

RULES

OF THE

NEW ZEALAND

SHEEPBREEDERS' ASSOCIATION

(INCORPORATED)

(Adopted 1965)

NAME

1. The name of the Association is NEW ZEALAND SHEEPBREEDERS' ASSOCIATION INCORPORATED.

DEFINITIONS.

2. In these Rules unless the context or the circumstances otherwise require ASSOCIATION means New Zealand Sheepbreeders' Association Incorporated.
N.Z. FLOCK BOOK means the official Flock Book published annually by the Association.
REGISTERED FLOCK means a flock of a particular breed of sheep which flock is registered with the Association.
FLOCK OWNER means the owner of a registered flock.
PARTICULAR BREED ROLL means a roll of all flock owners whose registered flocks comprise a particular breed of sheep.
SUB-DIVIDED BREED ROLL means a roll comprising some only of the flock owners whose registered flocks comprise a particular breed of sheep.
COMBINED BREED ROLL means a roll comprising flock owners of two or more particular Breed Rolls.
BREED ROLL means a Particular Breed Roll, a Sub-Divided Breed Roll or a Combined Breed Roll.
APPROPRIATE BREED ROLL means a Breed Roll of the kind defined in Rule 8.
BREED COMMITTEE means a Committee appointed by flock owners on a Breed Roll.
Words importing the singular number only shall include the plural number and vice versa.
Words importing the masculine gender only shall include the feminine gender.

OFFICE

3. The Registered Office of the Association shall be at Christchurch.

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OBJECTS

- 4.(1) The objects for which the Association is established are
 - (a) To maintain the purity of and improve the particular breed of sheep in registered flocks as defined by individual Breed Societies.
 - (b) To foster the improvement of all breeds of sheep.
 - (c) To publish in the N.Z. Flock Book or by means of any other medium records and information concerning registered flocks.
 - (d) To publish in any manner such records and information which in the opinion of the Council is likely to advance the interests of the particular breeds of sheep in registered flocks.
 - (e) To support and encourage agricultural and pastoral shows by making donations to agricultural and pastoral societies; by giving prize money, trophies and certificates of merit; or by taking such other action as the Council shall decide.
 - (f) To conduct flock competitions and to provide prize money and trophies therefor.
 - (g) To prepare lists of judges and inspectors for use by any appropriate person or body and to revise such lists from time to time by adding and deleting persons (without being obliged to give any reason).
 - (h) To support and encourage by all possible means the exhibition of sheep.
 - (i) To do such other lawful things as are conducive to the advancement of the above objects or any of them.
- (2) The Association shall have inter alia the following powers
 - (a) To provide and arrange for all facilities required by the Association for the purpose of furthering the objects of the Association.
 - (b) To purchase, take on lease, hire, receive by way of gift or otherwise acquire, sell, let or otherwise dispose of any real or personal property.
 - (c) To make such regulations as the Council shall from time to time consider necessary for the purpose of furthering the objects of the Association.
 - (d) To take such other action as may be necessary to enable it to further the objects of the Association.

MEMBERSHIP

5.
 - (a) All flock owners who are not already members shall become members of the Association by virtue of and upon the registration of a flock belonging to them being accepted by the Council pursuant to rule 25(b).
 - (b) The Council may by resolution elect any person other than a flock owner a member of the Association.
 - (c) The Association in Annual General Meeting may resolve that any person who in the opinion of the Council has given distinguished service to the Association or to the sheep industry shall be elected as an honorary life member of the Association provided always that no person shall be elected as an honorary life member unless the Council has recommended to the Association in Annual General Meeting that such person be so elected.
 - (d) If a registered flock is owned by Partners or by a trustee the name of the partnership or of the trust as the case may be may be recorded in the N.Z. Flock Book or on a Breed Roll instead of the names of the partners or of the trustee.
 - (e) Where a recognised breed applies for registration in the N.Z. Flock Book, the Council may accept the breed as a whole provided the breed is prepared to conform to the rules of the N.Z. Sheepbreeders' Assoc.
6.
 - (a) A flock owner shall cease to be a member of the Association if his flock ceases to be registered with the Association or if he resigns.
 - (b) On the death of a flock owner his personal representative shall be deemed to have become and shall be the owner of his registered flock and a member in his stead

