

# IceHNZ

Icelandic Horses New Zealand Inc.  
(CONSTITUTION AND RULES)

# Icelandic Horses New Zealand Incorporated

## Constitution and Rules

### CONSTITUTION

#### NAME OF ASSOCIATION -ARTICLE 1

The name of the association is: "Icelandic Horses New Zealand Inc. Incorporated"

#### OBJECTIVES OF ASSOCIATION -ARTICLE 2

The objects of this association are to:

- a. promote the Icelandic Horse.
- b. ensure the continued purity of the breed in New Zealand.
- c. encourage and support its members with the promotion, use and breeding of the Icelandic Horse.
- d. seek to utilize and disseminate the best knowledge available for managing the wellbeing, training, riding and breeding of Icelandic Horses
- e. keep an updated studbook in accordance with FEIF's regulations and the law's in New Zealand
- f. collaborate with other relevant bodies in New Zealand and abroad to further the interests of the members
- g. ensure room for a diverse range of interests, activities and values associated with people involved in Icelandic Horses

#### MEMBERSHIP OF THE ASSOCIATION -ARTICLE 3

1.

Membership shall be open to all persons interested in the breeding, promotion and use of the Icelandic Horse.

2.

Classes of membership are as follows:

- a. Adult members – are those who have turned eighteen (18) at the point of paying the annual membership fee

- b. Youth members -are those under the age of eighteen (18) years at the point of paying the annual membership fee
- c. Family members – parent(s)/caregiver(s) and any number of children living in the same household

3.

#### Conditions of membership

- a. Membership shall not be transferable.
- b. Members are able to choose to have their names, addresses, phone numbers and email addresses listed in a Members Directory, which will be provided at no charge to all members.

#### MEMBERSHIP FEE OF MEMBERS OF THE ASSOCIATION - ARTICLE 3A

1. The members shall from time to time at a general meeting, determine the amount of membership fees to be paid by each member.
2. A member is a financial member for the purposes of these rules if his or her membership fee is paid to the treasurer on or before the 1st of April each year.
3. Membership for a member, whose membership fee is not paid by 1 July, shall automatically be dropped from membership in the Association, unless the Board decides otherwise.

#### LIABILITY OF MEMBERS -ARTICLE 4

The liability of a member of the Association to contribute towards the payments of debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as provided by law.

#### RESIGNATION OF MEMBERS OF ASSOCIATION -ARTICLE 5

1.

A member, who delivers notice in writing of his or her resignation from the Association to the Secretary or another Board member, ceases on that delivery to be a member.

2.

A person who ceases to be a member under Sub-Rule 1, remains liable to pay to the Association the amount of any subscription due and payable by the person to the Association but unpaid at the date of that cessation.

## EXPULSION OF MEMBERS OF ASSOCIATION -ARTICLE 6

1.

If the Board considers that a member should be expelled from the membership of the Association because his or her conduct is detrimental to the objectives of the Association and the member has acted in such a way that these objective have been harmed, the Board shall communicate, either orally or in writing, to the member; providing notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided.

## BOARD OF TRUSTEES -ARTICLE 7

1. The affairs of the Association shall be managed exclusively by a Board of Trustees (referred to hereinafter as "Board") consisting of:

- a) A president;
- b) a vice-president;
- c) a secretary;
- d) a treasurer;
- e) a breeding leader

Each of whom shall be regular members of the Association and each of whom shall be elected in accordance with the provisions of Sub-Rules 2, 3, 4 and 5;

2. All Board members shall be elected by members at the Annual General Meeting by simple majority. The board will at the first board meeting and latest 2 weeks after the AGM allocate the board positions among the board members by simple majority. Board members may stand for re-election.

3. Nomination of board members shall be made either at the Annual General Meeting under the agenda item "Election of new members for the board" and can be made by any member of the Association and shall be seconded. Alternatively all members can make written nominations which must be received by the secretary by 5 p.m. three days prior to the opening of the Annual General Meeting and shall be seconded either in writing along with the nomination or at the AGM.

4. No person shall be eligible for nomination for any Board position unless they are a current financial member of the Association and have been a regular member of the Association for not less than three months prior to the Annual General Meeting

5. Members are elected to the board at the Annual General Meeting for one year. They may stand for re-election.

6. When a casual vacancy within occurs in the membership of the Board, the Board may appoint a regular member to fill that vacancy until the next Annual General Meeting

7. No person shall hold more than one Board position.

#### DUTIES OF THE PRESIDENT -ARTICLE 8

1.

Subject to this rule, the President shall preside at all general meetings and Board meetings.

2.

In the event of the absence from a general meeting of:

(i)

the President: the Vice-president; or

(ii)

both the President and the Vice-President:, A Board member elected by the other Board members present, shall preside at the general or Board meetings as the case requires.

3.

The President shall be chief Officer of the Association and shall enforce the laws, rules and regulations of the Association, and perform duties incident to the position and office, and which are required by law, and shall perform all other duties that may be prescribed from time to time by the Board.

