

**New Zealand
Warmblood
Association Inc.**

CONSTITUTION

(Revised August 2025)



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INTRODUCTION

1. Interpretation

In these Rules, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, and any regulations made under it;

Annual General Meeting means a meeting convened under these Rules to which all Members are invited to attend, held once a Financial Year;

Breeding and Registration Requirements means the Society's published breeding and registration requirements, dated 1 September 2021, as updated or amended from time to time;

Breed Register means any of the registers for Warmblood Horses administered by the Society, including the registers for 'NZ Warmbloods', 'NZ Warmblood Derivatives', 'NZ Warmblood Ponies', and 'NZ Warmblood Pony Derivatives';

Committee means the managing committee of the Society as set out in clause 12;

Committee Meeting means a meeting of the Committee convened under these Rules;

Committee Member means a person that is, at the relevant time, appointed to the Committee in accordance with these Rules;

Days means clear calendar days;

Financial Year means the 12 month period from 1 July to 30 June;

General Meeting means any Annual General Meeting or any Special General Meeting, but does not include a Committee Meeting;

Member is a member of the Society according to the meaning given in clauses 4 and 0;

Member Register has the meaning given in clause 8;

Membership Fees has the meaning given in clause 5.4;

Ordinary Resolution means a resolution passed by a simple majority of votes cast by Members;

President means the president of the Committee as elected under clause 12;

Registered Office means the registered office of the Society as set out in the Register of Incorporated Societies and shall be at such place in New Zealand as the Committee from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act;

Register of Incorporated Societies means the register of incorporated societies established under the Act, available at <https://is-register.companiesoffice.govt.nz/>;

Registrar of Incorporated Societies means the registrar of incorporated societies appointed under the Act;

Related Person means for the purpose of clause 24 and in relation to any business to which section CW 4(1)(c) of the Income Tax Act 2007 applies, a person specified in paragraphs (i) to (iv) of subsection (5)(b) of that section, the relevant persons in relation to the Society including:

- (a) a Member or Committee Member or a shareholder or officer of any company by which the business is carried on;
- (b) a person associated with a Member, Committee Member or shareholder or officer already mentioned (and for the purposes of this definition, whether a person is associated with another person is determined by subpart YB of the Income Tax Act 2007);

Resolution in Writing means a resolution as defined in clause 11;

Special General Meeting means a General Meeting to consider a specific issue.

Special Resolution means a resolution approved by 75% of those Members entitled to vote and who vote in person or by proxy;

Society means the society named in clause 2; and

Warmblood Horse means a horse that meets the Breeding and Registration Requirements of the Society, such that the horse can be registered in any one of the Breed Registers.

In these Rules:

- (a) A reference to a clause or a Schedule is to a clause or Schedule of these Rules.
- (b) A reference to an enactment or any regulations is a reference to that enactment, or those regulations as amended, or to any enactment or those regulations that have been substituted for that enactment or those regulations.
- (c) Headings appear as a matter of convenience and shall not affect the construction of these Rules.
- (d) The Schedules form part of these Rules.
- (e) The singular includes the plural and vice versa, and words importing one gender include the other gender.

2. Name

The name of the society is 'New Zealand Warmblood Association Incorporated' (In these Rules referred to as the *Society*).

3. Purpose of the Society

3.1 The purposes of the Society are:

- (a) To encourage and improve the breeding, conformation, soundness, and quality of New Zealand bred Warmblood Horses and to maintain the integrity of the breed.
- (b) To register eligible horses (in accordance with the Breeding and Registration Requirements of the Society).
- (c) To assist Members in the development of the breed.
- (d) To align with the international standards of the World Breeders Federation for Sport Horses.
- (e) To promote the use of the Warmblood Horse across all equestrian disciplines.
- (f) Do anything necessary or helpful to the above purpose.

3.2 Financial gain is not a purpose of the Society.

4. Membership of the Society

4.1 The types of Members are:

Full Member: Those Members aged 18 years or over who have met the conditions of clause 5.1. Full Members shall have **FULL** voting rights.

Junior Member: Those Members aged under 18 years at the date of commencement/renewal of membership who have met the conditions of clause 5.1. Junior Members shall have all the rights and privileges of a Full Member except that a Junior Member shall have **NO** voting rights.

Honorary Life Member: This membership may be bestowed on a Member by passing an Ordinary Resolution at a General Meeting for outstanding services to the Society. Honorary Life Members shall have all the rights and privileges of a Full Member including **FULL** voting rights and shall be subject to all the same duties as a Full Member except that an Honorary Life Member is exempt from paying any Membership Fees.

Overseas Member: This membership is for people residing outside of New Zealand for more than a 6-month period of any Year, who have met the conditions of clause 5.1. Overseas Members shall have all the rights and privileges of a Full Member except that an Overseas Member shall have **NO** voting rights.

Associate Member: This membership may be assigned from time to time at the discretion of the Committee where an applicant has met the conditions of clause 5.1 but does not meet the requirements for Full Membership with voting rights. Associate Members will have all the rights and privileges of a Full Member except that an Associate Member shall have **NO** voting rights.

- 4.2 The Committee will assign the type of membership to an applicant in accordance with these Rules.
- 4.3 Members have the rights and responsibilities set out in these Rules according to their membership type.
- 4.4 Membership is annual and shall coincide with the Financial Year.
- 4.5 A Member is an individual admitted to membership under these Rules who has not ceased to be a Member of the Society in accordance with clause 7.
- 4.6 All Members must be natural persons. Corporate membership is not permitted.
- 4.7 The Society shall at all times maintain a minimum of 10 Members.