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- and as such owner and member the personal representative shall have all the rights and assume all the responsibilities of a flock owner and member.
- (c) If a flock owner resigns his flock shall be deemed to be no longer registered with the Association.
 - (d) Any person elected a member under Rule 5(b) shall cease to be a member of the Association
 - (i) If he shall die
 - (ii) If he shall resign
 - (iii) If the Council resolves that he shall cease to be a member.
 - (e) A member may at any time resign from the Association but no resignation shall take effect unless it is in writing and delivered to the registered office of the Association and provided further that an annual member shall be liable for and shall be required to pay any subscription or other payment which may be due at the date of receipt of notice of resignation.
 - (f) Any member shall cease to be a member of the Association
 - (i) If his subscription is in arrears for more than one year; or
 - (ii) If any money payable by him to the Association is overdue for more than one year.

COUNCIL

- 7.
 - (a) The management of the business of the Association shall be vested in a Council of flock owners comprising one flock owner from each Breed Roll and such members (if any) as are co-opted by the Council in pursuance of the provision of Rule 9.
 - (b) The Council may exercise all the powers of the Association which are not required by law or these rules to be exercised by the Association in general meeting.
 - (c) The Council shall hold an Annual Meeting.
- 8.
 - (a) In 2001, and in every third year thereafter, each Breed Committee, after it has been elected, shall nominate one or two Councillors, depending on the number of flocks of a particular Breed Society (those Breeds with 25 flocks or less shall have one Councillor and those Breeds with 26 flocks or more shall have two Councillors), and such nominee shall assume Office as a Councillor at the following Council Meeting in July, all subject to the provisions of Rule 8(d), and shall hold office for a term of three years, commencing at the date of their appointment by their particular Breed Society. Ex-officio members have full voting rights and are not considered to be part of the permitted number of Councillors for their own breed.
 - (b) If for any reason a Councillor ceases to hold office during a term of office the Breed Committee which nominated him shall forthwith nominate another flock owner on the Appropriate Breed Roll to take his place.
 - (c) If a Breed Committee fails to make any nomination as aforesaid the Council may nominate a flock owner on the Appropriate Breed Roll to be a Councillor and such Councillor shall be deemed to have been nominated by such Breed Committee.
 - (d) A Breed Committee may at any time revoke its nomination of a Councillor and on revocation such Councillor shall cease to hold office.
 - (e) No nomination or revocation made by a Breed Committee shall be valid unless it is in writing and deposited at the Registered Office of the Association.
 - (f) Any Councillor nominated in pursuance of the provisions of Rule 8(b) or 8(c) shall hold office until the end of the term referred to in Rule 8(a).
- 9. The Council may at any time during the term of three years co-opt not more than three members as Councillors and while such members remain Councillors they shall have all the power and duties of Councillors. Councillors co-opted under this Rule shall hold office for such period (not being a period extending beyond the said term) as the Council shall determine.

