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Objectives and Powers

1. The NAME of the Incorporated Society is:

New Zealand Highland Cattle Society Incorporated

2. OBJECTIVES

- 2.1. To develop and maintain the purity of the breed of cattle known as "Highland Cattle";
- 2.2. To promote the breed for commercial purposes;
- 2.3. To collect, verify, preserve and publish the pedigrees of Highland Cattle by establishing and maintaining a Herd book;
- 2.4. To issue publications on Highland Cattle and generally promote the names and pedigree of Highland Cattle and other useful information relating to them;
- 2.5. To purchase, sell, lease or hire (whether in New Zealand or elsewhere) pure bred Highland cattle, semen or embryos;
- 2.6. To promote fellowship among Highland cattle breeders and to further their interests generally in so far as the breeding of Highland cattle and the development of the breed in New Zealand is concerned.

3. POWERS

Solely for the purpose of furthering the purposes set out above the Society shall have the power;

- 3.1. To investigate suspicious or doubtful pedigrees of alleged Highland cattle and any representations relating to them and to publish the result of such investigations.
- 3.2. To submit any question dispute or matter to arbitration in terms of "The Arbitration Act 1908" and its amendments;
- 3.3. Subject to the provisions of "The Incorporated Societies Act, 1908" to purchase, rent, hire, take on lease, or otherwise acquire for the purposes of the Society, lands, tenements, houses, parts of houses and chattels, and to sell, let and dispose of the same.
- 3.4. To borrow such sums of money from time to time with or without security over any property as agents of the Society, as the Council shall deem necessary for the purposes of the Society;
- 3.5. To levy and collect subscriptions and other payments for the general purposes of the Society, and to invest the moneys of the Society not immediately required, upon such securities as may from time to time be determined by the Council;
- 3.6. To superintend and advise upon sales privately or by auction on request;
- 3.7. 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 Society;
- 3.8. To accept gifts and donations for the benefit and objects of the Society whether effected by any trust or otherwise;
- 3.9. To make any Regulations or by-laws for the government of the Society (and from time to time to rescind, amend or alter the same) and generally to do all other such lawful things as may be incidental to the above objects, or any of them, and calculated to protect and further the interests of breeders of pedigree Highland cattle.

APPENDIX A. GENERAL RULES

1. NAME:

The name of the Incorporated Society is:

New Zealand Highland Cattle Society Incorporated
(in these rules called "the Society").

2. INTERPRETATION:

- 2.1 In these Rules, unless the contrary intention appears: "Council" means the Council of Management of the Society. "Financial year" means the year ending 31 December. "General Meeting" means a general meeting of members convened in accordance with Rule 8. "Ordinary Member of the Council" means a member of the Council who is not an officer of the Society under Rule 15. "The Act" means the Incorporated Societies Act 1908 "The Regulations" means regulations under the Act.
- 2.2 In these Rules, a reference to the secretary of the Society is a reference: (a) where a person holds office under these Rules as secretary of the Society to that person; and (b) in any other case, to the public officer of the Society.

3. APPLICATION FOR MEMBERSHIP

- 3.1 There shall be four (4) classes of membership:

a. Full Member

A person, company or partnership, PROVIDED THAT in the case of a company or partnership a person shall be nominated as the person to have voting rights on behalf of that member (hereinafter referred to as the "Nominated Voter");

b. Associate Member:

A person, organisation, Society or club; with no voting rights.

c. Junior Member:

A person who is under the age of eighteen (18) years or is a full time student at a school, college or university;

d. Honorary Life Member

The Society may on the recommendation of the Council, confer Honorary Life Membership upon any annual member or members who have rendered outstanding services to the Society.

During the lifetime of the Honorary Life Member, the Honorary Life Member or any member company or partnership which included the Honorary Life Member will be deemed to be a Full Member. The Annual Subscription will be waived during the lifetime of that Honorary Life Member.

- 3.2 Any person desirous of becoming a Member shall complete an application for Membership in such form as the Council may determine and deliver the application to the Secretary who shall report the names of applicants to the first Meeting of the Council thereafter and unless the Council shall otherwise decide

the applicants shall be admitted as Members of the Society.

4. ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

The Entrance Fee and Annual Subscription for each class shall be that laid down by the Society from time to time. The subscription of Annual Members shall be payable on the 1st day of January in each year in advance.

5. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of all members in which shall be entered the full name, address and date of entry of the name of each member, and in the case of a Junior member, birthdate. The register shall be available for inspection by members' at all reasonable times at the address of the secretary.

6. RESIGNATION AND DEATH OF MEMBER

- 6.1 Any member may at any time retire from the Society on giving notice in writing to that effect to the Secretary, provided that if an annual member, he shall be liable and be required to pay any subscription or other payment which may be due from him and unpaid at the date of his retirement.
- 6.2 Any member whose membership fees shall be in arrears twelve (12) months shall cease to be a member of the Society.
- 6.3 In the event of a death of a member, the personal representative or trustee is able to continue under the present membership.

