

NAME

**The Society shall be known as
“The Welsh Pony and Cob Society of New Zealand Incorporated”**

OBJECTS

The Objects of The Welsh Pony & Cob Society of New Zealand (Inc) are:

- (a) To encourage the breeding, improvement and protection of all fully registered Purebred and Partbred Welsh Ponies and Cobs.
- (b) To publish the Welsh Stud Book and Partbred Register and Appendices and to register and enter therein, animals which are eligible for registration and entry.
- (c) To encourage and support and undertake and to make available a panel of judges recommended and approved by Council.
- (d) To offer donations, trophies and other prizes to Shows promoting the Welsh Breed, as approved by the Council.
- (e) To undertake publicity and demonstration work and to issue such publications, articles and advertisements, and, generally to take such steps to secure publicity for, and extend the popularity and usefulness of the breeds as may, from time to time, be deemed necessary or desirable.
- (f) To investigate and adjudicate upon cases of doubtful or suspicious pedigrees, and/or disputes or complaints, between the Society and a Member.
- (g) To purchase, take on lease or in exchange or on hire or otherwise acquire, hold, mortgage and dispose of any real or personal property and any rights or privileges.
- (h) To borrow or raise or secure the payment of money in such a manner as the Society shall see fit.
- (i) To do all such things as are expedient or conducive to the attainment of all or any of the above objects.

(1) OFFICERS

The Societies Officers shall consist of a President, two Vice Presidents, a Secretary, a Registrations Officer, a Publicity Officer and two Public Relations Officers, and such other officials as the Council may from time to time deem necessary to appoint, all of whom must be Members of the Society and who shall be elected or appointed as hereinafter provided:

(1a) All persons presently holding office as an Officer of the Society shall be deemed to have been validly elected, or appointed, notwithstanding any defect in his or her election or appointment and shall hold office until the next Annual General Meeting when the provisions of these Rules as to the election or appointment of Officers shall take effect. And on retirement, shall be eligible for re election or appointment. Vacancies during the year shall be filled by the Council as it thinks fit.

(2) PRESIDENT

The President shall have a term of two years and be elected biennially at an Annual General Meeting of Members and shall be a member of the Council and an ex officio member of all committees during their term of office. The President shall take the Chair at all meetings of members and Council Meetings at which they may be present. If for any unforeseen reason the elected President cannot fulfil their Role during their elected time the Vice Presidents shall jointly take over the Presidents Role until the next AGM. They shall hold office for a period of two years then shall automatically stand down (except as provided in paragraph (7b) hereof). On the expiry of their term of office retiring Members shall be eligible to be nominated and stand for re-election. This position has voting rights

(3) VICE PRESIDENTS

Two Vice Presidents shall be elected biennially at an Annual General Meeting of the Members and shall have a term of two (2) years. They shall be a member of the Council and an ex officio member of all committees during their term of office. They shall hold office for a period of two years then shall automatically stand down (except as provided in paragraph (7b) hereof). On the expiry of their term of office retiring Members shall be eligible to be nominated and stand for re-election. These positions have voting rights

(4) SECRETARY

The Secretary shall be appointed by Council. It shall be their duty to keep all records, books, and accounts of the Society, to attend to correspondence and wherever practicable, to be present at meetings of the Society, Council Committees and Sub-Committees and to take the minutes of such meetings. In the absence of the Secretary from any meeting that meeting shall appoint an acting Secretary for the meeting. This position has no voting rights.

(5) REGISTRATIONS OFFICER

The Registrations Officer shall be appointed by Council. It shall be their duty to record registrations and transfers of ownership and to assist the Editing Committee in the preparation of the Society's publications of registrations. This position has voting rights.