#### DUTIES OF THE SECRETARY -ARTICLE 9

The secretary shall

1.

Co-ordinate the correspondence of the Association

2.

Keep full and complete minutes of the proceedings of the Board and of the Association

3.

Comply on behalf of the Association with the Incorporated Societies Act 1908;

a.

in respect of the register of members of the Association.

b.

in respect of the rules of the Association

c.

in respect of the records of office holders and any trustees of the Association

4.

Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph 3, other than those required by Article 12 to be kept and maintained by, or in the custody of the Treasurer; and

5.

Perform such other duties as are imposed by these rules on the Secretary, or as may from time to time be prescribed by the Board.

#### DUTIES OF THE TREASURER-ARTICLE 10

The Treasurer shall;

1.

Be responsible for the receipt of all moneys paid to or received by him or her on behalf of the Association.

2.

Pay all moneys referred to in paragraph 1 into such account or accounts of the Association as the Board may from time to time direct.

3.

Make payments from the funds of the Association ensuring that all payments are authorized by the President.

4.

Comply on behalf of the Association with section 23 of the Act in respect to the accounting records of the Association.

5.

Whenever directed to do so by the president, submit to the Board a report, balance sheet or financial statement in accordance with that direction.

6.

Have custody of all securities, books and documents of financial nature and accounting records of the Association, including those referred to in paragraph 4 and 5

#### DUTIES OF THE BREEDING LEADER - ARTICLE 11.

The breeding leader;

1.

*Is responsible for implementing of the rules as mentioned in IceHNZ Studbook rules.*

2.

*Keeps up to date with the FEIF rules (FIZO), rules for breeding shows/assessments.*

3.

*Keeps up to date with the official description of the breed and the definition of the breeding goals as mentioned in the FIZO.*

#### PROCEEDINGS OF THE BOARD - ARTICLE 12

1.

The Board shall meet together for the dispatch of business at least once in each

calendar year and the President may at any time convene a meeting of the Board.

These meeting should to the extend it is practically possible be arranged using video conferencing, Skype or similar.

2.

The Board is at all times responsible for handling the affairs of the Association, except where otherwise dictated by law.

3.

Each Board member has a deliberative vote.

4.

A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.

5.

At a Board meeting no less than 3/5th of the Members holding Board Positions shall constitute a quorum.

6.

Subject to these rules, the procedure and order of business to be followed at Board meetings shall be determined by the Board members present at the Board meeting.

#### GENERAL MEETING -ARTICLE 13

1.

The Board

a.

may at any time convene a special general meeting;

b.

shall convene the Annual General Meeting of the Association. The Board shall determine as and when, provided however that such a meeting is held within four (4) months of the end of each financial year.

The AGM of IceHNZ shall be held at a place determined by the Board.

2.

In the case of an annual general meeting, the order in which business is to be transacted is

a.

first, the consideration of accounts and reports of the Board;

b.

second, remits and any other business requiring consideration by the Association in a general meeting;

c.

third, the election of the Board members to replace out-going Board members

3.

The Secretary shall give to all members not less than 21 days notice of a general

meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

#### QUORUM IN PROCEEDINGS AT GENERAL MEETINGS -ARTICLE 14

1. At a general meeting seven (7) members present in person or by teleconference/video link constitute a quorum.
2. If within 30 minutes of the time appointed by for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
3. The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
4. There shall not be transacted at a resumed general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
5. When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice as if that resumed general meeting were a fresh general meeting.

#### RESOLUTIONS AT GENERAL MEETINGS – ARTICLE 14A

1. At a general meeting a resolution put to the vote shall be decided by a majority of votes cast;
2. At a general meeting, a poll may be demanded by the President at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such a manner as the President directs.
3. If a poll is demanded and taken under Sub-Rule 2 in respect of a resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

#### MINUTES OF MEETINGS OF ASSOCIATION -ARTICLE 15

1.  
The Secretary shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.



2.

The President shall ensure that the minutes taken of a general meeting or Board meeting under Sub-Rule 1 are checked and signed as correct by the President of the general meeting or the Board meeting, as the case requires.

3.

When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that

a.

the general meeting or Board meeting to which they relate (in this Sub-Rule called "the meeting") was duly convened and held,

b.

all procedures recorded as having taken place at the meeting did in fact take place thereat; and

c.

all appointments or elections purporting to have been made at the meeting have been validly made.

#### VOTING RIGHTS OF MEMBER OF ASSOCIATION -ARTICLE 16

1.

Subject to these rules, each member is entitled to present a deliberative vote at a general meeting either in person or by proxy.

2.

All proxy votes are to be in the hands of the secretary by 5 p.m. three days prior to the meeting.

#### RULES OF THE ASSOCIATION -ARTICLE 17

1.

The Association may alter or rescind these rules, or make rule additional to these rules, in accordance with the procedures set out in these Statutes.

