

CONSTITUTION AND RULES
OF THE
NEW ZEALAND DEER FARMERS' ASSOCIATION INCORPORATED

**(Approved May 14th 2008 at the 33rd AGM of the NZDFA
Ascot Park Hotel, Invercargill)**



NZDFA

New Zealand Deer Farmers' Association

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CONSTITUTION AND RULES

OF THE

NEW ZEALAND DEER FARMERS' ASSOCIATION INCORPORATED

1. NAME

1.1 The name of the society is the New Zealand Deer Farmers' Association Incorporated.

2. INTERPRETATION

2.1 **Definitions:** In this Constitution and Rules, unless the context otherwise requires:

“**Association**” means the New Zealand Deer Farmers' Association Incorporated;

“**Auditor**” means the auditor appointed by the Association pursuant to Rule 26.1(c);

“**Branch**” means a branch of the Association constituted in accordance with the Rules and a “member’s Branch” shall be the Branch nominated as such by the member;

“**Constitution**” means this constitution and rules;

“**Deer Industry New Zealand**” means the operating name of the former Game Industry Board. Note: Deer Industry New Zealand was formally notified in the Gazette under the Deer Industry New Zealand regulations, (October 2004);

“**Executive Committee**” means the Executive Committee of the Association elected or appointed from time to time pursuant to the Rules;

“**Industry List**” means the list of the names and contact details of known deer farmers and industry stakeholders held jointly by the Association and Deer Industry New Zealand;

“**Register of Members**” means the register of members of the Association compiled and maintained in accordance with the Rules;

“**Returning Officer**” means the person appointed pursuant to Rule 25.1(d) to oversee the election of officers of the Association;

“**Rule**” means a rule contained in the Constitution;

“**Stagline**” means the newsletter published under that name by the Association (under whatever name it may later be published).

2.2 **Construction:** In this Constitution, unless the context otherwise requires: any reference to:

- a gender includes each other gender;
- the singular includes the plural and vice versa; and
- any legislation includes a modification and re-enactment of, legislation enacted in substitution for and a regulation, order-in-council and other instrument from time to time issued or made under, that legislation.

Headings and the table of contents are to be ignored in construing this Constitution.

3. OBJECTS

3.1 The objects of the Association shall be to:

- (a) encourage, promote and advance New Zealand's deer farming industry;
- (b) act as a representative association for those engaged in the deer farming industry on all matters of concern to the industry;
- (c) promote discussion and co-operation with decision-makers at all levels of government to further the interests of the deer farming industry;
- (d) obtain information on all aspects of the deer farming industry for dissemination to those engaged or interested in the industry;
- (e) employ staff and provide services and expertise to those engaged in the deer farming industry with or without fee and to promote research into all aspects of the deer farming industry;
- (h) do all such acts, matters or things as may be necessary or expedient for the purpose of the Association or incidental or conducive to the attainment of the objects of the Association.

4. AFFILIATION

4.1 The Association shall have power to affiliate with and otherwise support, whether by means of financial contribution or otherwise, any person, society, organisation or other body whose objects are consistent with or similar to those of the Association.

5. MEMBERSHIP

5.1

Membership Categories: There shall be the following six categories of membership:

Full Members: persons who own deer and have paid to the Association during the Association's financial year a full membership subscription;

Levy Paying Members: all levy paying persons who are recorded on the Register of Deer Industry New Zealand and persons who have proven, to the satisfaction of the Executive Committee and Deer Industry New Zealand that they have paid to Deer Industry New Zealand current or the previous financial year any Statutory Levy due to Deer Industry New Zealand. Such persons shall be deemed to be Levy Paying Members unless and until either they notify the Executive Committee of their wish not to be a member or their membership is terminated pursuant to Rule 9;

Associate Members: persons who have paid to the Association during the Association's financial year an associate membership subscription;

Honorary Members: persons who are nominated by the Executive Committee as honorary members and who accept such nomination; and

Life Members: persons who, on the recommendation of the Executive Committee, are elected by the Association at a General Meeting as life members.

Elected Members: persons, who, upon paying a full membership subscription, who do not qualify for Full Membership but who have been nominated by a Branch and subsequently approved by the Executive Committee (in its discretion) to be an Elected Member.