5. **Admission of Members**

- 5.1 To become a Member of the Society a person (the *Applicant*) must:
 - (a) be a natural person;
 - (b) complete an application form as approved by the Committee from time to time, providing the Society with that Applicant's name and contact details (including postal address, telephone numbers(s), and email address); and
 - (c) supply any other information that the Committee reasonably requires.
- 5.2 The Committee may interview the Applicant when it considers the application for membership.
- 5.3 The Committee shall have complete discretion to accept or decline the application for membership. The Committee shall advise the Applicant of its decision and that decision shall be final. The Committee is not required to provide reasons for that decision.
- 5.4 Membership shall be deemed to be active only when the approved Applicant has paid to the Society the prescribed fee or such other amount as the Committee reasonably determines from time to time to constitute a membership fee (*Membership Fee*). Payment of the Membership Fee amounts to the Applicant's consent to become a Member of the Society.
- 5.5 No Membership Fee is payable until the Applicant's application is accepted by the Committee.
- 5.6 Memberships are annual and do not automatically roll into the next Financial Year. To continue to be a Member for the next Financial Year, each Member must pay the Membership Fee at the start of the Financial Year, but is not required to resubmit an application form for membership each Financial Year unless the Committee requests the Member do so under clause 5.7.
- 5.7 If and to the extent required by law or where the Committee otherwise determines acting reasonably, the Committee may ask any Member or Members to reapply for membership by requiring each or any relevant Member to sign and submit an updated application form at the commencement of the next Financial Year.

5.8 Membership:

- (a) shall not confer on any Member the right to receive any of the income or capital of the Society or to control the Committee in the exercise of its functions;
- (b) shall not confer an expectation that membership will be renewed in subsequent Financial Years;
- (c) shall confer rights to:
 - (i) receive Member-specific correspondence from the Society;
 - (ii) subject to clauses 4.1 and 6, attend and vote at General Meetings or on a Resolution in Writing;
 - (iii) nominate and vote on the election of Committee Members;
 - (iv) vote on amendments to these Rules; and
 - (v) vote on a liquidation of the Society.

5.9 If an Associate Member wishes to appeal their membership type:

- (a) the Associate Member must provide the Secretary with a written application for appeal of their membership type, including the reasons why Full Membership should be granted to them, at least 28 Days before the next scheduled General Meeting.
- (b) that application for appeal of membership type will be presented at the next scheduled General Meeting; and
- (c) the Society shall then decide the outcome of the appeal by holding a vote, with an Ordinary Resolution required to be passed to uphold the appeal. The Society's decision shall be final.

5.10 All Members will:

- (a) to the extent that these Rules confer an obligation on a Member, comply with that obligation, including to pay their annual Membership Fee;
- (b) promote the purposes of the Society; and
- (c) not bring the Society into disrepute.

6. **Conflict of Interest - Members**

- 6.1 A conflict of interest arises where any Member's personal interests, obligations or relationships conflict or might conflict with the Member's duty to the Society.
- 6.2 Where an actual or potential conflict of interest arises for a Member, that Member must declare the nature of the conflict or the potential conflict and file the appropriate form with the Society Registrar. The Member must not take part in deliberations of proceedings

including decision making in relation to any matter to which the conflict of interest relates. The Member must not be counted in the quorum required for decision making on the matter for which the Member has a conflict of interest.

7. Termination of Membership

7.1 The membership of any person may be terminated by a majority vote of the Committee if:

- (a) the Committee receives at the Registered Office a written resignation signed by that Member; or
- (b) the Member has failed to pay the Membership Fee within three (3) months of the start of the Financial Year.

7.2 If, at any time, the Committee is of the view that a Member has:

- (a) acted in wilful contravention of these Rules;
- (b) been, in the reasonable opinion of the Committee, guilty of misconduct of any kind, whether or not affecting the Society; or
- (c) acted against the best interests of the Society,

the Committee may by majority vote terminate that Member's membership by giving that Member not less than 14 Days' written notice (*Termination Notice*).

7.3 The Termination Notice must:

- (a) explain how the Member is breaching these Rules or acting in a manner inconsistent with the purposes of the Society; and
- (b) state that the Member may appeal the Committee's decision to the Members by giving notice to the Secretary of the Member's intention to appeal before the expiry of the 14 day notice period (*Appeal Notice*).

7.4 If the Member gives an Appeal Notice then:

- (a) The Member will have the right to be fairly heard at a Special General Meeting to be held within 28 Days of the date of the Appeal Notice.
- (b) 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 seven (7) Days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Members will have had sufficient time to consider the Member's Explanation before the scheduled Special General Meeting, the Member may request a new date for the Special General Meeting or defer his or her right to be heard until the next scheduled General Meeting.

- (c) All membership and Voting rights of the Member shall be suspended during the appeal process.
- (d) When the Member is heard at a General Meeting, the Members may reasonably question the Member and the Committee Members.
- (e) The Members shall then vote on whether to let the termination stand, or whether to reinstate the Member. A Special Resolution is required to uphold the appeal. The outcome of the vote will be final.

7.5 Any former Member who has had their membership terminated by the Committee may apply for re-admission in the manner prescribed in clause 0 but will only be re-admitted by majority vote of the Committee.

7.6 However, if a former Member's membership was terminated following an appeal process in accordance with clause 7.4, the applicant may be re-admitted only by passing a Special Resolution at a General Meeting on the recommendation of the Committee.

8. **Register of Members**

8.1 The Committee must keep a register of Members at the Registered Office including their names, addresses, email addresses (if any) and the date they became a Member (the *Member Register*).

8.2 Every Member shall promptly advise the Secretary of any changes and or updates to their information contained in the Member Register as such changes may arise.

8.3 Each Member shall provide such other details for the Member Register as the Committee reasonably requires.

8.4 The Member Register must include the relevant information for former Members for the previous seven (7) years, including the date on which the former Member ceased to be a Member.

8.5 Members shall have reasonable access to the Member Register for the purposes of viewing and/or updating their own information.