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10. (a) The Council shall at its first Annual Meeting following its appointment in terms of Rule 8(a) elect from among its members a President and Vice-Presidents who shall hold office for the term of office of the Council. The date of the election shall be the date fixed for the Annual Meeting, and notice of the election, and notice calling for nominations for the offices of President and Vice-Presidents, shall be posted to Council members not less than 60 days before the date fixed for the election. Written nominations signed by the proposer and seconder and countersigned by the candidate shall be delivered to the General Manager before 5 p.m. on the day before the election. If more nominations than vacancies are received for either office, a secret ballot shall be conducted in the room among the members present at the Annual Meeting of the Council. A vacancy in the office of President shall be filled by a Vice-President for the remainder of the term of the Council. If a vacancy occurs in the offices of Vice-President, it may be filled for the remainder of the term at the discretion of the Council. If the vacancy is to be filled, the date of the election shall be the date of the next meeting of the Council, and nominations for the position of a Vice-President shall be invited from among members of the Council not less than 14 days before the date fixed for the election. Nomination papers signed by the proposer and seconder and countersigned by the candidate must be in the hands of the General Manager not later than 5 p.m. on the day before the day of the election. Should more than one nomination be received a secret ballot shall be conducted in the room.
 - (b) The President shall remain in office until the conclusion of the formal business of the first Annual Meeting of the new Council appointed to succeed the Council which elected him.
 - (c) Any member absent from three consecutive meetings of the Council, without leave of absence being applied for and granted shall be deemed to have ceased to hold office as a Councillor.
 - (d) The Council may from time to time and for such term or terms of office as it shall consider appropriate appoint one member as Honorary Treasurer of the Association. The Honorary Treasurer shall act on behalf of the Association as one of its officers. The Council may by resolution specify the duties of the Honorary Treasurer and also provide for reimbursement of any expenses incurred by him in performance of his duties.
11. (a) The President or Vice-Presidents of the Council or the General Manager may at any time convene a Special Meeting of the Council.
 - (b) The General Manager shall convene a Special Meeting of the Council on the written requisition of ten or more members of the Association who in the requisition shall specify the business to be considered by such Special Meeting.
 - (c) No Special Meeting of the Council shall be held unless written notice convening such meeting shall have been served on all Councillors at least thirty clear days before the day of such meeting. Such notice shall specify the business to be considered at such meeting.
 - (d) A quorum for a Meeting of the Council shall be four Councillors present in person.
12. The Council may delegate all or any of its powers and duties to an executive of the Council and may fix the number of such executive and the quorum for meetings of the executive. The Council shall have power to make such rules as it thinks fit for the conduct of the executive of the Council.

BREED ROLLS

13. (a) The Council shall compile and maintain Breed Rolls.
- (b) The Council may sub-divide a Particular Breed Roll into two or more sub-divided Breed Rolls.

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- (c) The Council may combine two or more Particular Breed Rolls into a combined Breed Roll.
- (d) The name of each flock owner shall be entered on at least one Breed Roll.
- (e) The Council may transfer the name of a flock owner from one Breed Roll to another.
- (f) No entry shall be made on a Breed Roll during the 90 days preceding the election day referred to in Rule 15 hereof.
- (g) This power of sub-division and combination is given to the Council so that as nearly as may be the Council shall be representative of each breed of sheep having regard to the number of registered flocks of any particular breed.
- (h) Flock owners whose names appear on any particular Breed Roll may for the purpose of identification refer to themselves as "The (name of particular breed) Society".

BREED COMMITTEES

- 14.
 - (a) In 1965 and in every third year thereafter the flock owners on each Breed Roll shall elect a Breed Committee.
 - (b) The Breed Committee elected by the flock owners on each Particular Breed Roll or Combined Breed Roll shall comprise five flock owners on each Roll and the Breed Committee elected by the flock owners on a sub-divided Breed Roll shall comprise not more than three flock owners on such Roll.
 - (c) Committeemen shall assume office as soon as they have been elected and shall hold office until new Committeemen are elected at the next election in approximately three years time.
 - (d) The President and Vice-Presidents of the Association shall ex officio be members of all Breed Committees.