(It is anticipated that any such person would be fully involved in the management and practice of farming of deer and have been proposed and seconded and elected by a simple majority at a Branch Meeting properly constituted for that purpose to be nominated as an Elected Member.

The Executive Committee will review each of the Elected Members annually and if not meeting the criteria specified in this paragraph, may terminate that person's membership.

5.2 **Membership Entitlements:** Members shall have the following entitlements:

A Full Member shall be entitled to:

- seek and accept nomination and/or election for any office, position or committee of the Association and that member's Branch and for any organisation in respect of which the Association has the right to appoint, elect or nominate a representative;
- vote on all motions and resolutions of members in all meetings, postal ballots and referenda of the Association and that member's Branch;
- attend all meetings of the Association and that member's Branch;
- receive, free of charge, one copy of each issue of "Stagline" published during the period of membership;
- receive discounts and incentives on any of the Association's products and services that may be approved by the Executive Committee from time to time; and
- receive discounts and incentives on any of the Association's Branches' products and services that may be approved by a Branch from time to time.

A Levy Paying Member shall be entitled to:

- seek and accept nomination and/or election for any office, position or committee of the Association and that member's Branch and for any organisation in respect of which the Association has the right to appoint, elect or nominate a representative **provided however** that if the member's nomination or election to any such office, position or committee is successful then the member shall be required to become a Full Member of the Association as a condition precedent to accepting such nomination or election;
- vote on all motions and resolutions of members in all meetings, postal ballots and referenda of the Association and that member's Branch; and
- attend all meetings of the Association and that members Branch.

A Levy Paying member shall NOT be entitled to:

- nominate any person for election to the NZDFA Executive Committee or NZDFA Selection and Appointments Panel unless the levy payer becomes a full financial member of the Association prior to making that nomination.

An Associate Member shall be entitled to:

- seek and accept nomination and/or election for appointment to DINZ as an Association representative;
- attend all meetings of the Association and that member's Branch; and
- receive, free of charge, one copy of each issue of the "Stagline" published during the period of membership.

An Associate Member shall NOT be entitled to:

- seek or accept nomination or election for any office, position or committee of the Association or that member's Branch or (except as provided above) for any organisation in respect of which the Association has the right to appoint, elect or nominate a representative; and
- vote on any motions or resolutions of members in meetings, postal ballots and referenda of the Association or that member's Branch.

An Honorary Member shall be entitled to:

- attend all meetings of the Association and that member's Branch; and
- receive, free of charge, one copy of each issue of the "Stagline" published during the period of membership;

and, if they would otherwise qualify as a Levy Paying Member, they shall be accorded all privileges of Full Membership.

A Life Member shall be entitled to:

- attend all meetings of the Association and that member's Branch;
- receive, free of charge, one copy of each issue of the "Stagline" published during the period of membership;
- free registration at the Association's Annual Conference for the member and their partner; and
- vote on all motions and resolutions of members in all meetings, postal ballots and referenda of the Association and that member's Branch;

and, if they would otherwise qualify as a Levy Paying Member, they shall be accorded all privileges of Full Membership.

Elected Member: An elected member shall have the same entitlements and accorded all privileges of Full Membership.

Accordingly references in this Constitution to a Full member or Full Membership shall be deemed to also include an Elected Member or Elected Membership.

- 5.3 **Corporate Membership:** Where the member is a company or a partnership it shall nominate in writing to the Executive Committee one person to exercise the membership rights on behalf of that member and the person so nominated shall be the

representative until written notice is received from the member revoking the nomination.

5.4 **Multiple Ownership of Deer:** Where two or more persons own the same deer those persons shall, for the purposes of this Constitution and Rules, be deemed to be a partnership and therefore entitled to only one either Full Membership or Levy Paying Membership as a consequence of their ownership of those deer. This Rule shall not prohibit such persons from each becoming Associate Members, Honorary Members or Life Members.

5.5 **Obligations of Members:** Each member shall:

- (a) abide by the Rules of the Association; and
- (b) not attempt to injure the Association or defeat its objects.