(6) PUBLICITY OFFICER & PUBLIC RELATIONS OFFICERS

Publicity Officer. The Publicity Officers duty is to promote by publicity the overall affairs and interest of the Society. The Publicity Officer shall be elected triennially at the Annual General Meeting of Members. They shall hold office for a period of three (3) years then shall automatically stand down (except as provided in paragraph (7b) hereof). On the expiry of their term of office retiring Members shall be eligible to be nominated and stand for re-election. This position has voting rights.

Public Relations Officers. There shall be two Public Relations Officers, one to represent the North Island and one to represent the South Island and it shall be their duty to promote by publicity the overall affairs and interests of the Society in their respective areas. They shall be elected each year at the Annual General Meeting.

These positions have voting rights.

(7) FINANCIAL REVIEWER

The Financial Reviewer of the Society shall be appointed annually by the Council and shall be confirmed at the AGM.

This position has no voting rights.

(8) COUNCIL

The general management and administration of the funds and property of the Society and of its affairs generally shall be delegated to and controlled by a Council of the Society. The Council is hereby empowered to carry into effect the objects of the Society and exercise all the powers and authorities contained in these Rules except those required to be exercised by the Society in General Meeting.

(8a) The Council shall comprise the Officers of the Society, the Immediate Past President and not more than six other Members who shall be elected, (and shall be known as Councillors), at an Annual General Meeting.

(8b) Any casual vacancy on the Council including an office bearer may be filled by appointment by the remaining Members of the Council but only until the next Annual General Meeting of the Society, when the vacancy shall be filled by the Members in general meeting.

(8c) Council Members, other than the Officers, shall be elected at an Annual General Meeting and shall hold office for a period of three years (except as provided in paragraph (8b) hereof) or earlier retirement. The number of Members to be elected in each year shall be three or such greater number of vacancies as may then be required to be filled.

(8d) Council Members other than Office Holders shall hold office for three consecutive years when elected at an AGM, then shall automatically stand down. On the expiry of their term of office retiring Members shall be eligible to be nominated and stand for re-election.

(8e) In the event of a Councillor vacating their position before their three year term has expired an election shall be held at the next AGM for the remaining term of office.

(9) CHAIRMAN

The President shall preside at all meetings of the Council at which they may be present and in the President's absence the chair shall be taken by one of the Vice-Presidents. In the absence of the President and the Vice-Presidents the Members present at the meeting shall, by a majority vote, elect a Chairman from amongst their number, but only for the purpose of that meeting.

(10) FUNCTIONS OF THE COUNCIL

The Council shall exercise control over all the affairs of the Society and its reports shall be available at the Annual General Meeting for the information of Members of the Society.

(11) MEETINGS OF THE COUNCIL

The Council shall meet at such times and places as it may determine.

(11a) Notices convening ordinary meetings of the Council along with the agenda, shall be sent by the Secretary to all Members of Council at least 21 days prior to a meeting.

(11b) Notices of Motion or Amendments to be proposed to motions appearing on the agenda paper shall be forwarded to the Secretary at least 14 days before the meeting. The Secretary shall forward to all Members of the Council details of all such Notices of Motion or Amendments at least seven days before the meeting.

(11c) The quorum for a meeting of the Council shall be eight (8) Members present.

(11d) Members of the Council shall not be entitled to appoint a proxy vote at any Council Meetings (including an extraordinary meeting).

(12) EXTRAORDINARY MEETING OF THE COUNCIL

An Extraordinary Meeting of the Council shall be called either at the request of the President or upon receipt of a requisition addressed to the Secretary signed by at least three Members of the Council and shall be held at such a time and place as may be appointed by the President, or in the case he/she shall be unable or unwilling within fourteen days to name a venue, by the requisitionists.

Seven days notice shall be given in respect of all Extraordinary Meetings of the Council, and the purpose for which a meeting is called shall be stated in the notice convening such meetings.

(13) COMMITTEES

The Council shall appoint an Editing Committee and an Executive Committee each consisting of not more than four Members of the Council. The President and Vice-Presidents for the time being shall be "ex-officio" Members of all committees.