7. EXPULSION OF MEMBER

- 7.1 Any member of the Society or of the Council who shall fail in the observance of any lawful rule, regulation or by-law of the Society, or whose conduct in any respect shall be, in the opinion of the Council, derogatory of the character or prejudicial to the objects and interests of the Society may be expelled from membership of the Society (and if a member of the Council, from the Council also) by a resolution of the Council to that effect passed by a majority of at least two-thirds of such of the members of the Council as shall be present, and vote at a Special Meeting of which not less than 21 days previous notice specifying the intention to propose a motion to such effect shall have been sent to all the members of the Council, and at which not less than three members of the Council, exclusive of the member whose expulsion is in question, if he happens to be a member of the Council, shall be present.
- 7.2 Any member who shall be expelled from the Society or who shall for any other reason whatsoever cease to be a member thereof, shall have no claim or interest to or in the property or funds of the Society.
- 7.3 Without prejudice to the generality of the provisions of the foregoing subsection 7.1 hereof it is declared that in the event of any member of the Society wilfully or carelessly making false records in any way connected with cattle registered or to be registered with the Society or failing to observe in every way the by-laws for the time being of the Society in relation to cattle so registered or to be registered, or refusing to pay any subscription, fee or fines, then and in any such case, such member shall be deemed to be guilty of conduct prejudicial to the objects and interests of the Society, and shall accordingly be liable to expulsion from the Society.
- 7.4 In lieu of expulsion of any member pursuant to subsection 7.1 hereof the Council may in its discretion, in the like manner and by a similar majority, suspend such member from membership of the Society for

such time and upon such terms and conditions as it shall deem fit, or it may impose a fine upon such member, and in any event the Council may cancel the registration of cattle, owned by such member, and may refuse to register any further cattle belonging to such member.

7.5 A resolution of the Council under sub-clause 7.1 where the member exercises a right of appeal to the Society under this clause does not take effect unless the Society confirms the resolution in accordance with this clause.

7.6 At a meeting of the Council held in accordance with sub-clause 7.5 the Council:

- a) shall give to the member an opportunity to be heard;
- b) shall give due consideration to any written statement submitted by the member; and
- c) shall by resolution determine whether to confirm or to revoke the resolution.

8. ANNUAL GENERAL MEETING

8.1 The Society shall in each calendar year convene an annual general meeting of its members.

8.2 The annual general meeting shall be held on such day as the Council determines.

8.3 The annual general meeting shall be specified as such in the notice convening it.

8.4 The ordinary business of the annual general meeting shall be:

- a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- b) to receive from the Council reports upon the transactions of the Society during the last preceding financial year;
- c) to elect members of the Council; and
- d) at each Annual Meeting in every year, an Auditor shall be appointed by resolution, who shall hold office until the next Annual Meeting, but shall be eligible for re-election. The auditor shall audit the accounts of the Society previously to the Annual Meeting, and a statement showing the financial position of the Society and examined and certified by the auditor, shall be sent to each member ten days before the date of the meeting, and laid before every Annual Meeting.

The financial year of the Society shall end on the 31st Day of December in each year.

8.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

8.6 The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

9. SPECIAL GENERAL MEETING

All general meetings other than the annual general meetings shall be called special general meetings.

9.1 The Council may, whenever it thinks fit, convene a special general meeting of the Society and where, but for this sub-clause, more than fifteen (15) months would lapse between annual general meetings, shall

convene a special general meeting before the expiration of that period.

- 9.2 The Council shall on the requisition in writing of any ten (10) members of the Society, convene a special general meeting of the Society.
- 9.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 9.4 If the Council does not cause a special general meeting to be held within one (1) month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- 9.5 A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Society to the persons incurring the expense.

10 NOTICE OF MEETING

- 10.1 The secretary of the Society shall, at least thirty (30) days before the date fixed for holding a special general meeting of the Society, cause to be sent to each member of the Society at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 10.2 No business other than that set out in the notice convening the meeting shall be transacted at any general meeting.
- 10.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

11. PROCEEDINGS AT MEETINGS

- 11.1 Any meeting may be adjourned as the members present there-at shall resolve.
- 11.2 The President of the Society, or in his absence, the Vice-President, or in their absence, any member then elected for the purpose by the members present, shall take the chair at all meetings.
- 11.3 All questions and matters brought before Special General Meetings shall be decided by a majority of votes of the members present, each member having one vote, and in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote, in addition to his vote as a member.
- 11.4 At all Special General Meetings of the Society ten members shall form a quorum. Every question submitted to a meeting shall be decided in the first instance by a show of hands; and in the case of an equality of votes the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote to which he is entitled as a member.
- 11.5 Each member shall have one vote. Written votes will be accepted but there shall be no voting by proxy.
- 11.6 a) At any meeting, a poll may be demanded by the Chairman, or by a member or members entitled to vote provided such demand is made before a member has voted by a show of hands

- b) If a poll be demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting may direct, and either at once or after an interval or adjournment not exceeding one month and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- c) The demand for a poll may be withdrawn.