9. **Access to Society Information**

9.1 A Member (the *Requestor*) may **request access** to Society information in writing.

9.2 The Committee shall within **20 working days** of the request either:

- (a) provide the Requestor with access to or copies of the requested Society information; and/or
- (b) inform the Requestor that the request or any part of the request has been refused and the grounds for that refusal .

9.3 Where a request for Society information is approved (in whole or in part), the Committee may provide the Society information subject to receiving payment from the Requestor of an

amount to cover the Committee's reasonable costs incurred in compiling the Society information.

10. Meetings

- 10.1 The Society must in each Financial Year hold an Annual General Meeting which must be called by written notice in accordance with Schedule 1.
- 10.2 The Annual General Meeting must be held at the time and place designated by the Committee.
- 10.3 Not more than 15 months shall elapse between the date of one Annual General Meeting of the Society and that of the next.
- 10.4 Whenever the Committee thinks fit, the Committee may convene a Special General Meeting and any notice in respect of that Special General Meeting must clearly state the business to be considered at the Special General Meeting.
- 10.5 The President must, upon receiving a request in writing by any number of Members representing not less than 10% of all Members having the right to vote, convene a Special General Meeting within 28 Days, and notice of this meeting must state clearly the business to be considered at the Special General Meeting.
- 10.6 Schedule 1 governs the proceedings at General Meetings.

11. Resolution in Lieu of Meeting

- 11.1 Subject to clauses 11.2 and 11.3, a matter may be resolved by agreement of the Members in writing in lieu of holding a General Meeting (*Resolution in Writing*).
- 11.2 To be valid, a Resolution in Writing must:
 - (a) relate to a matter that is required by these Rules to be decided at a General Meeting (excluding a decision under clause 26 (liquidation));
 - (b) have been agreed to by at least 75% of Members who are entitled to vote and have voted validly; and
 - (c) have been instigated by, and submitted in the form, required by the remainder of this clause 11.
- 11.3 A Resolution in Writing may be instigated by:
 - (a) the Committee; or
 - (b) the President, upon receiving a request in writing by any number of Members representing not less than 10% of all Members having the right to vote.
- 11.4 Any Resolution in Writing under this clause 11 may consist of:
 - (a) one or more documents in similar form each signed by a Member; or

- (b) one or more communications in similar form each sent by a separate Member.
- 11.5 The forms distributed to Members for their vote on the Resolution in Writing must specify the time and date by which votes must be submitted for the resolution (the *Closing Date*) and how Members can vote. The forms may be distributed to Members by post or email to the address of the Member included in the Member Register and may be returned by post or email, as notified to Members by the Committee.
- 11.6 For a vote of a Member on a Resolution in Writing to be valid it must be submitted to the Registered Office (or, in the case of an email vote, the specified Society email address) by the Closing Date. The Closing Date must be at least 21 Days after the resolution was sent to Members. The Committee may extend the Closing Date once, by up to one (1) month, if the requirement in clause 11.2(c)(minimum number of votes) has not been met. The Closing Date cannot be more than three (3) calendar months from the date the forms for voting are distributed to Members under clause 11.5.
- 11.7 Provided the Resolution in Writing otherwise complies with this clause 11, the Resolution in Writing may be initiated and voted on by Members without any prior notice of the matter being given to the Members.
- 11.8 Provided the Resolution in Writing otherwise complies with this clause 11, a Resolution in Writing will be valid even if any one or more Members accidentally did not receive the relevant forms and/or documents for the Resolution in Writing.
- 11.9 If the Committee considers it appropriate, it may draw up protocols under which a valid vote for the election of Committee Members by Resolution in Writing may be made by any electronic means. These protocols must incorporate sufficient means of identifying the Member voting and of ensuring that only a single vote for each nominee is accepted from a Member.
- 11.10 The Committee must, within five (5) working days after a Resolution in Writing is passed, send a copy of the resolution to an address for each Member who was entitled to vote who did not approve the Resolution in Writing and on whose behalf the Resolution in Writing was not approved.
12. **Managing Committee**
- 12.1 The Society shall have a managing committee (referred to in these Rules as the *Committee*) comprising of:
- (a) the President;
 - (b) the Vice President;
 - (c) the Secretary;
 - (d) the Treasurer; and
 - (e) a maximum of five (5) general Committee Members that may or may not include the Society Registrar.

- 12.2 A Committee Member may fill one or more role(s) on the Committee, provided that the Committee must always have a minimum of three (3) individual Committee Members.
- 12.3 To be eligible for election to the Committee the nominee must have been a current Full Member of the Society for more than six (6) calendar months.
- 12.4 Before appointment or reappointment, every nominee/Committee Member must:
- (a) give written consent to act as an officer for the Society; and
 - (b) certify in writing that they are not disqualified from acting as an officer of the Society under section 47(3) of the Act.
- 12.5 The Society shall maintain a register of the consents and certifications given in accordance with clause 12.4, retaining these records for at least seven (7) years.
- 12.6 Prior to election or appointment, every nomination for the position of President and Committee Member must:
- (a) be on the completed 'Nomination for Election Form' as approved by the Committee from time to time;
 - (b) confirm that the nominee is able to certify that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act;
 - (c) be authorised in writing (including by email) by the nominee, proposer, and seconder, all being Full Members of the Society for more than six (6) calendar months;
 - (d) be accompanied by a brief biography of the nominee to be used to ascertain whether the nominee has the appropriate skills to undertake the position and this shall be sent out to Members to assist them with their voting decisions; and
 - (e) be lodged with the Secretary 21 Days prior to the date set for the relevant General Meeting.
- 12.7 Nominations will be verified by the Society Registrar to ensure that the nominee meets all criteria for assuming the nominated position prior to the nomination being accepted.
- 12.8 Nominees will be notified by the Secretary that their nomination has been accepted or declined. If the nomination is declined, the Secretary will provide a reason to substantiate the decision.
- 12.9 The following persons are disqualified from being appointed or holding office as a Committee Member:
- (a) a person who is under 18 years of age;
 - (b) a person who is an undischarged bankrupt;
 - (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;