- 15.
 - (a) In 1965 and in every third year thereafter the General Manager shall serve a notice on all flock owners advising them of the date of the election day and inviting them to nominate candidates for election to the Breed Committees.
 - (b) The Council shall fix the date of the election day but in any event the day shall not be later than the 30th day of June.
 - (c) Notices shall be served on all flock owners not less than 52 clear days before the election day.
 - (d) Nominations of candidates for election shall be in writing and shall be signed by two flock owners on the same Breed Roll as the candidate. No nomination shall be valid unless it is also signed by the candidate.
 - (e) No nomination shall be valid unless it is delivered to the Registered Office of the Association at least 21 clear days before the election day.
 - (f) If more than five candidates are nominated for a Particular Breed Committee or a Combined Breed Committee or if more than three candidates are nominated for a sub-divided Breed Committee the General Manager shall conduct a postal ballot.
 - (g) If five or less candidates are nominated for a Particular Breed Committee or a Combined Breed Committee or if three or less candidates are nominated for a sub-divided Breed Committee such candidates shall be deemed to have been elected on the election day.
 - (h) If a postal ballot is required the General Manager shall serve on all flock owners on the Appropriate Breed Roll fourteen days before the election day a voting paper setting out the names of all candidates for election.
 - (i) The voting paper shall be in such form as is approved by the Council and shall show the number of Committeemen required for the Committee.
 - (j) The voting paper shall be completed in the manner prescribed thereon.
 - (k) A voting paper shall be informal if a flock owner votes for more than the number of Committeemen required for the Committee.
 - (l) The voting paper shall be delivered to the Registered Office of the Association not later than noon on the election day.

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- (m) The Council shall appoint two scrutineers to inspect and count the votes and to report to the General Manager. A Breed Committee elected by postal ballot shall be deemed to have been elected on the election day.
 - (n) For the purpose of election a candidate gaining more votes than another candidate shall take precedence to a candidate gaining less votes.
 - (o) If two or more candidates for one position gain the same number of votes the successful candidate shall be determined by lot to be conducted by the General Manager.
 - (p) If the required number of Committeemen is not elected for a Breed Committee the Council may appoint a flock owner on the Appropriate Breed Roll as a Committeeman to bring the Committee up to its required number. The Council may also fill any casual vacancy on any Breed Committee by appointing a flock owner on the Appropriate Breed Roll.
 - (q) If the flock owners on any Breed Roll fail to elect a Committee and the Council does not exercise the power given to it under Rule 15(p) the Council shall be deemed to have been elected as such Committee on the election day and shall exercise all appropriate powers and functions.
16. Subject to the general powers of the Council a Breed Committee shall have power
- (a) to appoint a Councillor and to revoke the appointment of a Councillor;
 - (b) to report and make recommendations to the Council concerning the registration of flocks with the Association;
 - (c) to recommend to the Council suitable judges and inspectors and to recommend adding or deleting persons in respect of lists of judges and inspectors.
 - (d) to expend, subject to the general rules of the Association, any money voted to it by the Council for the purpose of advancing the interests of flock owners on the Appropriate Breed Roll either by way of advertising, propaganda, provision of trophies or prize money the subsidising of prize money or by any other means approved by the Council; and
 - (e) to recommend to the Council that any money required for the purposes set out in Rule 16(d) be raised by way of levies, additional subscription or special payments from flock owners on the Appropriate Breed Roll.
 - (f) To make recommendations to the Council concerning any matter falling within the objects of the Association.
17. A Breed Committee shall hold an annual meeting and at such meeting the Breed Committee shall
- (a) elect a chairman for the ensuing year;
 - (b) receive an annual report;
 - (c) examine accounts; and
 - (d) transact any other general business.
- The quorum for a meeting of a Breed Committee elected by the flock owners on a Particular Breed Roll or a Combined Breed Roll shall be three flock owners present in person and the quorum for a Breed Committee elected by the flock owners on a sub-divided Breed Roll shall be two flock owners present in person.
18. A Breed Committee shall call as soon as possible a Special Meeting of all the flock owners on the Appropriate Breed Roll upon a written requisition signed by not less than six flock owners on that Roll and deposited at the Registered Office of the Association. The quorum for such a Special Meeting shall be ten flock owners on the Appropriate Breed Roll present in person.
19. Elected Breed Committee members who are unable to attend a Breed Committee meeting can issue a proxy to a member residing in the same Breed District, which gives that substituted member full voting and speaking rights.

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GENERAL MANAGER

19. The Council shall appoint a General Manager to the Association and shall fix his salary and prescribe the duties to be performed by him. A General Manager so appointed may be removed at any time by the Council.