12. COUNCIL OF MANAGEMENT

- 12.1 The affairs of the Society shall be administered by a Council consisting of not less than six and not more than nine full, or Honorary Life members of the Society, all of whom shall be breeders of Highland cattle and they shall be elected in the manner hereinafter provided and the president shall be Chairman of the Council.
- 12.2 Four members of the Council personally present shall form a quorum.
- 12.3 Each member of the Council shall subject to these Rules, hold office for a period of three (3) years but shall be eligible for re-election, provided that at the end of the first year of the Society, one-third of the Council (selected by ballot) shall retire but shall be eligible for re-election and at the end of the second year of the Society, a further three (3) members of the Council (selected by ballot from the initial Council) shall retire but shall be eligible for re-election and at the end of the third (3) year of the Society, the third group of three (3) members from the original Council shall retire and shall be eligible for re-election.
- 12.4 In the event of a casual vacancy in the office of a member of the Council, the Council may appoint a member of the Society to fill the vacancy. The member so appointed shall be subject to retirement from Council at the next subsequent annual general meeting of the Society but shall be eligible for election at that annual general meeting if nominated and seconded in the normal manner.
- 12.5 Where a casual vacancy in the office of a member of Council arises and the vacancy is filled at the next Annual General Meeting, the lowest polling successful candidate for Council shall fill the vacancy rather than commence a new three year term. Where more than one casual vacancy is being filled then the appropriate number of lowest polling successful candidates shall fill the vacancies so that the replacement members with higher votes shall have the longer terms. Where there is a tie in the applicable number of votes, the chairman of the Annual General Meeting shall decide who is filling which vacancy by the drawing of lots. Each person so elected to a vacancy shall be subject to retirement from Council at the same time as if they had become a member of Council on the same day on which the member in whose place they are being elected was last elected as a member of Council.

13. POWERS AND DUTIES OF COUNCIL

The Council shall exercise all the powers and perform all the duties for which the Society has been established unless required to be exercised and performed otherwise by Statute, and shall have full power to do all such things as may be incidental or conducive to the attainment of the objects of the Society mentioned in these Rules.

The Council shall have and may exercise and perform the following powers and duties, namely:

Convene General Meetings

- a) It may from time to time convene and hold General Meetings of the Society.

Alteration of Regulations and By-laws

- b) It may from time to time make, alter and rescind regulations and by-laws for registering the names and addresses of members, for conducting the business and carrying out the objects of the Society and for conducting the business of the Council, provided however that no regulation or by-law shall be varied or rescinded unless the resolution varying or rescinding the same shall be passed at one meeting of the Council and confirmed by resolution at the next general meeting.

Delegate Powers to Committees

- c) It may delegate its powers or duties (except the appointment and expulsion of a member of the Council or of the Society) to committees of any number of members of its body, and from time to time make, alter and rescind regulations and by-laws for conducting the business delegated to such Committees

Regulate Entries in Publications

- d) It may from time to time regulate the nature, form and contents of, and also the terms and conditions as to entries in, and also the time and mode and terms of issue of, any publication of the Society, and all arrangements and details connected therewith, and in particular it shall have power, so far as it may not be fettered by any subsisting contract or engagement, from time to time, to fix and alter the price of any publication of the Society and the charges to be levied for the insertion therein of entries relating to Highland cattle and other matters.

Supply of Publications

- e) It may accept annual or other subscriptions of money from members of the Society, or any other person or persons, in payment for any publication of the Society, and it may make arrangements for supplying any such publication to any member or other person during his life, or for any other period, on the terms of receiving a lump sum of money in advance or on such other terms as it may think fit.

Acquire Property

- f) It may, subject to the provisions of "The Incorporated Societies Act, 1908" purchase, rent, hire, take on lease or otherwise acquire for the purpose of the Society, any lands, tenements, houses or parts of houses, and chattels, and it may sell, let and dispose of the same when and as it may think fit.

Employ Officers, etc.

- g) It may from time to time appoint, employ and remove any officers, clerks and servants, at such salaries, wages and other remuneration respectively, and with such respective duties and spheres of employment, and generally upon such terms as it may think fit.

Investment of Funds

- h) It may place any moneys of the Society not required for immediate use upon deposit at interest at any Trading Bank and it may invest any such moneys in any security in which Trustees are authorised by law to invest Trust Funds, and generally deal with the property of the Society in such manner as it may think fit, and any for the time being be empowered to do under these Rules.

Borrow Money

- i) It may borrow such sums of money from time to time with or without security over any property or assets of the Society as it shall deem necessary for the purposes of the Society.

14. ELECTION OF OFFICERS

14.1 Nominations of candidates for election as members of the Council:

- a) shall be made in writing, signed by two (2) members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- b) shall be delivered to the secretary of the Society not less than forty-two (42) days before the date fixed for the holding of the annual general meeting.

14.2 If there be only the requisite number nominated to fill the vacancies the Chairman at the annual general meeting shall declare those nominated as duly elected.

14.3 If there shall not be sufficient number of candidates nominated the names of those nominated shall be set out in the notice convening the annual general meeting and further nominations may be verbally made and consented to at the annual general meeting and if necessary an election shall be held at the annual general meeting.

14.4 a) If there be more than the requisite number nominated a list of candidates shall be circulated by the secretary by notice to all members entitled to vote so that each member should receive such list at least thirty (30) days before the annual general meeting. Such list shall indicate in the case of a member of the Council his attendance record at meetings of the Council during the preceding twelve (12) months.

b) With the list of candidates the secretary shall enclose a ballot paper containing the names of the candidates only in alphabetical order. It may be accompanied by a profile of all candidates.

c) Each member entitled and proposing to vote must complete the ballot paper and return it to the Society so that the ballot paper is received by the Returning Officer at least seven (7) days prior to the annual general meeting.

d) The result of the ballot shall be announced to the annual general meeting and recorded in the Minutes Book.