6. CHANGE OF MEMBERSHIP CATEGORY

6.1 Any Associate Member of the Association who qualifies as a Levy Paying Member may become a Full Member or a Levy Paying Member upon application to the Executive Committee in writing and upon payment of the appropriate subscription, if any.

7. SUBSCRIPTION FEES

7.1 **Subscription Fees:** The annual subscription payable by the respective categories of membership shall be fixed by the Executive Committee prior to the end of the financial year preceding the financial year for which the subscriptions are fixed.

7.2 **Notification and Payment:** The Executive Committee shall send invoices to members for annual subscriptions as soon as practicable after the beginning of each financial year and every member shall pay the appropriate annual subscription, if any, within two months after receipt of their invoice.

7.3 **Allocation of Subscriptions to Branches:** The Executive Committee shall fix an amount to be paid from members' annual subscriptions by way of capitation fees that shall be payable to either:

- (a) the member's Branch; or
- (b) the Branch nominated by the member.

8. MEMBERSHIP REGISTER

8.1 **Register:** A Register of Members shall be kept by the Executive Committee in which the names, current addresses and category of membership of each member shall be registered. The Register of Members shall be kept in the office of the Association.

8.2 **Proof of Qualification:** A member or prospective member may be required to submit to the Executive Committee such evidence as the Executive Committee may require to satisfy it that the member or prospective member is the owner of deer or has paid a Deer Industry New Zealand Levy (if payable) during the relevant period (as the case may be).

9. TERMINATION OF MEMBERSHIP

- 9.1 **Resignation:** A member may resign membership by giving the Executive Committee notice in writing to that effect and every such notice shall, unless otherwise expressed, take effect as from the end of the year then current.
- 9.2 **Failure to Pay Subscriptions:** Any Full Member or Associate Member or Elected Member whose subscription is in arrears for a period of three months after due date for payment shall automatically cease to be a Full Member or Associate Member (as the case may be). Such member may be reinstated upon payment of the current year's subscription.
- 9.3 **Misconduct:** Any member who does not abide by the rules of the Association or whose actions are considered by the Executive Committee to be prejudicial to the objects of the Association may be suspended by resolution of the Executive Committee passed by a majority of two-thirds of those present. Fourteen days notice of the proposal to consider a suspension resolution shall be given to all members of the Executive Committee and to the member affected. Any member whose suspension is proposed shall have the right to appear before the Executive Committee and to be heard prior to the resolution being put. The suspension imposed shall be confirmed within 60 days by a resolution passed by a two-thirds majority of members present and entitled to vote at a general meeting called for that purpose. The suspended member shall have the right to be heard at the general meeting, which meeting shall held in the suspended member's Branch region. Confirmation of the suspension at a general meeting shall result in expulsion. An expelled member may re-apply to the Executive Committee for membership after two years from the date of expulsion and the Executive Committee shall have the sole discretion to determine whether that person shall be readmitted to membership.
- 9.4 **Qualification Criteria:** Any Full Member who fails to satisfy the Executive Committee, after being requested to do so, that he or she owns deer and any Levy Paying Member (as defined in clause 5.1) who fails to satisfy the Executive Committee, after being requested to do so, that he or she has paid the Deer Industry New Zealand levy during the relevant period (if payable) shall, upon notice from the Executive Committee, cease to be such a member.

10. ALTERATION OF RULES

- 10.1 These rules may be altered, revised or otherwise amended by a resolution passed by a simple majority of the members entitled to vote voting in person or by proxy, at a general meeting of the Association called for that purpose and in respect of which not less than 21 days notice of the meeting and such alteration, revision or other amendment has been given.

11. ASSOCIATION ORGANISATION

- 11.1 The Association shall conduct its affairs at two levels:
- (a) National - where the management and control of the Association will be undertaken by the Executive Committee.
 - (b) Local - where the activities of the Association will be undertaken by the Branches established and operated according to the Branch constitution and rules promulgated or approved by the Association.

12. NATIONAL ORGANISATION

12.1 **Executive Committee:** The affairs of the Association shall be administered by the Executive Committee. The membership of the Executive Committee shall consist of:-

- (a) two members duly elected to represent the South Island; and
- (b) two members duly elected to represent the North Island.

