

Constitution

of the

NZFHS INCORPORATED

as of May 2022

INDEX

1. The Society Name.....	2
2. Registered Office.....	2
3. Purposes of the Society.....	2
4. Management of the Society.....	3
5. Appointment of Board Members.....	3
6. Cessation of Board Membership.....	3
7. Nomination of Board Members.....	3
8. Role of the Board.....	4
9. Roles of Board Members.....	5
10. Board Meetings.....	7
11. Admission of Members.....	8
12. The Register of Members.....	8
13. Cessation of Membership.....	8
14. Obligations of Members.....	9
15. Money and Other Assets of the Society.....	12
16. Joining Fees, Subscriptions and Levies.....	13
17. Additional Powers.....	13
18. Financial Year.....	13
19. Assurance on the Financial Statements.....	13
20. Conduct of Meetings.....	14
21. Motions at Society Meetings.....	16
22. Common Seal.....	16
23. Altering the Constitution.....	16
24. Bylaws to Govern the Society.....	16
25. Definitions and Miscellaneous Matters.....	17
26. Dissolution of Society.....	17
27. History.....	17
28. Example of Current Common Seal.....	18
29. Example of Logo.....	18
30. Bank Account Details.....	18
31. Asset Register of the NZFHS Inc.	19

1. The Society Name

- 1.1. The name of the society is NZFHS INCORPORATED, 'NZFHS' standing for 'New Zealand Friesian Horse Society', hereinafter termed "the Society".
- 1.2. The Society is constituted by resolution dated 04/09/2017, when a first meeting was held.
- 1.3. During the first meeting held the Board was selected by vote at that meeting. All positions were filled including 3 Ordinary Board Members.

2. Registered Office

- 2.1. The Registered Office of the NZFHS Inc. shall be that of the Secretary.
- 2.2. The Secretary shall notify the Registrar of the Incorporated Societies of any change in the location of the registered office of the NZFHS. The date of change shall be noted in the notice.
- 2.3. Current registered office:

NZFHS Inc.
Secretary: Anna Zhigareva
11 Gray Crescent
Torbay
Auckland
0630

Email: secretary@nzfhs.co.nz

3. Purposes of Society

- 3.1 The purposes of the Society are to:
 - a. Raise the profile of the Friesian Horse in New Zealand based on the values, principal rules and regulations of the KFPS and the NZFHS
 - b. To educate and inspire the public in New Zealand about the breed.
 - c. The NZFHS will promote breeding by using frozen semen from licensed stallions or using Foal book stallions with a breeding permit.
 - d. The NZFHS will not publicly promote the breeding to b Book 1 and or Book 2 Stallions.
 - e. To advance both genetic progress as well as genetic standard deviations.
 - f. To hold in combination with the KFPS the programme for registration and breeding inspections)
- 3.2 Pecuniary gain is not a purpose of the Society.

4. Management of the Society

4.1 The Society shall have a Managing Board (“the Board”), comprising the following persons:

- a. Chair/President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Registrar
- f. Webmaster/Promotion Officer
- g. Events Officer/Social Coordinator
- h. Such other Board Members as the Society shall decide.

4.2 Only full Members of the Society may be Board Members.

5. Appointment of Board Members at 2020 AGM and Onwards

5.1 At a Society Meeting, the Members may decide by majority vote:

- a. How large the Board will be;
- b. who shall be the Chair/President, Vice President, Secretary, Treasurer, Registrar, Webmaster and Events Officer.
- c. Whether any Board Member may hold more than one position as an Officer;

5.2 The Term for each appointment is 2 years.

5.3 When 2 people, covered under the same membership are representatives in the board, regardless of the position held, they will have 1 vote, not two.

6. Cessation of Board Membership

6.1 Persons cease to be Board Members when:

- a. They resign by giving written notice to the Board.
- b. They are removed by majority vote of the Society at a Society Meeting.
- c. Their 2 year Term expires.

6.2 If a person ceases to be a Board Member, that person must within one month give to the Board all Society documents and property.

7. Nomination of Board Members

7.1 After the first meeting on the 04/09/2017 where the constitution was adjusted to start off, any subsequent appointment of board members will be as follow: Nominations for members of the Board shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on

the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Board shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Board may appoint another Board Member to fill that vacancy until the next Annual General Meeting.