14.5 A Returning Officer and two (2) scrutineers shall be appointed by the Council. Such Returning Officer shall not be a member of the Society entitled to vote.

14.6 The decision of the Returning Officer as to formality or informality of any vote shall be final.

14.7 If two (2) or more candidates for a vacancy obtain an equal number of votes the Chairman of the annual general meeting shall determine between them by lot which of them shall be excluded.

14.8 In the case of a Member who is a company or a partnership the Nominated Voter shall be entitled to stand as a candidate for election to the Council.

15. COUNCIL OFFICERS

15.1 The officers of the Society shall be:

- a) a President;

- b) a Vice-President;
- c) a Treasurer; and
- d) a Minute Secretary.

- 15.2 At the first meeting of the Council held after the annual general meeting each year and to be held within ninety (90) days of same, Councillors shall elect from their number the officers of the Society PROVIDED THAT if it deems fit the Council may elect to appoint a person or persons not being a member or members of the Society to carry out the duties of Secretary and/or Treasurer and further if the Council deems fit the same person or persons may be appointed to carry out the duties of both positions.
- 15.3 In the event of a casual vacancy in any office the Council may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

16. OFFICE VACANCY

For the purpose of these Rules, the office of an officer of the Society or of an ordinary member of Council becomes vacant if the officer or member:

- a) ceases to be a member of the Society;
- b) becomes an insolvent under administration within the meaning of the Companies Code; or
- c) resigns his office by notice in writing given to the Secretary.
- d) absents himself from two consecutive meetings of the Council without special leave of absence being granted at a duly constituted meeting of the Council.

17. PROCEEDINGS OF COUNCIL

- 17.1 The Council shall meet as often as deemed expedient with a minimum of two (2) meetings in each year, at such place and at such times as the Council may determine.
- 17.2 Special meetings of the Council may be convened by the President or by any four (4) of the members of the Council.
- 17.3 Notice shall be given to members of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- 17.4 Any four (4) members of the Council shall constitute a quorum for the transaction of the business of a meeting of the Council.
- 17.5 No business shall be transacted unless a quorum is present and if within an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 17.6 At meetings of the Council:
- a) the President or in his absence the Vice-President shall preside; or

- b) if the President and the Vice President are absent, one of the remaining members of Council as may be chosen by the members present shall preside.
- 17.7 Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 17.8 Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- 17.9 Written notice of each Council meeting shall be sent to each member of the Council by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least one (1) week before the date of the meeting.
- 17.10 Subject to sub-clause 17.4 the Council may act notwithstanding any vacancy on the Council.
- 17.11 The Council may have an Executive to handle the day to day business of the Council consisting of the President, Vice-President, Treasurer and Secretary and such others as may be appointed from time to time.
- 17.12 In addition to the Executive Council, the Council shall have the power to appoint Committees and Inspectors as it sees fit.
- 17.13 The Council shall have the power to co-opt to the Council or to a sub-committee thereof such persons as it sees fit, but such co-opted persons shall not have voting rights.

18. SECRETARY and REGISTRAR

- 18.1 The secretary of the Society shall keep minutes of the resolutions and proceedings of each general meeting and each Council meeting in books provided for that purpose together with a record of the names of persons present at Council meetings.
- 18.2 The secretary shall be the corresponding and recording officer of the Society. They shall be subject to direction through the President of the Council and shall be responsible for the carrying out of all acts, decisions and transactions determined by the Council. They shall issue notices of all meetings and shall send a written or printed copy by mail to the postal address of each member entitled to such notice setting forth the matters to be discussed.
18. The Registrar shall receive, scrutinise and report to the Council on all applications for entry of cattle.

19. TREASURER

- 19.1 The Treasurer of the Society will:
- a) be responsible for cash, funds and securities belonging to the Society;
 - b) collect and receive all monies due to the Society and make all payments authorised by the Society, such payments to be made by cheque;

- c) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

19.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of four (4) members of Council nominated by the Council.

19.3 The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

20. REMOVAL OF MEMBER OF COUNCIL

20.1 The Society in general meeting may by resolution remove any member of the Council before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member.

20.2 Where the member to whom a proposed resolution referred to in sub-clause 20.1 makes representations in writing to the secretary or President of the Society (not exceeding a reasonable length) and request that they be notified to the members of the Society, the secretary or the President may send a copy of the representations to each member of the Society or, if they are not so sent, the member may require that they be read out at the meeting.

21. SEAL

21.1 The Society shall have a Common Seal bearing the words "New Zealand Highland Cattle Society Incorporated" which seal shall be fixed to all deeds and documents required to be sealed.

21.2 Such seal, when required to be affixed to any deed or document, shall be fixed thereto by two members of the Council, in the presence of the Secretary.

21.3 Such seal shall be kept at the registered office of the Society in the custody of the Secretary.

22. ALTERATION OF RULES AND STATEMENT OF PURPOSES.

Subject to the provisions of "the Incorporated Societies Act, 1908", any Annual Meeting or Special General Meeting may by vote in the ordinary way alter, modify or replace any of these Rules or provide any new rule, provided that notice of motion shall be given to the Secretary in writing at least six weeks before the date of any such meeting and notification thereof posted to all members at least two weeks before such date. No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause, unless required by law. The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any replacement

23. NOTICES

All notices required by the Rules to be given to members shall be deemed to have been duly given if served personally upon a member or if posted to a member addressed to him in a prepaid letter at his last known place of abode as recorded in the books of the Society.