ANNUAL GENERAL MEETING OF MEMBERS OF THE ASSOCIATION

20.
 - (a) The Annual General Meeting of the Association shall be held at a time and at a place to be fixed by the Council, and written notice calling the meeting shall be served on all members at least 10 clear days before the date fixed for the meeting.
 - (b) The business of the meeting shall be to receive the Annual Report and Balance Sheet for the year ending the previous 31st day of March, to receive notification of the appointment of Councillors by the Breed Committees, to elect an auditor and to fix his remuneration and to transact any other general business.
 - (c) A Special General Meeting of members may be convened at any time by the Council and shall be convened by the Council on a written requisition specifying the business to be considered signed by at least ten members.
 - (d) Written notice calling a Special General Meeting of members shall be served on all members at least thirty clear days before the day for which such meeting is called.
 - (e) The quorum for a General Meeting of members shall be fifteen members present in person.

ALTERATION OF THE RULES

21. The Rules of the Association shall only be altered, added to or rescinded by the members in General Meeting. No Rule shall be altered, added to or rescinded unless a notice giving particulars of the proposed alteration, addition or rescission of Rules is served on all members at least thirty clear days before the day for which such General Meeting is called.

VOTING

22. Each member not being a flock owner shall have one vote at any General Meeting of the Association. Each member being a flock owner shall have at any General Meeting of the Association one vote for each registered flock owned by him.

COMMON SEAL

23. The Common Seal of the Association shall only be used by the authority of the Council and every instrument to which the Seal is affixed shall be signed by two members of the Council and shall be countersigned by the General Manager.

CONTROL AND INVESTMENT OF FUNDS

24.
 - (a) The control and investment of funds shall be in the hands of the Council.
 - (b) All funds of the Association from whatever source derived shall be applied solely towards the promotion of the objects of the Association and no portion of the funds shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to members. Provided that nothing herein contained shall

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prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association or to any other person in return for any services actually rendered to the Association, or the awarding of any prize or money given by the Association to any member.

- (c) All moneys of the Association not required immediately for the purposes of the Association shall be invested in such manner as the Council in its absolute discretion shall resolve.
- (d) The Association shall maintain an account at a trading bank approved by the Council and cheques upon the Association's account shall be signed by such person or persons as the Council shall from time to time by resolution appoint.

REGISTRATION OF FLOCKS AND FLOCK OWNERS

- 25. (a) The Association shall maintain a Register of Registered Flocks and flock owners and shall register therein such particulars concerning Registered Flocks and flock owners as the Council shall require.
- (b) Any person wishing to register a flock with the Association shall make an application in the manner set out in the Association's Regulations and such application will be received in every case subject to later acceptance by the Council: if subsequently the Council does not accept it, the registration of the flock will be deemed to be revoked. The Council may decline to accept an application without giving any reason.
- (c) If any inaccuracy be discovered relating to any entry or incompleteness in the records of any Registered Flock the Council shall have power to revoke the registration of such flock. Should it at any time be proved that any entry is based upon fraudulent statements or history the Council shall have the same power of revocation or if any member of the Association shall on the sale or attempted sale, or disposal by him of any sheep, fraudulently represent that the sheep are, or form part of, a Registered Flock, or shall do any other fraudulent act in connection with the sale or disposal of such sheep, the Council shall have power to deal with the matter and to expel from the Association such member on its being proved to its satisfaction that such member has been guilty of such misrepresentation, or any other fraudulent act as in the opinion of the Council merits expulsion, and it shall be lawful for the Council to expend any of the funds of the Association in taking proceedings, civil or criminal, or in assisting any persons to take such proceedings against such member in respect of any such misrepresentation or other fraudulent act.

SUBSCRIPTIONS AND FEES

- 26. (a) The Council shall have power from time to time to fix and collect subscriptions fees and other payments required to be paid by members and to make levies on flock owners.
- (b) The financial year of the Association shall end on the 31st day of March in every year.