7.3 If the position of any Board Member becomes vacant between Annual General Meetings, the Board may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Board Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

8. Role of the Board

8.1 Subject to the Society's Constitution ("The Constitution"), the role of the Board is to:

- a. Administer, manage and lead the Society;
- b. Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- c. Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- d. Set accounting policies in line with generally accepted accounting practice;
- e. Delegate responsibility and co-opt members where necessary;
- f. Ensure that all Members follow the Constitution;
- g. Decide how a person becomes a Member, and how a person stops being a Member;
- h. Decide the times and dates for Meetings, and set the agenda for Meetings;
- i. Decide the procedures for dealing with complaints;
- j. Set Membership fees, including subscriptions and levies;
- k. Make regulations.

8.2 The Board has all of the powers of the Society, unless the Board's power is limited by this Constitution, or by a majority decision of the Society.

8.3 All decisions of the Board shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Board bind the Society, unless the Board's power is limited by this Constitution or by a majority decision of the Society.

9. Roles of Board Members

9.1 The Chair/President is responsible for:

- Overall running of the NZFHS
- Chairing board meetings
- Casting vote
- Contact for external parties
- Leadership and direction
- Memberships
- Breeding Permits (on behalf of member)
- Stallion breeding permits
- WFHO meetings/Foreign societies meeting
- Keeping in contact with representatives on member council
- Briefing other board members as well as members of changes that affect NZ breeders
- Acting on behalf of members for enquiries to KFPS
- Investigating/Proposing ways to improve effectiveness of board and NZFHS towards its members
- Working with the Vice President on mentoring new Board Members
- Working with the Vice President on Keuring organisation and coordination
- Upholding the NZFHS Inc. Constitution

9.2 The Vice President is responsible for:

- Assisting the President
- Chairing meetings in the absence of the President
- Working with the President on mentoring new Board Members
- Working with the President on Keuring organisation and coordination
- Working together with the Treasurer on seeking sponsorship for the Society
- Working with the Treasurer on organising fundraising initiatives for the Society
- Acting as a liaison between the Board, North Island Rep and South Island Rep

9.3 The Secretary is responsible for:

- Coordinating Board meetings – agenda, minutes, convening, actions
- AGM, GM – preparation including
 - Announcing date and location, venues, caterers, transport.
 - Calling for nominations, for board positions
 - Sending out motions, nominees profiles, voting forms, proxy forms etc
- Secretary report
- Agenda for meetings
- General member and non-member enquiries
- Membership concerns
- Forwarding specific items received by e-mail or s-mail to other board members
 - Matters - KFPS and general NZFHS member issues that affect NZFHS (to President and other board members)
 - Breeding matters to Registrar

- News items and promotional items to Promotions Officer
- Keuring coordination, collecting all entry forms for catalogue for KFPS Inspectors
- Processing all entries and clarify with entrants if required via Ag/Royal shows
- Liaising with local coordinators & state representatives for clinics, shows, Keurings
- Co-ordinating the entrants and volunteers for Equifest and displays.
- Setting up and look after the Equifest stand, selling merchandise and promoting the breed.
- Seeking sponsorship for the society.
- General enquiries and information
- Producing 'news from the Board' for the newsletter
- Assisting President and Treasurer with their duties

9.4 The Treasurer is responsible for:

- Invoicing
- Payments for re-imburements to board & members
- Return of deposit for registration papers on advice from Registrar
- Advising Registrar if payments have been made
- Liaising with bank
- Depositing cheques
- Reconciling payments and deposits with bank statement
- Recording of income and expenses in NZFHS books/software
- Providing end-of-year financial statement for AGM
- Organising the auditing of books via accountant
- Reporting of financial status to board meetings
- Memberships
 - Processing renewals and new memberships throughout the year
 - Issuing receipts and membership cards
 - Maintaining Membership database
 - Producing membership lists for KFPS membership and Phryso subscription
 - Producing membership list for board and newsletter
 - Updating membership details as required
- Working together with the Vice President on seeking sponsorship for the Society
- Working with the Vice President on organising fundraising initiatives for the Society