24. WINDING UP OR CANCELLATION

24.1 The Society may be wound up if it shall be deemed expedient by a special resolution proposed at an extraordinary general meeting of the Society called specially for that purpose by notice in accordance with these Rules and provided such resolution is carried by a simple majority of the Full Members of the Society.

- 24.2 If upon the winding up or dissolution of this Society there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable institution or charitable institutions having objects similar to the objects of the Society, to be determined by the members of the Society, at or before the time of dissolution, or in default thereof, by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

25. CUSTODY OF RECORDS

- 25.1 Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Society.
- 25.2 All books, documents and securities of the Society shall be made available for inspection by any financial member of the Society upon such member giving the secretary three (3) days notice of his/her desire to inspect the same.
- 25.3 The Registrar shall keep in their custody or under their control the herd register and all documents pertaining to it.

26. FUNDS

The funds of the Society shall be derived from entrance fees, annual subscription, levies, donations and such other sources as the Council determines.

27. APPLICATION OF FUNDS

- 27.1 The income and property of the Society, from whatever source derived shall be applied solely towards the promotion of the objects of the Society as set forth in these Rules, and no part thereof shall be paid or transferred directly or indirectly in any way as dividends, bonuses or otherwise howsoever, or by ways of profit to the members of the Society or any of them. No member shall derive any pecuniary gain, except as provided by Section 5 of "The Incorporated Societies Act, 1908".
- 27.2 In particular but without derogating from the intention of the last preceding Rule, and subject to the provisions of these Rules, the funds of the Society may be applied as approved by Council and may include:

Legal Expenses

- a) In payment of the legal and other preliminary expenses incurred in the formation of the Society.

Current Expenses

- b) In payment of current expenses and other disbursements of the Council, including travelling expenses of members of the Council and Officers of the Society in the conduct of the business of the Society or in relation thereto.

Payment of Salaries and Wages

- c) In payment of the salaries, wages and other remunerations of the Secretary, Treasurer, Secretary/Treasurer, Editor or Editors, and other Officers, Clerks and Servants for the time being of the Society. No member or associate person shall participate in or materially influence any decision in respect of payment to or on behalf or associate in respect of any income benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which should be paid in

an arms length transaction (open market value.).

Payment of Prizes

- d) In payment of any award or prize given by the Society.

Payment of Printing

- e) In defraying all expenses of, or connected with the printing, publication, sale and distribution of the publication of the Society.

Payment of Purchase Money, Rent, Etc

- f) In paying the purchase money or rent of any house, lands, goods, chattels, or effects purchased or hired by the Society, or any repairs or other outgoings in respect of such premises, and in paying for any other property required by the Society.

Payment of Purchase Price of Cattle

- g) In payment of the purchase price of any pure bred Highland cattle, semen, or embryos purchased by the Society and in defraying the expenses incurred in the purchase thereof, including commission and the expenses of insurance and transport and delivery.

Expenses of Inquiry

- h) In defraying all expenses of, or connected with, the conduct of any inquiry under these Rules.

28. INDEMNITY

The Council and each and every member thereof respectively shall be fully indemnified by and out of the funds of the Society against any loss, damage, expense or liability incurred by reason of or in connection with any legal proceedings instituted against them or any of them for any act done, omitted or suffered in relation to the performance or professed performance of their official duties.

Trustees shall be liable for any loss attributable to his own dishonesty or to the wilful commission by him of an act known by him to be a breach of trust.

29. REGULATIONS AND BY-LAWS

All Regulations and By-Laws of the Society for the time being in force, shall be deemed to form part of these Rules.

30. CASES NOT PROVIDED FOR

Should any case arise which is not provided for by these Rules, the same shall be dealt with in such manner as the Council shall think fit.

APPENDIX B. SPECIAL RULES

1. APPLICATIONS FOR REGISTRATION

- 1.1 Applications for the Registration of Highland Cattle shall only be accepted from:
- a) Financial Full Members of the New Zealand Highland Cattle Society
 - b) Junior Members of the New Zealand Highland Cattle Society to a maximum number of five (5) registrations per Junior Member.
 - c) Life Members
- 1.2. Each application shall be made on the understanding that:
- a) The applicant agrees to inspection, if deemed necessary by the Council
 - b) The applicant agrees to pay the cost of such inspection
 - c) The applicant agrees to accept the decision of the Council after receiving its Inspector's report.
- 1.3 An Associate Member of the New Zealand Highland Cattle Society shall not be entitled to apply for registration of Highland Cattle with the Society.
- 1.4 Each application for Registration must be made on an official form supplied by the Society and lodged, together with the prescribed fees, with the Registrar. When the entries are in order the Registrar will record the registrations and allot the Herd Book numbers.
- 1.5 If the Registrar should question the eligibility of any animal submitted for registration, the matter shall be referred to the Council. The onus shall rest on the entrant in all cases of satisfying the Council of the eligibility of animals submitted for registration, and as to the correctness of pedigrees and any additional information required. The Council shall have discretionary power to accept or reject any application for registration.