- (d) a person who is disqualified from being a member of the committee of a charitable entity under section 36C of the Charities Act 2005;
 - (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven (7) years:
 - i. an offence under subpart 6 of Part 4 of the Act;
 - ii. an offence under section 22 of the Act;
 - iii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - iv. an offence under section 143B of the Tax Administration Act 1994;
 - v. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subclauses (i) to (iv);
 - vi. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere.
- 12.10 Committee Members must either be elected by Members at an Annual General Meeting or by electronic/postal vote immediately prior to the Annual General Meeting (so that the results of the election can be counted at the Annual General Meeting by an appointed scrutineer and announced). For the avoidance of doubt, there is no obligation to appoint all the nominees to fill the vacancies.
- 12.11 Elections shall be conducted as follows:
- (a) 42 Days prior to the date set for the Annual General Meeting, notification of vacant positions and Nomination for Election Forms shall be sent to all Members by the Secretary.
 - (b) 21 Days prior to the date set for the Annual General Meeting, all Nominations for Election Forms must have been returned to the Secretary.
 - (c) 14 Days prior to the date set for the Annual General Meeting, the Secretary shall send the list of nominees and nominee biographies to all Members.
 - (d) Members will have one (1) vote per vacant position.
 - (e) Out of the number of votes cast a nominee must receive more than 40% of the votes to be successful.
 - (f) If there are more successful nominee than there are vacancies, those with the most votes will fill the vacancies.
 - (g) The term for an elected President and Committee Member shall be two (2) years.
 - (h) Retiring Committee Members shall be eligible for re-election.

- (i) In the event of insufficient nominations being received by the Secretary by the date outlined in sub clause 12.6(e), the Members shall be notified of the remaining number of vacancies not less than 14 Days prior to the date of the Annual General Meeting. Nominations may be called for from those Members present at the Annual General Meeting (subject to clause 12.3 and 12.9) and accepted where the nominee provides in person or in writing their acceptance of the nomination.
- 12.12 Subject to clauses 12.3 and 12.9, the Committee may at any time appoint a Member to fill a casual vacancy (whether arising due to the resignation of a Committee Member during his or her term or lack of appointed nominees). Any Committee Member so appointed shall hold office only until the next Annual General Meeting or Resolution in Writing as determined by the Committee and shall then be eligible for re-election.
- 12.13 A Committee Member ceases to be a Committee Member when:
 - (a) they resign by giving written notice to the Committee;
 - (b) their Membership Fees are unpaid as per 7.1(b);
 - (c) they become disqualified as per clause 12.9;
 - (d) they die;
 - (e) they are removed by Special Resolution at a General Meeting; or
 - (f) their term expires.
- 12.14 If a person ceases to be a Committee Member, that person must within one (1) month return all Society documents and property, including intellectual property, as directed by the Committee.
- 13. Contact Person Appointment
 - 13.1 The Society shall at all times have at least one (1) contact person, and may appoint up to three (3), for communication with the Registrar of Incorporated Societies. The contact person(s) must be residents in New Zealand and shall be appointed and removed by the Committee, with their details filed with the Registrar of Incorporated Societies as required by the Act.
- 14. Role of the Committee
 - 14.1 Subject to these Rules, the role of the Committee is to:
 - (a) administer, manage, and control the Society;
 - (b) carry out the purposes of the Society;
 - (c) manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - (d) elect from within its members a Vice-President, a Secretary and a Treasurer;
 - (e) set accounting policies in line with generally accepted accounting practice;

- (f) delegate responsibility and co-opt Members where necessary;
- (g) ensure that all Members follow these Rules;
- (h) decide the times and dates for General Meetings, and set the agenda for General Meetings;
- (i) decide the procedures for dealing with complaints;
- (j) set Membership Fees, including subscriptions and levies; and
- (k) make regulations for the Society.

14.2 Schedule 2 governs the proceedings for meetings of the Committee.

14.3 Each Committee Member:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Society;
- (b) must exercise all powers for a proper purpose;
- (c) must not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules;
- (d) when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her;
- (e) must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and
- (f) must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

14.4 The President is responsible for:

- (a) ensuring these Rules are followed;
- (b) convening meetings and establishing whether or not a quorum of five (5) is present;
- (c) chairing meetings, deciding who may speak and when;
- (d) overseeing the operation of the Society in accordance with the decisions of the Committee, these Rules and any regulations and policies of the Society; and

- (e) providing a report on the operations of the Society at each Annual General Meeting.

14.5 The Vice President is responsible for:

- (a) assisting the President as and when required;
- (b) standing in for the President as and when required (including chairing meetings in the absence of the President and becoming Acting President if the President is overseas or otherwise unavailable); and
- (c) filling the position of President should the President position become vacant until an election or appointment can occur in accordance with these Rules.

14.6 The Secretary is responsible for:

- (a) recording of minutes of meetings;
- (b) holding Society records relevant to the position, not including those required for the Society's Registrar's or Treasurer's functions;
- (c) convening Committee meetings, the Annual General Meeting and any other meetings as required;
- (d) preparing agendas and distributing information pertaining to meetings;
- (e) receiving and replying to correspondence as required by the Committee;
- (f) forwarding the Society's annual financial statements to the Registrar of Incorporated Societies' office upon their approval by the Members at an Annual General Meeting; and
- (g) advising the Registrar of Incorporated Societies of any changes to these Rules.