9.5 The Registrar is responsible for:

- All tasks related to the registration of Friesian Horses in New Zealand
 - Registration of newly imported horse
 - Distributing Breeding Certificates to stallion owners with permits (received from KFPS)
 - Forwarding breeding certificates to the KFPS (received from stallion owners)
 - Forwarding birth notifications forms (received from KFPS) to mare owners
 - Forwarding completed birth notifications (received from mare owners) to the KFPS
 - Forwarding microchip/DNA to the KFPS for issue of registration paper (when received from foal owners)

- Forwarding registration papers (received from the KFPS) to owner of newly registered
- Recording all of the above in the NZFHS database
- Providing breeding info to secretary/newsletter editor/president for distribution to members
- Providing specific info/advice to member(s) in relation to breeding in New Zealand
- Providing information to secretary and/or Keuring coordinator for publication of Keuring program (in the year of a Keuring)
- Tracking/Troubleshooting paperwork and requesting action if required
- Providing report at the AGM
- Delegating NZ registrations for mailing etc. to VP
- Providing details on registrations etc. to be invoiced to Treasurer

9.5 The Webmaster/Promotion Officer is responsible for:

- Supporting local shows/competitions with ribbons/sponsorship requests
- Advertising in magazines/web/catalogues, encouraging members to submit articles
- Organising ribbons and advertising for Keuring
- Liaising with Magazine editor and members for newsletter publications
- Maintaining the website:
 - Adding new content, archiving old items, sourcing sponsorships, fundraising
 - Sourcing relative articles for members from KFPS, vets, trainers, health issues
 - Keeping content items up-to-date, such as breeders & breeding permit stallion owners

10. Board Meetings

10.1 Board meetings may be held monthly, via video or telephone conference, or other formats as the Board may decide;

10.2 No Board Meeting may be held unless more than half of the Board Members attend.

10.3 The Chair/President shall chair Board Meetings, or if the Chair/President is absent, the Vice President shall chair that meeting. In the absence of both the President and Vice President, the Board shall elect another Board member to chair the meeting.

10.4 Decisions of the Board shall be by majority vote.

10.5 The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote.

10.6 Only Board Members present at a Board Meeting may vote at that board meeting.

10.7 Subject to this Constitution, the Board may regulate its own practices;

10.8 The Chair/President or his nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11. Admission of Members

11.1 To become a Member, a person (“the Applicant”) must:

- a. Complete an application form, if the Constitution, Bylaws or Board requires this;
- b. Supply any other information the Board requires.

11.2 The Board may interview the Applicant when it considers Membership applications.

11.3 The Board shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Board shall advise the Applicant of its decision, and that decision shall be final.

12. The Register of Members

12.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

12.2 If a Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

12.3 Each Member shall provide such other details as the Board requires.

12.4 Members shall have reasonable access to the Register of Members.

13. Cessation of Membership

13.1 Any Member may resign by giving written notice to the Secretary.

13.2 Membership terminated in the following way:

- a. If, for any reason whatsoever, the Board is of the view that a Member is breaching the Constitution or acting in a manner inconsistent with the

purposes of the Society, the Board may give written notice of this to the Member (“the Board’s Notice”). The Board’s Notice must:

- I. Explain how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Society.
- II. State what the Member must do in order to remedy the situation; or state that the member must write to the Board giving reasons why the Board should not terminate the Member’s Membership.
- III. State that if, within 14 days of the Member receiving the Board’s Notice, the Board is not satisfied, the Board may in its absolute discretion immediately terminate the Board’s Membership.
- IV. State that if the Board terminates the Member’s Membership, the Member may appeal to the Society.

- b. Fourteen days after the Member received the Board’s Notice, the Board may in its absolute discretion by majority vote terminate the Board’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
- c. If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member’s Explanation, the Member may defer his or her right to be heard until the following Society Meeting.
- d. When the Member is heard at a Society Meeting, the Society may question the Member and the Board Members.
- e. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society’s decision will be final.

14. Obligations of Members

14.1 All Members (and Board Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

14.2 NZFHS Professional Code of Ethics

We, the members of the New Zealand Friesian Horse Society, in carrying out our role of providing service to the Friesian Horse industry, recognise the need to do so in professional manner, and to deal with the public and our colleagues with the highest degree of integrity.