2. FOLD IDENTIFICATION

- 2.1 Every breeder shall be required to register a separate Fold Name to be a Prefix or Suffix for use exclusively in connection with the name of animals bred by that fold for a fee set by Council.
- 2.2 The purchaser of a Fold shall have no right to the previous owner's Fold name except with the consent of the previous owner and with the approval of the Council.

3. CATTLE IDENTIFICATION

- 3.1 Every breeder will be allocated a separate identification made up of two letters and known as the Herd Identification.
- 3.2 Each animal bred by the breeder must be marked before being entered in the Herd Book with:
- a) An AHB (Animal Health Board) Primary tag
 - b) An AHB secondary Tag or Tattoo, containing the Herd Identification and the appropriate year letter, and a separate identification number.

The Year letter to be determined by Council shall identify the breeding year which is 1st June to 31st May the following year.

All numbers to be provided on the Registration form.

4 GRADING OF CATTLE

All stock submitted for registration in the Herd Book must conform to the following conditions, and subject to these Rules shall be eligible for Registration in one of the following classes:

4.1 Fullblood (F)

Bulls and Cows:

- a) whose sires and dams are registered as Fullblood in the "NZHCHB" or are registered as Fullblood in the Herd Book of the "Highland Cattle Society" UK, Canada, Australia or America or in some other Herd Book approved by Council.
- b) and whose ancestry shows no introduction of any other breed of cattle.

4.1a Pure Bred (P)

Bulls and Cows:

- a) whose sires and dams are registered as Fullblood or Pure bred in the "NZHCHB" or are registered as Fullblood or Purebred in the Herd Book of the "Highland Cattle Society" UK, Canada, Australia or America or in some other Herd Book approved by Council. The present system of putting a number after pure to denote the generation not be extended past a P4. There after grade known as PX and not Purebred.
- b) and whose ancestry shows some introduction of another breed of cattle.

Pure Bred Cows only. No Bulls born since 1/3/97

- a) or whose sires are registered as Fullblood or Purebred in the "NZHCHB" or are registered as Fullblood or Purebred in the Herd Book of the "Highland Cattle Society" UK, Canada, Australia or America or in some other Herd Book approved by Council, and whose dams are registered in Class A in the "NZHCHB".

Notwithstanding the above, all animals born in New Zealand must be identified in accordance with the rules of the New Zealand Highland Cattle Society and registered in the New Zealand Highland Cattle Society Herd Book.

4.2 Class A

(7/8 pure) No Bulls

- a) Cows: - whose sires are registered (as in Pure Bred Class) and whose dams are registered in Class B in the "NZHCHB"
- b) or those cows whose ancestry is obviously Highland and on inspection by, and at the discretion of, the Society Inspector is granted A status. Records to be produced. Costs to be borne by the member.

Notwithstanding the above, all animals born in New Zealand must be identified in accordance with the

rules of the New Zealand Highland Cattle Society and registered in the New Zealand Highland Cattle Society Herd Book.

4.3 Class B

(3/4 Pure) No Bulls

- a) Cows: - whose sires are registered (as in Pure Bred Class) and whose dams are registered in Class C in the "NZHCHB" and who may be subjected to inspection.
- b) or those cows whose ancestry is obviously Highland and on inspection by, and at the discretion of, the Society Inspector is granted B status. Costs to be borne by the member.

Notwithstanding the above, all animals born in New Zealand must be identified in accordance with the rules of the New Zealand Highland Cattle Society and registered in the New Zealand Highland Cattle Society Herd Book.

4.4 Class C

(1/2 Pure) No Bulls.

- a) Cows : - whose sires are registered (as in Pure Bred Class) and whose dams are less than 1/2 pure or any other breed of cattle. (Main breed to be specified).

Notwithstanding the above, all animals born in New Zealand must be identified in accordance with the rules of the New Zealand Highland Cattle Society and registered in the New Zealand Highland Cattle Society Herd Book.

- 4.5 After 1st June 2002 only progeny from animals already registered in the NZHCHB will be accepted for registration.

5. HERD BOOK

The Herd Book which may be in book or computer form shall be known as the "New Zealand Highland Cattle Herd Book" and when referred to in pedigrees shall be denoted by the letters "NZHCHB".

5.1 Herd Book

The Society acknowledges that the Herd Book is its major asset. Maintenance of the Herd Books integrity is critical to the Society's ability to use the Herd Book as a working tool and to differentiate from alternate organisation's herd books. The Council of Management shall:

- a) Ensure that there is an annual assessment of the risks to the herd Book's integrity.
- b) That processes are in place to minimise such risks.
- c) Identify and implement improvements to the management and accessibility of the Herd Book. This may include but not be limited to:
 - a) Processes of managing the Herd Book
 - b) On-line, real time, access to Herd Book information for members.
- d) Report annually to members on the actions to make more accessible and to protect the Herd Book.