14.7 The Treasurer position requires particular skills and therefore may be contracted out to a suitably qualified third party (e.g. an accountant). In this case, a Committee Member will hold the position for the purposes of the Committee and will be responsible for the appropriate delivery of the relevant services and for managing the contract with the third party.

14.8 The Treasurer is responsible for;

- (a) keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained;
- (b) preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Society's accounting policies and in accordance with accounting standards, regulations and legal requirements;
- (c) providing a financial report at each Annual General Meeting;
- (d) providing financial information to the Committee as the Committee determines; and
- (e) sending out invoices and paying of accounts as determined by the Committee.

- 14.9 A Society Registrar shall be appointed by the Committee. This appointment will be permanent unless a majority of any Committee votes to remove the holder, the holder resigns from the role, their membership is terminated under clause 7.1 or they are disqualified under clause 12.9.
- 14.10 Where a Society Registrar is not an elected Committee Member, they shall be an additional non-voting member of Committee.
- 14.11 The Society Registrar is responsible for:
- (a) keeping the Breed Registers in accordance with these Rules and any regulations as determined by the Committee and for any such matters directed by the Committee or requiring Committee attention;
 - (b) keeping the Member Register;
 - (c) holding and maintaining the Society's records, documents, stallion returns, conflicts of interest register, policies document folder and books except those required for the Secretary's and Treasurer's functions;
 - (d) processing all matters relating to horse registration;
 - (e) sourcing and keeping of equine DNA profiles;
 - (f) liaising with overseas breed societies and sourcing stallion information;
 - (g) changes of ownership of Warmblood Horses;
 - (h) corresponding with Members including memberships and membership queries;
 - (i) providing a report to the Committee on the status of the Breed Registers at Committee meetings and for the Annual General Meeting;

15. Conflicts of Interest – Committee Members

- 15.1 All Committee Members must declare any conflict of interest as soon as they become aware of it, including at Committee Meetings. The Society Registrar will maintain a register of declared interests, updated whenever a disclosure is made and retained for a minimum of seven (7) years.
- 15.2 A Committee Member with a conflict of interest must not participate in deliberations or decisions relating to that interest and they will not be considered part of any quorum needed in that instance. If over 50% of the Committee are excluded due to conflicts of interest, a Special General Meeting must be called to determine the matter.
- 15.3 The Committee must give notice of any disclosures of conflicts of interest made under this clause 15 at an Annual General Meeting.

16. Use of Money and Other Assets

- 16.1 Money and other assets include any real or personal property or any interest therein, owned or controlled to any extent by the Society.

- 16.2 The Society may only use money and other assets including handling, investing, transferring, giving, applying, expending, disposing, or dealing with in any way, if:
- (a) it is for the purpose of the Society;
 - (b) that use has been approved by the Committee;
 - (c) it is not for the sole personal or individual benefit of any members; and
 - (d) no part of the money or assets are used or available to be used for the private pecuniary profit of any Member, proprietor, shareholder, beneficiary, or other Related Person.
- 16.3 All cheques and other financial instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be in such manner as the Committee shall from time to time determine by majority vote.
- 16.4 Three (3) Committee Members will be appointed at each Annual General Meeting as signatories to the Society's bank accounts (*Signatories*). Any two (2) of the Signatories together may approve payments on behalf of the Society. The Signatories' appointments are made at each Annual General Meeting.

17. **Powers**

- 17.1 Subject to these Rules, the Committee may:
- (a) exercise all the Society's powers, other than those required by the Act or by these Rules to be resolved at a General Meeting, and for this purpose the Society shall have all the rights, powers and privileges of a natural person provided that this does not authorise the Society to do anything which may prejudice the nature of the Society's purposes; and
 - (b) enter into contracts on behalf of the Society or delegate such power to a Committee Member, sub-committee, employee, or other person.
- 17.2 Without limiting the generality of clause 17.1, the Society has the power to:
- (a) apply for and use all relevant licences, warrants, consents and permits to enable or assist the Society to further its objects;
 - (b) amalgamate with another organisation with like objects or enter into partnership, joint venture or any other collaboration or arrangement with any other organisation or person engaged in work or activities that enhance those of the Society;
 - (c) advertise the activities of the Society;
 - (d) apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use property (including information) which may seem capable of being used for the objects of the Society or the acquisition of which may seem calculated directly or indirectly to benefit the objects of the Society and to

use, develop or grant licences in respect of the property rights or information so acquired;

- (e) borrow any monies or raise or secure payment of money and to grant charges over the assets of the Society in such manner as the Committee may think fit;
- (f) lend or give credit to any person, to guarantee the performance of an obligation by any person and to take or hold charges to secure any amounts so lent by the Society or otherwise due to the Society;
- (g) hold the monies of the Society not immediately required for its objects or to invest them in such a manner as the Committee determines;
- (h) purchase, lease, exchange, hire, acquire, hold and to sell, surrender, mortgage, charge, manage, subdivide and deal with every kind of real and personal property, including but without limitation, wasting assets, promissory notes and negotiable or transferable instruments;
- (i) to dispose of the whole or any part of the undertaking or assets of the Society for such consideration as the Committee may think fit, including, but without limitation, on terms where what is being disposed of may be exchanged for shares, debentures or securities of another organisation having objects similar to those of the Society;
- (j) construct, erect, fund, maintain, improve, replace or demolish any buildings, property, facilities or other structures which directly or indirectly advance the Society's objects;
- (k) enter into, review or terminate any contract or arrangement with any person, association, government body, corporation or other body and including, but without limitation, arrangements for other persons to use the Society's property and facilities, in each case on such terms as the Committee sees fit;
- (l) apply for, promote and obtain any statute, order, regulation or other authorisation or enactment which is necessary or which may seem calculated directly or indirectly to benefit the objects of the Society and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the objects of the Society;
- (m) receive any gift, sponsorship or endowment;
- (n) hold, arrange and organise gatherings of any nature, including but not limited to lectures that the Committee deems desirable in furtherance of the objects;
- (o) engage such persons whose services may be deemed necessary or desirable and to remunerate them accordingly;
- (p) effect insurance in respect of any undertaking, activity or assets of the Society as the Committee thinks appropriate and to effect insurance for any officer, employee or volunteer of the Society in accordance with these Rules;
- (q) indemnify any officer or employee in accordance with these Rules and applicable law;

- (r) establish competitions and offer and grant prizes and rewards on such terms as may seem expedient; and
- (s) do all such things as may be necessary or desirable to further or that are incidental to the furtherance of, the objects of the Society, whether as principal, agent, trustee or otherwise.