Therefore, we have set forth the following creed which shall govern our endeavours to fulfil our obligations:

- a) To adhere to the professional standards, rules and regulations as referenced in the Constitution of the New Zealand Friesian Horse Society and to work to further its goals and objectives.
- b) To ensure that the New Zealand Friesian Horse Society is paramount and that every Friesian Horse shall at all times be treated humanely and with dignity, respect and compassion.
- c) To conduct all business affairs with integrity, sincerity and accuracy in an open and forthright manner.
- d) To act with integrity in financial dealings with clients, other professionals and the public.
- e) To handle our business and operations in a manner that promotes the image of the Friesian Horse industry.
- f) To instil confidence among clients and the public in the Friesian Horse industry, avoiding any action conducive to discrediting it or membership in New Zealand Friesian Horse Society.
- g) Only owners and their nominated handlers of the horses being presented at the NZFHS events and Keurings will be permitted to enter the stable of a horse or foal. The owner, or their nominated handlers, or the judge, or their appointed agent, will be the only people extracting hair for DNA purpose.
- h) No contact will be had with the judges, or their nominated agents, inside the judging ring, during the Keuring proceedings, except from the Keuring liaison nominated by the NZFHS. The Keuring liaison will be independent of owners and not have any horses entered on the day.

14.3 NZFHS Social Media Policy

Used responsibly, social media can be a valuable tool for communicating to the Friesian horse community. However, social media can also be used in ways that can cause great offence.

For example, derogatory remarks about NZFHS members and their horses, that are posted on social media networks can have a harmful impact on those involved, as well as reflect

unfavorably on the Friesian horse industry in New Zealand. Derogatory remarks can be insulting or disrespectful. They are usually based on an individual's view or judgment, but these can be formed about something not necessarily based on fact or knowledge. The result is often unflattering, unkind, or demeaning. Members should be aware that the NZFHS has a Professional Code of Ethics. This applies to the use of social media.

Members are asked to use social media for collegiate purposes - to keep in touch with friends and family - and not as a forum for derogatory remarks and opinions about another person or their horse. All members should be aware that the NZFHS Constitution states that a member can be suspended or expelled for Conduct Unbecoming of a Member (contravening the clause "member in good standing".)

14.4 NZFHS Events Behaviour Policy

14.4.1 At any Keuring or other NZFHS organised event or show (herein referred to as 'events') members should remain polite and respectful to other competitors and organisers at all times.

14.4.2 Members who have complaints on the day of the event must approach the NZFHS Board member present or the event's organiser if a Board member is not present ask for a private audience to discuss the problem. Complaints or issues are not to be discussed in view of the public and the NZFHS Board member or organiser has the final say on all matters.

14.4.3 Any member who in any way disrespects an NZFHS Board member, judge, jury member or events organiser will be asked to leave the event immediately and will forfeit all entries. At the discretion of the Board such members may also be banned from future events.

14.4.4 Members who wish to submit complaints about other member's behaviour at an event must do so within 60 days and must follow the NZFHS Grievance Policy protocol.

14.5 NZFHS Cruelty Clause

The NZFHS does not approve of nor allow the use of cruel, in humane or illegal methods for preparing horses for, or competing in, shows, Keurings or other NZFHS events, this includes but is not limited to –the use of Rolkur, Leg chains, Sensory deprivation, drugs, withholding of food or water or the use of illegal cosmetic features. Any member found to be using such methods either during or prior to the Keuring or any NZFHS recognized show or event will be disqualified from the event and will be considered a member not in good standing.

14.6 NZFHS Grievance Policy

14.6.1 Members wishing to submit a grievance about another member must do so in a signed, dated, written correspondence. This should be submitted to the Secretary with clear indication that it is a Formal Grievance.

14.6.2 Grievance letters will be handled by the board and will not be tabled at AGM's for other members to view. Once the grievance has been investigated the Board may publish the Grievance and the outcome in the newsletter only if the Board considers the issue to be of concern to the membership.

14.6.3 NZFHS will not entertain grievances arising from business dealings between members, including but not limited to stud services or the buying and selling of horses or semen. Members should use contracts to protect themselves and can resort to the court system for redress when necessary.

14.6.4 Upon receipt of a proper grievance, the Board will consider whether it is within NZFHS's providence to consider the matter and whether there is good cause to investigate the matter. If so, the Board will investigate the matter and decide whether any action should be taken.