6. INFORMATION FOR REGISTRATION

- 6.1 Each animal must be named by its breeder, and such name must not exceed three words or 16 characters in addition to the breeders Fold prefix, or suffix which must be used. (Fold prefix or suffix also 16 characters).
- 6.2 No name that has already appeared in the Herd Book may be duplicated, and, if this Rule is not observed, the Council has the right of renaming the animals if the applicant refuses to do so.
- 6.3 Names misleading as to sex, relationship or origin, or objectionable in any respect or pronounced alike but spelt differently cannot be allowed.
- 6.4 The name and address of the breeder of each animal must be given. The breeder of an animal is the owner of its dam at the time of calving.
- 6.5 Date of birth, sire and dam and name of present owner must be given together with particulars of tattoo marks or ear tags, and AHB number.
- 6.6 At registration the colour of the animal should be recorded as one of: white, dun, yellow, red, brindle, black.
- 6.7 That all bulls go through an Assessment Scheme set by council, prior to registration.
- 6.8 That bulls be at least 12 months old before being considered for registration.
- 6.9 The Council may refuse to register or transfer any animal at any time. The Council's decision shall be final and binding in all instances.

7. REGISTRATION FEES

The fee for the entry of stock in the Herd Book and all fees relating to registration, transfer and export shall be set annually by Council.

8. REGISTRATION DATE

All females which the breeder desires to register should be registered within 12 months of age following the date of birth.

Late Registration of females after 12 months following the date of birth, including but not limited to registrations made under sections 4.2 b) and 4.3 b) may be permitted at the discretion of the Registrar or Council. Fees will be imposed for late registration of females.

All Bulls which are eligible for registration, can be registered at any time after 12 months from date of Birth

9. ARTIFICIAL INSEMINATION

All members who use Artificial Insemination must use one of the following 3 methods to record and report the Insemination details :-

9.1 Complete the NZHCS Artificial Insemination Certificate. The Technician must sign the bottom half of the certificate. The bottom half bearing the Technician signature should be submitted to the Registrar with the Annual Herd Return. The Top half of the certificate should be retained by the breeder.

Or

9.2 Have the Technician complete and sign their AI Certification and send it to the Registrar with the Annual Herd Return

Or

9.3 Possess an Insemination Certificate Book which is in duplicate. The original to be retained by the Centre, Veterinarian or "B" Class technician or equivalent who performed the insemination, the duplicate being retained in the Book and kept in a safe place by the member. The particulars to be recorded on this certificate are: Members name, Date of Insemination, Name or registered number of the person performing insemination, centre (if applicable), cow name or identification, Bull's name and/or identification

10. EMBRYO TRANSFER RULES

10.1 An animal derived from the transplantation of an embryo, will not be registered by the Society unless:

- a) All government regulations are complied with
- b) The sire and dam (donor) must both be registered Highland cattle. Only registered Fullblood and Purebred females can be used as embryo donors.
- c) The Society must receive prior to birth an embryo transfer certificate supplied by a recognised embryo transfer unit containing the following information:
 - (i) A blood type or DNA certificate of the donor female and the bull
 - (ii) An insemination/mating declaration naming the service bull
 - (iii) A declaration signed by the veterinary Surgeon stating that he has removed a fertilised egg from the donor cow, giving the cow identification, and placed in a recipient cow, also giving its identification.
 - (iv) Identification of the host cow must be by tattoo, brand, or AHB tag numbers
 - (v) Calf to be blood typed or DNA within 60 days of birth and parentage verified.
- d) The application for registration must be accompanied by the appropriate registration fee as set by the Council.
- e) All eligible progeny born by embryo transplant shall be indicated on the annual registration form and in the herd book by the letter ET.

10.2 a) Where frozen ova is imported in N.Z. and implanted into a recipient cow in this country, a certificate of embryo transfer on a N.Z. Veterinary Association embryo transfer form must be

lodged with the Society prior to birth.

- b) Upon application for registration, the owner must supply the Society with a copy of the blood type or DNA certificates and donor dam together with documentation from the parent society, on an appropriate form, showing the pedigree of the sire and dam and signed by the Secretary of that Society.
- c) The application for registration must be accompanied by the appropriate registration fee as set by the Council.
- d) All eligible progeny born by embryo transplant shall be indicated on the annual registration form and in the herd book by the letter ET.

10.3 Where an embryo is collected and frozen for export, the following information must be supplied to the Society before an export certificate and certificate of pedigree is issued by the Society:

A N.Z. Veterinary Association Certificate of embryo transfer stating the following:

- a) Date the donor cow was mated and name of bull
- b) Date the donor cow (giving identification) had a fertilised embryo removed and frozen
- c) A blood type or DNA certificate of the donor cow
- d) Signature of the veterinarian conducting the operation
- e) That the operation was performed by a qualified person at an approved place
- f) The application for export of the frozen ova must be accompanied by the appropriate transfer fee as set by the Council
- g) The exporter shall arrange for the breed Society inspection of the Dam and Sire if appropriate

10.4 All frozen embryos to be registered with the New Zealand Highland Cattle Society.

10.5 All transfers and sales of embryos to be recorded with the New Zealand Highland Cattle Society.

10.6 Responsibility for registration rests with the registered owner of the embryo at the birth date of the calf.

10.7 The Council may refuse to register or transfer any animal born from embryo transplant at any time. The Council's decision shall be final and binding in all instances.

11. DNA or BLOOD TESTING

Should any doubt arise about the parentage of any animal the Society may demand that the Sire, Dam and Calf be DNA or blood typed in order to qualify the Sire and Dam as possible parents, at the members cost.

12. ANNUAL HERD RETURNS

12.1 An Annual Herd Return correctly completed on the Society's prescribed printed form must be forwarded to the Registrar of the Society by the 31st May each year.