INSPECTORS

- 27. (a) In accordance with Rule 4(1) (g) the Council may appoint inspectors who shall inspect and count flocks of sheep whenever instructed so to do by the Council.
- (b) The Council may appoint not fewer than two inspectors to examine a member's registered flock with power to order the removal from the flock of any sheep which they consider malformed, unsound, not pure bred, exhibiting characteristics not true for the breed, or in any other way unfit to remain in a registered flock. Sheep thus rejected shall be tattooed with a cross in the left ear and may not again be used for breeding in a registered flock.

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- (c) Any order for removal made as aforesaid shall be in writing and shall be signed by all the inspectors examining the registered flock of the member concerned and such order shall be served on the said member in accordance with the provisions of Rule 28.
- (d) Any member who has been served with a notice as aforesaid may appeal to the Council against such order for removal by depositing a written notice of his appeal at the registered office of the Association within 28 days of being served with the said order for removal.
- (e) The General Manager of the Association shall forthwith on the receipt of such notice of appeal convene a meeting of the Council to consider such appeal. Any member so appealing shall be entitled to attend such meeting of the Council and to put his case to the Council. The decision of the Council expressed by way of resolution shall be final.
- (f) Any inspector appointed by the Council shall have power to ask any member to produce to him for inspection any record required to be kept by that member in pursuance of these rules or any regulations made thereunder.
- (g) A member shall permit a duly authorised inspector to inspect and count his flock and shall on demand produce to any authorised inspector for inspection any record so required to be kept by him as aforesaid.
- (h) The Council shall have power to revoke the registration of the registered flock of any member who fails to comply with the provisions of this Rule.

DEREGISTRATION OF FLOCKS

- 28. (a) Where these Rules provide for deregistration of a flock the following procedure shall be followed and this procedure shall constitute a code for the Association to deal with disputes between it and members.
- (b) The Executive of the Council or if it cannot or is not willing to do so the Council itself shall appoint a subcommittee of three of the members of the respective body to constitute a hearing committee in each case provided that no member of the hearing committee shall be an owner or part owner of a registered flock of the same breed as the flock in question nor shall he be an inspector currently appointed in connection with the particular flock.
- (c) The hearing committee shall fix a date and time for the hearing which shall be held at the Association's registered office or such other place as the Executive or Council may decide.
- (d) The flock owner shall be:
 - (i) given reasonable notice of the time and place of hearing.
 - (ii) entitled to be present at such hearing.
 - (iii) entitled to give a personal explanation orally or in writing (or both) but if the flock owner is not present the hearing shall nevertheless proceed.
- (e) No legal or other representative shall be permitted at the hearing unless the hearing committee decides otherwise.
- (f) The reasons for the hearing and for deregistration of the flock shall be explained to the flock owner (if he is present) by the hearing committee, who may thereafter require any member of the Association or officer to appear before it to give information and to produce to it any documents or objects relevant to the hearing.
- (g) The hearing committee may in its discretion hear any information it wishes whether the information is legal evidence or not and the hearing committee may require any evidence to be given by statutory Declaration.
- (h) Every hearing may if the hearing committee thinks fit be adjourned to such times and places as it fixes.
- (i) The decision of the hearing committee shall be recorded in writing signed by the Chairman and shall state the Rule or Rules under which a flock is deregistered.

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The flock owner and Executive shall be advised of the decision as soon as possible but no other publicity shall be given.

29. The Council, Members of the Breed Committees and officers of the Association shall be indemnified by the Association against all disbursements, expenses, liabilities and losses incurred by them in the discharge of their duties except such as happens from their own wilful act, neglect or default and against any legal proceedings that may be instituted against them on account of any act done or decision given by them in bona fide exercise of their office.

NOTICES

30. (a) Every member of the Association shall register at the Registered Office an address to which Notices may be sent.
(b) A Notice may be given by or on behalf of the Association to any member either personally or by sending it by post to him at his registered address.
(c) Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice and to have been effected on the day after the date of its posting.

WINDING UP

31. If upon the dissolution of the Association there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Association but shall be given to or transferred to some other institution, body, organisation, society or association having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution or shall otherwise be determined by a Judge of the High Court of New Zealand on the application of any member.