14.6.5 The NZFHS Board can also investigate matters and initiate proceedings on its own without there having been a formal grievance from a member. This would include, but is not limited to, making fraudulent representations to the Board and/or filing misleading grievances.

14.6.6 Under the Constitution, the NZFHS's only recourse is the suspension or termination of memberships. NZFHS has no authority to impose fines or other sanctions.

15. Money and Other Assets of the Society

Use of Money and Other Assets

15.1 The Society may only Use Money and Other Assets if:

- a. It is for a purpose of the Society;
- b. It is not for the sole personal or individual benefit of any Member; and
- c. That Use has been approved by either the Board or by majority vote of the Society.

15.2 Clause preventing payments and unrestricted benefits to members:

No member or person who is associated with a member of the organisation shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage. The exceptions are where it is derived from professional services to the organisation carried out in the course of business that are charged at a rate that is not greater than current market rates.

15.3 Wind-up clause preventing any funds or assets being passed onto members for private use. Any property left after the organisation has been wound up or dissolved, and all its debts and liabilities paid shall not be paid to or distributed among the members of the organisation. It must be given or transferred to another other organisation or body with

similar objectives, or to some other Charitable organisation or purpose within New Zealand.

15.4 Rule alteration clause that prevents the two above clauses being changed:

Inland Revenue must approve any addition to or alteration of the aims/objects, payments to the members clause or the winding-up clause. The provisions and effect of this clause shouldn't be removed from this document and shall be included and implied into any document that replaces this document.

15.5 The society does not have power to borrow money.

16. Joining Fees, Subscriptions and Levies

16.1 If any Member does not pay a Subscription or levy by the date set by the Board or the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (Without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity. Membership in regards to participating in any Keuring in New Zealand

16.2 To enter your horse in any Keuring in New Zealand, you must have been a member in the previous year, i.e. be a continuous member.

16.3 A private home Keuring has to be applied for to the board of the NZFHS hereafter the board will make a decision.

17. Additional Powers

17.1 The Society may:

- a. Employ people for the purposes of the Society;
- b. Exercise any power a trustee might exercise;
- c. Invest in any investment that a trustee might invest in;

18. Financial Year

18.1 The financial year of the Society begins on 01st of January of every year and ends on 31st of December of the next year.

19. Assurance on the Financial Statements

19.1 The Society may appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably

qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Board, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Board shall appoint another Reviewer as a replacement.

19.2 The Board is responsible to provide the Reviewer with:

- a. Access to all information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters.
- b. Additional information that the reviewer may request from the Board for the purpose of the review; and
- c. Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

19.3 No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Society Meeting.

20. Conduct of Meetings

Society Meetings

20.1 A Society Meeting is either an Annual General Meeting (AGM) or a Special General Meeting (SGM).

20.2 The Annual General Meeting shall be held once every year no later than five months after the Society's balance date. The Board shall determine when and where the Society shall meet within those dates.

20.3 Special General Meetings may be called by the Board. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 50 % of the members.

20.4 The Secretary shall:

- a. Give all Members at least 14 days Written Notice of the business to be conducted at any Society Meeting
- b. Additionally, the Secretary will provide, appropriate:
 - I. A copy of the Chair/President's Report on the Society's operations and of the Annual Financial Statements as approved by the Board,
 - II. A list of Nominees for the Board, and information about those Nominees if it has been provided. (The Secretary must not provide Members with Information exceeding one side of an A4 sheet of paper per Nominee)
 - III. Notice of any motions and the Board's recommendations about those motions.
 - IV. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

20.5 All Members may attend and vote at Society Meetings.

20.6 No Society Meeting may be held unless at least 30 % of eligible Members attend. (This will constitute a quorum.)

20.7 All Society Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Board Member to Chair that meeting. Any person chairing a Society Meeting has a casting vote.

20.8 On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:

- a. Voices
- b. Show of hands or
- c. Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.

20.9 The business of an Annual General Meeting shall be:

- a. Receiving any minutes of the previous Society's Meeting(s);
- b. The Chair/President's report on the business of the Society;
- c. The Treasurer's report on the finances of the Society, and the Annual Financial Statements;
- d. Election of Board Members;
- e. Motions to be considered;
- f. General business.