(14) COMMITTEE COMPOSITION AND FUNCTIONS

(14a) The Editing Committee shall be charged with the duties of provisionally preparing and approving publications to be issued by the Society, examining and approving pedigrees and certificates and enquiring into and deciding upon any question or dispute which may arise in connection therewith.

And to prepare and present a report for the AGM

(14b) The Executive Committee shall be responsible for all financial matters connected with the Society including the investment of funds, monies spent to promote the Welsh Breed in Publications here and overseas, promoting Welsh Classes and Shows and to extend the popularity and usefulness of the Welsh Breed.

Examining and approving pedigrees and certificates and enquiring into and deciding upon any question or dispute which may arise in connection therewith.

And to prepare and present a report for the AGM

(14c) The Council shall have power to appoint such standing or sub-committees additional to those provided for in the Rules and to delegate to such committees such powers and functions as it may from time to time deem necessary.

(14d) All committees shall be appointed annually by the Council at its first meeting subsequent to the Annual General Meeting of Members in each year and shall assume office forthwith. The Members shall remain in office until the following Annual General Meeting but retiring Members shall be eligible for re-appointment if they are still Members of the Council.

(14e) At the first meeting subsequent to its appointment in each year, each standing committee shall appoint its own Chairman and Minute Secretary. The Chairman shall preside at each meeting of that committee at which the Chairman may be present and in the absence of the Chairman the Members present at each meeting shall by a majority vote appoint a Chairman from amongst their number but only for the purposes of that meeting. The Chairman and Secretary of each committee shall hold office until the next Annual General Meeting but shall be eligible for re-election if still Members of the Committee.

(14f) The quorum of all standing sub-committees shall be three.

(14g) The reports, findings and recommendations of all Committees and sub-committees shall be subject to confirmation by the Council, and shall be presented to the Council by the Chairman of each committee, or, in their absence, by the elected Chairman. In the absence of the Chairman they shall be presented by the Secretary or the Secretary's deputy.

(15) JUDGES LIST

The Council shall every year, keep the Judges List updated and current.

(16) NEWSLETTER EDITOR and WEBSITE CONVENER

The Newsletter Editor and Website Convener shall be appointed annually by Council at the Friday Council Meeting prior to the Annual General Meeting of Members in each year and shall assume office forthwith. These positions shall be confirmed at the AGM. The Newsletter Editors duty shall be to edit and produce the Societies Newsletter and to promote The Welsh Pony & Cob Society. The Website Conveners duty shall be to keep the Societies website updated and current and to promote The Welsh Pony & Cob Society. The Newsletter Editor and the Website Convener do not need to be members of the Council. These positions do not have voting rights.

(17) MEMBERSHIP

Membership shall be of the following kinds namely

(17a) ANNUAL MEMBER

(17b) JUNIOR MEMBER

(17c) LIFE MEMBER.

(17a) ANNUAL MEMBERSHIP shall be open to any person over the age of 18 who is approved by the Council.

(17b) JUNIOR MEMBERSHIP shall be open to any person 18 years and under who is approved by Council. A Junior Member shall not be entitled to vote or to hold office as a Member of Council.

(17c) LIFE MEMBERSHIP shall be open to any annual Member who is approved by Council.

In the case of Junior Membership, age shall be determined as at the date of application for Membership but once having been admitted to such Membership the Member so admitted shall be entitled to remain such a Member until the next subscriptions are due following the date on which such Member attains the age of 19 years as the case may be.

(17d) Application for Membership shall be made to the Secretary on an approved application form and shall be accompanied by the prescribed subscription.

(17e) Every application for Membership shall be referred to the Council and the Council shall either grant Membership to the applicant or decline the application. If the application is declined the subscription tendered by the applicant shall be immediately refunded. It shall not be necessary to give any reason for declining an application.