2.

These rules bind every member and the Association to the same extent as if every member and the Association has signed and sealed these rules and agreed to be bound by all their provisions.

3.

No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

A member may at any reasonable time inspect without charge the books,

documents, records and securities of the Association.

#### DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION -ARTICLE 18

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

a.

to another incorporated Association having objectives similar to those of the Association; or

b.

for any other charitable or benevolent purpose which incorporated Association or purpose, as the case requires, shall be determined by resolution of the members when authorizing and directing the Board to prepare a distribution plan for the distribution of surplus property of the Association.

#### REGISTRY AND STUD BOOK -ARTICLE 19

1.

The Board shall be responsible for the setting of rules and regulations needed to keep a stud book for Icelandic horses in New Zealand. The rules and regulations must comply with the international standards and rules set for registration of Icelandic horses set by FEIF as long as these do not conflict with any New Zealand law and regulation.

#### POWERS OF ASSOCIATION -ARTICLE 20

1.

The corporate powers of Icelandic Horses New Zealand Incorporated shall be those provided by law and the Articles of Incorporation and shall be administered as provided in this Article.

2.

The powers of the members are as follows

a.

the members at any annual general meeting provided for in Article 15 hereof, shall have exclusive powers to enact, repeal and amend the Articles of Incorporation and the Rules and Regulations; and to dissolve the Association.

b.

the members at any annual general meetings or special meeting provided for in Article 15 hereof, may by resolution take any other action not inconsistent with law, with these Articles of Incorporation and these Rules.

3.

The Board shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to law, the Articles of Incorporation and Rules and Regulations, as they may deem expedient and necessary concerning conduct, management and activities of the Association, including but not limited to the collection of dues and fees, regulation regarding stud book, registration, the expenditures of money, the auditing of book and records, the awarding of championships, conducting of shows, contests, exhibitions, sales, social functions and other details relating to the general purposes of the Association. All of the foregoing is subject to revision or amendment and approval by the members at any general or special general meeting of members.

#### GENERAL RULES AND REGULATIONS -ARTICLE 21

The annual general meeting shall approve general rules and regulations, which shall govern the members and the Association, on all matters not already contained in these articles and rules and shall be made public to its members.

#### FEES -ARTICLE 22

The Board shall determine the fees and charges for all items not expressly stated in these Articles and Rules.

#### AMENDMENT OF CONSTITUTION AND RULES -ARTICLE 23

The Constitutions may be amended at any General Meeting of the Association, with the exception of a Special Meeting called under Article 12, section 1.a of this Constitution, by the affirmative vote of two thirds of the members voting on the amendment. Notice of all proposed amendments shall be in the possession of the Secretary at least twenty-one (21) days in advance of a General Meeting. The proposed amendments shall be included in the Notice of Meeting; otherwise the meeting shall have no power to deal with them.

#### INSURANCE -ARTICLE 24

The Association shall from time to time effect and maintain such insurance as shall be deemed necessary by the Board.

#### FINANCIAL YEAR -ARTICLE 25

Until otherwise determined each financial year shall commence on the first day (1st) of April of the relative year.

#### MEMBERSHIP RULES – ARTCLE 26

## MEMBERSHIP -RULE 1

Membership in the Association shall be as stated in Article 3 of the Constitution and Rules of Icelandic Horses New Zealand Incorporated.

## RIGHTS OF A MEMBER -RULE 2

While in good standing, all members shall have equal rights, interest and responsibilities with respect to the Association and its property: shall obey and be bound by all Articles of incorporation, Rules regulations of the Association, and decisions or actions of the Board, shall have the right to attend any membership meeting; shall have floor privileges: and shall have the right to hold Board assignments; except as otherwise limited.

## RIGHT TO VOTE -RULE 3

The right to vote and hold office shall be by class of membership held:

- a.  
adult member -one vote, whether the member is an individual, a partnership or a company.
- b.  
youth member -no voting privileges until after their 16<sup>th</sup> birthday after which they will have the voting right as any other member. Youth members cannot be nominated for the board.
- c.  
family member – up to two votes maximum for adults / children over 16 years of age

## FEES -CURRENCY -RULE 4

All fees required by the Association shall be payable in New Zealand currency.

## DISRESPECT OF PERSON -RULE 5

In the furtherance of their official duties all Association representatives shall be treated with courtesy, co-operation, and respect, and no person shall direct abusive or threatening conduct towards them.

## NON-PAYMENT OF OBLIGATIONS -RULE 6

Any member may be suspended and denied privileges of the Association and any non-member may be denied privileges of the Association by the President for

failure to pay when due any obligations owing to the Association; provided that fifteen (15) days before action by the President, written notice of the accounts due and the intention to suspend or withhold privileges of the Association shall be mailed to such member or non-member. Any suspension or denial of privileges under this section shall terminate upon full payment of the obligation due to the Association.