17.3 Notwithstanding clauses 17.1 and 17.2, if the Society employs a person and borrows money and/or provides security for that employment, this must be authorised by an Ordinary Resolution at any General Meeting.

18. **Accounts**

18.1 The Committee must make and retain proper accounting records that show full, true, and complete accounts of the affairs and transactions of the Society.

18.2 The accounting records must be kept at the Society's Registered Office.

18.3 The Society shall prepare its annual financial statements in accordance with generally accepted accounting practice. The Committee shall ensure that annual financial statements and the annual return are filed with the Registrar of Incorporated Societies each year within the statutory timeframes under the Act.

18.4 A summary of all financial statements to be presented to the Members in a General Meeting together with a copy of any Auditor's report (pertaining to clause 19.1) must be available to all Members entitled to receive notice of a General Meeting of the Society at least 14 Days before the date of the meeting.

19. **Auditors**

19.1 No audit of the annual financial statements is required unless an audit is requested by 50% of the Members eligible to vote at any General Meeting.

19.2 The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Society's accounting policies and the Act's requirements. The Auditor must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a Committee Member or an employee of the Society.

19.3 The fees and expenses of the Auditor of the Society may be fixed by the Committee.

20. **Retention of records**

20.1 The Society shall retain the following records for at least seven (7) years:

- (a) Accounting and financial records;
- (b) Member Register;
- (c) Minutes of meetings (General Meetings and meetings of the Committee);
- (d) Committee Member consents and certifications;

(e) All versions of these Rules; and

(f) Conflict of Interest Register.

20.2 Records may be retained in electronic form, providing they remain accessible and legible.

21. Financial Year

21.1 The Financial Year of the Society shall begin on **1 July** and end on **30 June** of the next year.

22. The Common Seal

22.1 The Society shall have a common seal (the *Seal*) and the Committee must provide for the safe custody of the Seal. Every instrument to which the Seal is affixed must be signed by the Society's Registrar or President.

23. Amendments to these Rules

23.1 These Rules can only be rescinded, replaced or amended by way of addition or deletion at a General Meeting by Special Resolution.

23.2 Any proposed motion to rescind, replace or amend these Rules shall be proposed, seconded, accompanied by written explanation of the reasons for the proposed motion and provided to the Secretary at least 35 Days before the scheduled General Meeting at which the motion is to be considered.

23.3 At least 28 Days before the General Meeting at which any change to these Rules is to be considered, the Secretary shall give all Members written notice of the proposed motion including the reasons for the proposed motion, voting instructions and any recommendation the Committee has.

23.4 When a change to these Rules is approved by Special Resolution, it shall take effect until the Secretary has filed the change with the Registrar of Incorporated Societies. The change must be filed with the Registrar of Incorporated Societies within 25 working days of the Special Resolution passing and be accompanied by an officer's certificate confirming the amendment complies with the Act.

23.5 The Committee is empowered to amend these Rules with minor or technical amendments (e.g. corrections of typographical errors) without a General Meeting, provided Members are notified in writing and given at least 20 working days to object in writing. If any Member objects, the change must instead be made by Special Resolution.

23.6 No addition or deletion shall be made to clauses 3, 16, 24, 25 or 26 which affect the tax-exempt status or not-for-profit status of the Society. Those clauses and the effect of this clause shall not be deleted from these Rules and shall be included and implied into any document replacing these Rules

24. Prohibition of benefit or advantage in business activity

24.1 In the carrying on of any business under these Rules no benefit, advantage or income shall be afforded to, received, gained, achieved or derived by any Related Person where that Related Person, in his or her capacity as a Related Person, is able in any way (whether directly or indirectly) to determine, or to materially influence the determination of:

- (a) the nature or amount of that benefit, advantage or income; or
- (b) the circumstances in which that benefit, advantage or income is, or is to be, so afforded, received, gained, achieved or derived.

24.2 A person who is in the course of, and as part of the carrying on of his or her business of a professional public practice, shall not, by reason only of him or her rendering professional services to the Society or to any entity owned by the Society, be in breach of the terms of this clause 24.

25. Request for removal from Incorporated Societies Register

25.1 The Society can apply to the Registrar of Incorporated Societies under section 176 of the Act to be removed from the Incorporated Societies Register if the Society is no longer carrying on its operations and otherwise complies with the Act's requirements for removal.

26. Liquidation

26.1 The Society may be put into liquidation voluntarily if 75% of Members present and voting at a General Meeting so decide, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than 30 Days after the first meeting.

27. Distribution of surplus funds and assets on removal or liquidation

27.1 On the Society's removal from the Incorporated Societies Register or on liquidation of the Society, any surplus funds (after paying the Society's debts) shall be given to one or more not-for-profit New Zealand organisations with similar objectives to the Society, as nominated by the Committee and approved by Special Resolution of Members. Distribution must comply with subpart 5 of Part 5 of the Act.