(18) HONORARY LIFE MEMBER

Honorary Life Members may be elected, from time to time, at the Annual General Meeting on the recommendation of Council, in recognition of conspicuous services rendered by them to the Society and breeds. An Honorary Life Member shall not be required to pay any subscription upon election or thereafter, and shall be entitled to enjoy all the privileges of Membership.

(19) PATRON

On the recommendation of the Council a Patron may be appointed at an Annual General Meeting. A Patron shall be a Member in good standing, shall be appointed for a term not exceeding three years and shall not be eligible for re-appointment for consecutive terms. This is not a Council position.

(20) RESIGNATION OF MEMBERS

Any Member may resign from Membership by giving to the Secretary not less than one month's written notice to that effect and paying any subscription due prior to the date such notice was given but no Member resigning shall be entitled to any refund of the subscription paid by him.

(21) PAYMENT OF SUBSCRIPTIONS

The subscriptions payable by Members shall be fixed from time to time at the Annual General Meeting and may be fixed at differing rates according to the class of Membership. The subscription year shall be from the 1st of September through to 31st of August of the following year and any Member who has not paid such monies within two months after the same becomes due and payable, shall be deemed to be in arrears.

A Member who is in arrears with the payment of their subscription shall not be entitled to any Membership privileges or vote at any meeting of the Society,

Council, committees or sub-committee, or to be elected to any office under the Society.

If any Member shall fail to pay subscriptions due by them to the Society within two months after the same becomes due and payable, the Council may strike the name of such Member off the roll of Members and such persons shall thereupon cease to be a Member of the Society but without prejudice to their liability to pay such subscriptions.

(22) DISCIPLINARY POWERS

(1) Subject to these Rules, the Council may by resolution:

- (a) Expel a Member from the Society;
- (b) Suspend a Member from Membership of the Society for a specified period; or
- (c) Reprimand a Member, or a combination of any of the above.

If it is of the opinion that a Member:

- (i) Has refused or neglected to comply with these Rules and/or Regulations of The Welsh Pony & Cob Society of New Zealand; or
- (ii) Has been guilty of conduct unbecoming a Member, or prejudicial to the interests of the Society; or
- (iii) Where there is a doubtful or suspicious pedigree, or alleged willful misrepresentation.

(2) A resolution of the Council under sub-cause (1) does not take effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after the service on the Member of a Notice under sub-clause (3), confirms the resolution in accordance with this clause.

(3) Where the Council passes a resolution under sub-clause (1) the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:

- (a) Setting out the resolution of the Council and the grounds on which it is based;
- (b) Stating that the Member may address the Council at the Meeting to be held not earlier than 14 days after service of the notice and not later than 28 days;
- (c) Stating the date, place and time of that Meeting;
- (d) Informing the Member that he/she may do one or either of the following:
 - (i) Attend the Meeting or
 - (ii) Give to the Council before the date of that meeting a written statement seeking the revocation of resolution.

(4) At the Meeting of the Council held in accordance with the sub-clause (2) the Committee:

- (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, to vary or to revoke the resolution.

The removal or suspension of a Member shall not relieve them of liability for the payment of any arrears of their subscription or any debt or payment due from him/her to the Society.

(23) DISPUTE RESOLUTION

- 23.1 If a dispute arises out of or relates to the Rules of the Society a party to the Agreement may not commence any Court or arbitration proceedings relating to the dispute unless it has complied with the following paragraphs of this clause except where the party seeks urgent injunctive relief.
- 23.2 A party to these Rules claiming that a dispute (“the Dispute”) has arisen under or in relation to the Rules must give written notice (“the Notice”) to the other party specifying the nature of the Dispute.
- 23.3 On receipt of the Notice by the other party, the parties (“the Parties”) must endeavour in good faith to resolve the Dispute expeditiously using informal dispute resolution techniques such as mediation, expert evaluation or determination or similar techniques agreed by them.
- 23.4 If the parties do not agree within seven (7) days of receipt of the Notice (or such further period agreed in writing by them) as to:
- a) the dispute resolution technique and procedures to be adopted; and
 - b) the timetable for all steps in those procedures; and
 - c) the selection and compensation of the independent person required for such technique;

Then the parties must mediate the Dispute in accordance with the Mediation Rules of the New Zealand Chapter of LEADR (Lawyers Engaged in Alternative Dispute Resolution) and the chairperson for the time being of the New Zealand Chapter of LEADR will select the mediator and determine the mediator’s remuneration.