20.10 The Chair/President or his nominee shall adjourn the meeting if necessary.

20.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

21. Motions at Society Meetings

21.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion

("Member's Information"). The Board may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least 50 % of eligible Members:

- a. It must be voted on at the Society Meeting chosen by the Member; and
- b. The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or
- c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

21.2 The Board may also decide to put forward motions for the Society to vote on ("Board Motions") which shall be suitably notified.

22. Common Seal

22.1 The Board shall provide a common seal for the Society and may from time to time replace it with a new one. A copy of the common seal will be attached.

22.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Board. Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Board.

23. Altering the Constitution

23.1 The Society may alter or replace this Constitution at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting, except for rule 16.2 and 16.3

23.2 Any proposed motion to amend or replace this Constitution shall be signed by at least 80% of eligible Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

23.3 At least 14 days before the General Meeting at which any Constitution change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.

23.4 When a Constitution change is approved by a General Meeting no Constitution change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.

24. Bylaws to Govern the Society

24.1 The Board may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to this Constitution or to the provisions of law. All such bylaws shall be binding on members of the

Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.

25. Definitions and Miscellaneous Matters

25.1 In this Constitution:

- a. "Majority vote" means a vote made by more than half of the Members who are Present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- c. "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Board Meeting.
- d. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- e. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these Methods.
- f. It is assumed that
 - I. Where a masculine is used, the feminine is included
 - II. Where the singular is used, plural forms of the noun are also inferred
 - III. Headings are a matter of reference and not a part of the Constitution
- g. Matters not covered in this Constitution shall be decided upon by the Board.

26. Dissolution of Society

26.1 The Society shall not be wound up except by a resolution of three quarters of those present at an Extraordinary General Meeting called for that purpose and at which all Board Members are present.

26.2 All funds remaining after the satisfaction of all debts and liabilities following such a resolution shall be passed on to a charitable organisation having objectives similar to those of the Society by the Treasurer and President.

27. History

27.1 NZFHS INCORPORATED was incorporated on 22nd May 2018.

27.2 The Society was constituted by resolution on 4th September 2017, when the first meeting was held.

27.3 Amendments to the 2019 Updated Constitution were accepted at an AGM held on 14th May 2022.

27.4 Boards Selected for the NZFHS:

	04/09/2017	AGM 2019	AGM 2020	AGM 2021	AGM 2022
President	L. Weitenberg	L. Weitenberg	L. Weitenberg	L. Weitenberg	L. Weitenberg
Vice President	B. Dhillon	B. Dhillon	B. Dhillon	B. Dhillon	B. Dhillon
Secretary	M. Amery	B. Rolston	N. Fremaux	N. Fremaux	A. Zhigareva
Registrar	Y. Liemburg	Y. Liemburg	M. Amery	S. Nogueira	L. Weitenberg
Treasurer	B. Yucel	B. Yucel	B. Yucel	B. Yucel	B. Yucel
Webmaster	L. Wiseman	P. Klijn	M. de Villiers	M. de Villiers	A. Zhigareva
Events Officer					G. Chambers
Ordinary Board Members	P. Klijn R. de Jong M. Weitenberg	L. Vlaanderen R. de Jong M. Weitenberg	S. McClunie	S. McClunie	

28. Example of Current Common Seal



29. Example of Logo



30. Bank Account Details

30.1 Bank account details for the NZFHS Inc.:

Bank: ASB
 Account Name: NZFHS
 Account Number: 12-3211-0027717-00

30.2 The 2 people that are authorised to access the bank account are: Treasurer, Bronwyn Yucel, and Vice President, Baldeep Dhillon.

30.3 In April 2018 a third person, being the President, was added to authorize payments. Payments have to be proposed, accepted and minuted during a meeting, whereafter Baldeep Dhillon and Louis Weitenberg release the payment to the Treasurer to be made by using a bank code.

31. Asset Register of the NZFHS Inc.

31.1 As of 2019, the Society owns:

- Large road sign for Keuring advertisement, homemade.
- 2 NZFHS Promotional Banners on stands
- 5 laminated A3 Copies of NZFHS Inc. Logo
- Approx. 50 unsold NZFHS Printed Polo shirts as of 04/07/2019
- NZFHS Common Seal Stamp
- NZFHS Incorporated Website
- NZFHS Incorporated Facebook Page