28. Dispute Resolution

28.1 If a dispute arises between any Member against another Member or the Committee, or where any Member has a complaint with respect to the Society or these Rules (the *Dispute*) then the following procedures will apply:

- (a) Any Member claiming the Dispute has arisen under or in relation to these Rules or the Society shall give written notice to the parties subject to the Dispute specifying the nature of the Dispute.
- (b) The parties shall meet together in good faith within ten (10) working days of receiving the written notice of Dispute to resolve the Dispute.
- (c) If they are unable to resolve the Dispute within ten (10) working days of receiving the written notice, the parties shall agree on a process for resolving the Dispute expeditiously using informal dispute resolution techniques such as mediation, expert evaluation or determination or similar techniques agreed by them.

28.2 If the parties do not agree within five (5) working days (or such period as agreed in writing by them) following failure to resolve the Dispute by good faith discussions as to:

- (a) the dispute resolution technique and procedures to be adopted;
- (b) the timetable for all steps in those procedures; and
- (c) the selection and compensation of the independent person required for such technique,

the parties shall mediate the Dispute in accordance with the procedures of Arbitrators & Mediators Institute of New Zealand.

29. **Matters not covered by these Rules**

29.1 Any matters not covered by these Rules shall be decided upon by the Committee.

SCHEDULE 1 - PROCEEDINGS AT GENREAL MEETINGS

1. Interpretation

- (a) Unless stated otherwise, references to clauses in this Schedule are to clauses in this Schedule.

2. Notice of Meetings

- (a) A Special General Meeting shall be called by a notice in writing sent at least 28 days before the date of the Special General Meeting.
- (b) An Annual General Meeting shall be called by a notice in writing sent at least 42 days before the date of the Annual General Meeting.
- (c) Any notice sent in accordance with clauses 2(a) or 2(b) must specify the place, the day and the hour of the General Meeting and in the case of special business (see clause 8) the general nature of that special business.
- (d) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
- (e) A General Meeting of the Society shall be deemed to have been properly called, notwithstanding that shorter notice than that specified in clauses 2(a) or 2(b) has been given, if it is so agreed:
 - (i) all Members entitled to attend and vote at the General Meeting attend the General Meeting without protest; or
 - (ii) all such Members agree to waive the irregularity.
- (f) Notice of General Meetings may be sent by:
 - (i) post, to the last-known address of the Member as held in the Register of Members; or
 - (ii) electronic means, to the last-known communication address of the Member as held in the Register of Members.

3. Methods of Holding Meetings

3.1 A General Meeting may be held either:

- (a) by a number of Members, who constitute a quorum, being assembled together at the place, date and time appointed for the General Meeting; or
- (b) by means of any audio or audio-visual communication by which all Members participating and constituting a quorum can simultaneously hear each other throughout the General Meeting at the date and time appointed for the General Meeting.

4. **Voting at meetings**

- 4.1 Only Full Members and Honorary Life Members shall be entitled to vote.
- 4.2 Each Full Member and Honorary Life Member is entitled to one (1) vote for any resolution, motion or election.

5. **Resolutions at Meetings**

- 5.1 At any General Meeting, a Special or Ordinary Resolution put to vote at that General Meeting shall be decided on a show of hands unless a secret ballot is demanded before a vote by show of hands has begun.
- 5.2 Unless a secret ballot was called for, the Chair shall declare that a Special or Ordinary Resolution has on a show of hands been:
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost,
- 5.3 and an entry to that effect in the minutes of the Society's proceedings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Special or Ordinary Resolution.
- 5.4 At a General Meeting, a secret ballot may be demanded by:
 - (a) the Chair;
 - (b) at least seven (7) Members present in person or by proxy; or
 - (c) any Member or Members present in person or by proxy and representing not less than 10% of all the Members having the right to vote at the General Meeting.
- 5.5 If a secret ballot is taken, votes must be counted according to the votes of each Member present in person and by proxy. The result of the secret ballot as declared by the Chair will be treated as the Special or Ordinary Resolution of the issue for which the secret ballot was taken.
- 5.6 The instrument appointing a proxy to vote at a General Meeting confers authority to demand, or join in demanding, a secret ballot, and a demand by a person as proxy for a Member has the same effect as a demand by the Member.
- 5.7 In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chair of the General Meeting at which the vote is taken shall be entitled to a casting vote and must use the casting vote where appropriate.

6. **Quorum**

6.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time set when the G Meeting proceeds to business. A quorum shall be five (5) Members present, in person or via electronic means under clause 3.1(b), subject to clause 6.2 below.

6.2 If at the expiry of 30 minutes from the time appointed for the General Meeting a quorum is not present, then the General Meeting if convened upon the requisition of Members pursuant to clause 10.5 of the Rules shall be dissolved. In any other case, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such time and place as the Committee may determine. If at the adjourned General Meeting a quorum is not present at the expiry of 30 minutes from the time appointed for the meeting, then the Members present in person shall be a quorum.

7. Chair of Meetings

7.1 The President shall preside as Chair at every General Meeting. If the President is not present at the expiry of 20 minutes from the time appointed for the General Meeting or is not willing to act as Chair of the General Meeting, the Vice President will act as Chair of the General Meeting, or the Committee Members present shall otherwise elect one of their number to be Chair of the General Meeting.

7.2 If at any General Meeting no Committee Member is willing to act as Chair or if no Committee Member is present at the expiry of 20 minutes from the time appointed for holding the General Meeting, the Members present shall choose one of their number to be Chair of the General Meeting.

7.3 The Chair may, with the consent of Members at any General Meeting at which a quorum is present (and if so directed by that General Meeting), adjourn the General Meeting from time to time and from place to place. No business shall be transacted at any adjourned General Meeting other than the business commenced but unfinished on the first occasion on which the General Meeting was held. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting. It shall not otherwise be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

8. Classification of Business Transacted at a Meeting of Members

8.1 All business shall be deemed special that is transacted at a Special General Meeting and all that is transacted at an Annual General Meeting except for:

- (a) receiving any minutes of the Society's previous General Meeting;
- (b) the consideration of the financial statements, balance sheet(s) and account(s);
- (c) the consideration of the reports of the President and of the Committee;
- (d) the consideration of the report of the auditor(s);
- (e) the election of Committee Members to cover any vacancy;
- (f) the appointment of the auditor(s);

- (g) notice of any disclosure of a Committee Member's conflict of interest; and
- (h) general business.