(24) MEETINGS OF MEMBERS ANNUAL GENERAL MEETING

An Annual General Meeting of Members of the Society shall be held every year within three months of the end of the financial year (March 31st) and twenty-one days notice thereof, and of the business to be transacted thereat, shall be given to every Member.

(25) NOTICES OF MOTION

Notices of Motion or Notices of Amendments to be proposed at the Annual General Meeting shall be forwarded to the Secretary at least fourteen days prior to such meeting and the Secretary shall forward details of such Notices of Motion or Amendments to all Members not less than seven days before such meeting.

(26) QUORUM

The Quorum for an Annual General Meeting shall be 20 Members who are entitled to vote as contained in Rules (28), (28a), (28b) and (28c) herein shall apply.

(27) EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of the Members of the Society may be called at the request of the President or upon receipt of a requisition addressed to the Secretary and signed by at least five Members of the Council or twenty Members of the Society. Any such requisition shall state the purpose for which the meeting is required.

The President shall then name a date and venue within 21 days of receiving such

Requisition and such meetings must take place within 45 days of such Requisition. Twenty-one days notice of an Extraordinary General Meeting and the business to be conducted thereat shall be given to Members and the provisions as to motions, quorum, proxies and voting contained in Rules (25), (26) and (28), (28a), (28b) and (28c) herein shall apply.

(28) VOTING

Each financial Member of the Society other than Junior Members shall be entitled to vote and shall be entitled to appoint a proxy to attend and vote at the Annual General Meeting on their behalf but such proxy must be a Member of the Society. Proxy forms shall be forwarded to all Members with the notice of meeting and to be effective must be returned duly completed to the Secretary prior to the commencement of the meeting.

(28a) Members may only hold five (5) Proxy Votes.

(28b) Voting at an Annual General Meeting shall be on voices or at the discretion of the Chairman on a show of hands unless any Member present shall call for a poll in which case the voting shall be counted on the basis of the number of proxy votes held by each Member present in addition to his own vote.

(28c). To be eligible to vote at an Annual General Meeting or an Extraordinary General Meeting of the Society a person must be a Member for three consecutive months immediately prior to the aforementioned meeting.

REGULATIONS

(29) THE STUD BOOK AND APPENDICES REGULATIONS.

The Council shall have the power to make and from time to time to amend regulations governing the publication of the Welsh Stud Book, the contents thereof, and the conditions of entry therein, and as part of the registration of animals of either pure or part bred and the fixing of fees therefore and as to disciplinary or corrective proceedings in the case of any doubtful or suspicious registration or attempted registration.

(30) ACCEPTANCE OF STOCK FOR REGISTRATION AND ENTRY.

Stallions, colts, mares, fillies and geldings shall be accepted for entry in the New Zealand Welsh Stud Book on being eligible and complying with the

regulations of The Welsh Pony & Cob Society of New Zealand for the time being in force regarding entry therein.

The decision of the Council on the interpretation and adjudication of the Rules and regulations of The Welsh Pony & Cob Society of New Zealand regarding to all registrations and the granting of export certificates and any other privileges of Membership shall be final and binding on all Members

(31) WELSH PARTBRED REGISTER

Stallions and colts and mares and fillies and geldings shall be accepted for entry in the New Zealand Welsh Partbred Register on being eligible and complying with the Regulations of The Welsh Pony & Cob Society of New Zealand for the time being in force regarding entry therein.