12.2 This return will show all cows mated naturally or by artificial insemination before the 31st of May each year and the name of the sire, and all unmated females, bulls, culls, deaths and sold".

12.3 For the purpose of this return a registered herd number will be allotted by the Council upon application by the breeder before submitting his first progeny return.

12.4 The Registrar will maintain a register for this purpose.

13. PRIVATE STUD REGISTER

13.1 All breeders shall keep a register containing complete and proper records of their Stud breeding activities.

13.2 The Council may appoint a representative to inspect any registered Scottish Highland cattle and the private register in connection with same.

14. TRANSFER

14.1 The vendor is responsible for the transfer and payment of fees on transfer of any animal.

14.2 Transfer declarations, on the official form of the Society, which must be used, not received within 60 days of such transfer will be specially considered by the Council and if necessary it may impose a fine for such delay.

14.3 A vendor must include with the transfer a pedigree of the animal sold showing all ancestors up to and including his grandparents.

14.4 Animals being exported prior to sale. All cattle to be exported and then offered for sale in overseas countries, must be inspected for type, and an official certificate (in duplicate) signed by an authorised inspector of the Society, showing that each animal has reached the Society's required standard of type, must accompany all applications for overseas transfer, and applications for export pedigree certificates. If sold prior to export then this clause does not apply.

14.5 Transfers will only be completed to financial members of the NZHCS. To be completed within 12 months of transfer being received by the Registrar.

14.6 Any animal registered by the NZHCS may be purchased by and transferred to any current member of the NZHCS regardless of the Membership status of the present owners.

15. IMPORTS

Imported cattle may be registered at any age on receipt, within three months of landing in New Zealand, of an application accompanied by an authenticated pedigree certificate which shall show all ancestors up to and including the grandparents and an export certificate signed by the vendor and Highland Cattle Breed Society of the country from which the animal was shipped. Applications must also be accompanied by an official certificate issued by an authorised Inspector of the New Zealand Highland Cattle Society showing that each animal has been inspected and has reached the Society's required standard of type.

16. OFFENCES

Any member who knowingly exhibits any registered animal in any show or exhibition or who advertises any animal in any paper, periodical or pamphlet, or electronic medium, whether for sale or otherwise under any but its registered name or knowingly allows any false or inaccurate information regarding such animal to be given, shall be guilty of conduct prejudicial to the objects and interests of the Society and shall be dealt with by the Council as it may see fit.

REGULATIONS

RECOGNITION OF HERDBOOKS

The NZHCS recognises:

1. Any animal registered in an overseas Herdbook provided that it is registered in the Herdbook of the country of its birth and the records are identical.
2. The NZHCS Herdbook as being the official record of New Zealand born cattle.
3. New Zealand born cattle that were registered in the AHCS Herdbook or Highland Society Herdbook and were exported or were dead prior to the NZHCS Herdbook being started.
4. The AHCS Herdbook as being the official record of Australian born cattle, and likewise for any other Society Herdbook.

CROP EAR *as from November 1997*

- Accept no bulls for registration that have Crop Ear.
- Accept females for registration that have Crop Ear. To be identified in the Herdbook with the letters CE behind their name.
- Register no bulls from a Dam that has Crop Ear.
- Register no embryo progeny from a Dam that has Crop Ear.

Bulls will be checked at the time of Assessment.

Females to be indicated "Crop Ear Y/N" at time of registration.

Council has the right to inspect any cattle registered in the NZHCS Herdbook.

FEMALE PUREBRED Qualifications *as from April 1998*

To qualify for Purebred registration females must:

- Have Purebred or A Grade dams and be by registered sires as stated in the Constitution.
- Be of a solid colour as stated in the NZHCS Breed Standard. White on the belly anywhere from behind the front legs to the udder and a white switch to the tail would be acceptable as they are considered to be consistent with Highland characteristics.
- Be horned.

BULL ASSESSMENT *as from 1st April 2008*

Objectives

To improve the Highland Cattle breed in New Zealand by:

- Encouraging Breeders to be selective in which bulls they register;

- Encouraging Buyers to look at the Assessments before they purchase to get a second opinion on what other Breeders thought of the animal.

Eligibility

- Bulls must be from a registered Purebred or Fullblood Dam and Sire, i.e. a P2 or higher;
- They must be 12 months of age or over;
- They must be free of crop ear and any other major genetic weakness;
- They should have reached a daily growth rate of .60kg/day;
- Bulls must be identified according to the NZHCS rules

When:

Assessments will be done twice a year in October and April.

Who

Only the Breeder can register a bull.

Assessment Fees

Fees set annually by Council. Fees to be borne by the Breeder.

Assessors

A team of three Society approved assessors.

Assessments

Assessed against the Highland Breed Standard. Components include:

- Conformation and Highland Characteristics
- Growth rate
- Temperament
- Inspection of the Dam
- The Pedigree of the Bull

Bulls will be checked for identification and crop ear. A DNA sample will be collected unless already DNA profiled.

Registration

After assessment the Breeder must notify the Registrar.

The Assessors will mark on the Assessment their recommendation:

- Qualifies for registration, or
- Not recommended for Stud use. The Assessors agree that the bull is not up to the standard required to be a good Stud sire, or
- Declined registration. The assessors agree that some aspect concerning the bull, his dam or pedigree could be detrimental to the development of the Highland breed in NZ.