9. Proxies

- 9.1 A Member may exercise the right to vote by proxy instead of attending a General Meeting in person.
- 9.2 A proxy is entitled to attend and be heard at a General Meeting as if the proxy were the Member but is bound to exercise his or her vote in the manner set out in the notice described in clause 9.3.
- 9.3 A proxy must be appointed by a notice in writing that is signed by the Member and is submitted on the proxy voting form provided by Committee (or as near to this form as circumstances allow) or in such other form as the Committee may direct.
- 9.4 Proxies must be submitted to the Society's Registered Office at least three (3) Days prior to the commencement of the relevant General Meeting.

10. Postal/Electronic Voting

- 10.1 The Committee may decide that postal or electronic votes (or both) will be allowed where, in the Committee's opinion, it is in the interests of Members to do so (other than for a decision under clause 26 of these Rules regarding liquidation).
- 10.2 Any decision made under clause 10.1 must be notified to Members together with any notice of a General Meeting given pursuant to clause 2.
- 10.3 The notice of a General Meeting at which Members are entitled to cast a postal or electronic vote must state the name of the person authorised by the Committee to receive and count postal and electronic votes at that General Meeting. If no person is named, then every Committee Member is regarded as being authorised for that purpose.
- 10.4 Where the Committee has allowed postal voting in accordance with clause 10.1, Members may cast a postal vote on all or any of the matters to be voted on at the General Meeting by sending a notice setting out the manner in which that Member's votes are to be cast to the person authorised under clause 10.3. A postal vote must be in the form provided by the Committee (or in a form as near to it as circumstances allow) or in such other form as the Committee may direct. The requisite postal vote form must be sent to Members requesting them together with the notice of the meeting given pursuant to clause 2.
- 10.5 Postal votes must be received at the Society's Registered Office at least three (3) Days prior to the commencement of the General Meeting.
- 10.6 Where electronic voting is permitted, the Committee shall send to each Member (along with the notice of the meeting given pursuant to clause 2) a copy of the proposed motion together with instructions as to how to access the secure Society electronic address. Any vote placed by a Member at this electronic address must be placed at least three (3) Days prior to the

commencement of the General Meeting and clearly indicate whether the Member is voting for or against the motion.

- 10.7 If a vote is taken at a General Meeting on a Special or Ordinary Resolution on which postal or electronic votes are permitted to be (and have been) cast, then the Chair must, on a vote by show of hands or secret ballot, count each Member who has submitted a postal or electronic vote for or against the Special or Ordinary Resolution.
- 10.8 If the Committee expressly indicates on the postal voting form, a Member may scan and email a postal vote in the form specified in clause 10.4 to the Society (at the email address of the Society specified on the voting form).

SCHEDULE 2 - PROCEEDINGS AT MEETINGS OF THE COMMITTEE

1. Interpretation

- 1.1 Unless stated otherwise, references to clauses in this Schedule are to clauses in this Schedule.

2. Meetings

- 2.1 The Committee may meet for the dispatch of business, adjourn or otherwise regulate its meetings as it sees fit. Notices of meetings must be sent by post or electronic means at least three (3) days beforehand. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a casting vote.
- 2.2 The President shall, if he/she so requires or upon receiving the written requisition of five (5) elected Committee Members, summon a meeting of the Committee forthwith.
- 2.3 A quorum necessary for the transaction of the business of the Committee may be fixed by the Committee Members in meeting. If no quorum is so fixed, a quorum shall be five (5) Committee Members, of which at least three (3) must be elected Committee Members.
- 2.4 If the number of Committee Members at any time falls below the number fixed as the quorum, the remaining Committee Members may act for the purpose of increasing their number to that of the quorum or of summoning a General Meeting of the Society but for no other purpose.
- 2.5 If no President is elected, or if a President is elected but is absent at any meeting, then the Vice President becomes Chair or in their absence the Committee Members present may choose one of their number to be Chair of the meeting.
- 2.6 The Committee may delegate any of its powers to sub-committees consisting of such Member or Members of its body as it thinks fit. Any sub-committee so formed must in the exercise of the powers delegated by the Committee conform to any limitation that may be imposed on it by the Committee.
- 2.7 The Members of any sub-committee may choose one of their number to be Chair of that sub-committee.
- 2.8 No act or decision at any meeting of the Committee or of a sub-committee of the Committee or by any person bona fide acting as a Committee Member shall be invalid by reason only of a defect in the appointment of a Committee Member or person or by reason only of the fact that a person was not eligible to be a Committee Member.
- 2.9 A Resolution in Writing signed by all Committee Members entitled to receive notice of a meeting of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee properly convened and held. Any such resolution may consist of:
- (a) several documents in similar form each signed by one or more Committee Members;
 - (b) several emails in similar form each sent or transmitted by a separate Committee Member; or

- (c) a teleconference or videoconference, the decisions of which are recorded in writing at the time of the conference or validated at the next Committee Meeting signed by the Chair of that conference.
- 2.10 The Committee must record minutes of all proceedings of General Meetings and all proceedings at meetings of the Committee. These minutes must be stored in hard copy or by electronic means.
- 2.11 The Committee shall keep:
 - (a) a separate and specific document and policies folder; and
 - (b) a separate and specific conflict of interest register.
- 2.12 Any minutes signed by the Chair of a meeting at which the proceedings were had or by the Chair of the next succeeding meeting shall be evidence of the proceedings.