The decision of the Council on the interpretation and adjudication of the Rules and regulations of The Welsh Pony & Cob Society of New Zealand regarding to all registrations and the granting of export certificates and any other privileges of Membership shall be final and binding on all Members

(32) COMPLAINTS

A. A Member who complains to the correctness of pedigree of any pony or cob registered or entered with the New Zealand Society shall deposit with the Society a sum, (\$100.00) or to be determined by the Committee, and submit a signed statement substantiating their complaint.

B. If following investigation the complaint is deemed to be well founded the sum will be repaid.

C. If following investigation the complaint is deemed by the Society to be ill founded the sum will be forfeited.

(33) ELIGIBILITY TO COMPETE FOR PRIZES AND MEDALS

Only animals which are registered or entered, accepted for registration or entry, or eligible for registration or entry in the Welsh Stud Book shall be eligible to compete for trophies or other prizes offered by the Society. In the event of any prize so offered being awarded to an unregistered or unentered animal, application for such animal's registration in the Stud Book shall be lodged with the Secretary of the Society within 28 days of the award being made and such prize shall be withheld until the animal in respect of which the award was made is accepted for registration. In the event of no application for registration being received in the prescribed time or of registration of the animal in respect of which application is made being refused, the prize awarded to it shall be cancelled.

(34) ALTERATION OF RULES AND BY-LAWS

Any Member wishing to propose an alteration or alterations of The Welsh Pony & Cob Society of New Zealand Rules, at a Annual General Meeting, shall give notice in writing to the Secretary, specifying fully the nature of the alteration or alterations which they wish to propose, at least 28 days prior to such meeting

(34a) These Rules or any of them may be altered at any Annual General Meeting or Extraordinary meeting of the Society by a majority of two-thirds of those voting, provided that at least twenty one clear days notice is given to all Members of such meeting and of the proposed alterations.

(34b) The Council may from time to time, appoint a sub-committee to consider the revision or alteration of, or addition to, or deletion from, the Rules

of the Society, but only as recommendations for submission to the Annual General Meeting of Members.

(34c) Any revision, or alteration of, or addition to or deletion from the Rules shall only become operative if made at an Annual General Meeting of Members of the Society or at an Extraordinary General Meeting of Members, and then only if proposed, after due notice and carried by a two thirds majority of Members present and voting at the meeting.

| These Rules will be enforced once lodged with the Companies Office.

(35) FINANCE

All funds belonging to the Society shall be lodged to the credit of the Society in such Bank or Savings Bank as the Council may from time to time direct and all sums authorised by the Council to be paid shall be drawn on the said account under the signature of such persons appointed for that purpose by the Council.

(36) DISSOLUTION

If at any General Meeting the Members entitled to vote and present in person or by proxy shall decide by a majority that the Society should be dissolved the Secretary shall call an Extraordinary General Meeting of the Society of which not less than 21 clear days notice shall be given to all Members specifying the term of any resolution to be proposed thereat. If at such Extraordinary General Meeting of the Society it is decided by a majority of those Members entitled to vote and present in person or by proxy that the Society should be dissolved, the Society shall be wound up and any assets remaining after satisfaction of all proper debts and liabilities shall be distributed either for charitable purposes within New Zealand (as defined by Section 2 of the Income Tax Act 1976) or to a similar organisation (which is exempt from the payment of income tax pursuant to Section 61 (30) of the Income Tax Act 1976 and which is approved as such by the Inland Revenue Department) as the meeting may decide and in any event no Member of the Society shall be entitled to benefit from any such distribution of the assets of the Society upon its dissolution.

(37) INDEMNITY

The Council and each and every Member thereof shall be 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 any of their official duties.

(38) SEAL

The Seal of the Society shall be in the custody of the Secretary (or other person in that behalf authorised by the Council) and shall be affixed to documents at the direction of the Council and attested by any two Members of the Council.

(39) MATTERS NOT PROVIDED FOR

Any matters not provided for in these Rules shall be determined by the Council whose decision shall be final.