf of the Society, by:

- (a) two or more Officers;
- (b) the President of the Society, whose signature must be witnessed; or
- (c) one or more attorneys appointed by the Society in accordance with the Act.

22.1.2 Other written contracts - An obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Society, may be signed on behalf of the Society by a person acting under the express or implied authority of the Society.

22.1.3 Other obligations - Any other obligation or contract may be entered into on behalf of the Society in writing or orally by a person acting under the express or implied authority of the Society.

- 22.2 **Bylaws** - The Committee from time to time may make and amend bylaws, including policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, including policies or codes of conduct, applicable to Members shall be inconsistent with this Constitution, the Act, the Regulations or any other legislation. Breaches or alleged breaches of such bylaws, including policies or codes of conduct, shall be dealt with in accordance with the dispute resolution process set out in clause 17 of this Constitution.



22.3 **Void or Unenforceable Provisions** - Where any term of this Constitution is rendered void, unenforceable or otherwise ineffective by operation of law, that is not to affect the enforceability or effectiveness of any other provision of this Constitution.

The Constitution – July 2025