Election of the Executive Committee shall be conducted in accordance with Rules 12.5 and 18.1.

12.2. **Nominations for Executive Committee:** The Returning Officer shall call for written nominations for the Executive Committee by notice at least 21 days before the date on which nominations close. The following provisions shall apply to all nominations for Executive Committee:

- (a) Each nomination shall specify the Island which the nominee seeks to represent, shall be nominated and seconded by two other Full Members resident in that Island, and shall be signed by the nominee; and
- (b) All the members nominated for the Executive Committee shall be entitled to submit a statement of approximately 150 words in support of their candidature and the Returning Officer shall send those statements with the ballot papers in accordance with Rule 12.4 to those members entitled to vote.

12.3 **Voting for Executive Committee:** Voting for the Executive Committee shall be conducted by postal ballot, amongst Full Members, Levy Paying Members, Life Members and Elected Members, and those Honorary and Associate Members who are entitled to vote consequent upon their status as Levy Paying Members.

12.4 **The Ballot:** The postal ballot must be commenced at least 21 clear days prior to the day of the Annual General Meeting and shall close 7 clear days prior to the day of the Annual General Meeting. The ballot shall be deemed to have commenced the day the ballot papers are posted. All other matters concerning the conduct of the ballot shall be at the discretion and direction of the existing Executive Committee.

12.5 **Successful Nominees:** The top polling nominee for each vacancy shall be declared elected and shall take office from the end of the Annual General Meeting at which their election is notified.

13. CHAIRMAN OF THE EXECUTIVE COMMITTEE

13.1 The Executive Committee will elect one of their numbers as chairman and determine the period for which the chairman is to hold office.

14. TIED BALLOTS

14.1 If a ballot conducted for the election of any officer or position of the Association results in a tie between two or more candidates then the successful candidate or candidates shall be decided by lot.

15. CLOSURE OF REGISTER OF MEMBERS

15.1 **Register of Members Closing Date:** The Register of Members shall be closed for the purpose of determining membership at noon on the last business day before each meeting of the Association at which either the notification of the results of a ballot for

the election of officers is to be announced or members will be able to vote. The Register of Members shall reopen immediately after the completion of the relevant meeting.

15.2 **Qualification of Members:** Members who are entitled to vote in ballots for the election of officers and vote at meetings of the Association shall be the Full Members and Levy Paying Members and Elected members (and those Honorary Members and Life Members who qualify as Levy Paying Members) either recorded as such on the Register of Members at the time that the Register of Members is closed pursuant to Rule 15.1 or who are able to satisfy the Executive Committee of their entitlement to be a Levy Paying Member in accordance with Rule 8.2 prior to the commencement of the meeting.

15.3 **Closing Date Not to Affect Notice Provisions:** The provisions of Rules 15.1 and 15.2 shall not prejudice the notice provisions of Rule 28.1 to the intent and effect that members who become members after notice of a meeting has been given shall not be entitled to receive notices of that meeting, notwithstanding their entitlement to attend and, where applicable, vote thereat.

16. TREASURER

16.1 The Executive Committee may appoint a Treasurer on such terms and conditions as the Executive Committee, in its absolute discretion, thinks fit.

18. TERMS OF OFFICE

18.1 **Executive Committee Members:** At the Annual General Meeting in each year two Executive Committee members, for the time being, one elected to represent the North Island and one elected to represent the South Island shall retire from office. The Executive Committee members to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Executive Committee members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Executive Committee member shall be eligible for re-election.

18.2 **Removal From Office:** Any elected officer of the Association may be removed from office by notice from the Executive Committee if the officer:

- (a) is declared bankrupt;
- (b) materially breaches any of the Rules contained in this Constitution;
- (c) is convicted of any crime by a court of competent jurisdiction;
- (d) ceases to be a Full Member of the Association;
- (e) fails to attend at meetings of the Executive Committee continuously for a period of six months without leave of absence from the Executive Committee;
or
- (f) is removed from office by ordinary resolution of the members at a meeting called for that purpose.

19. REMUNERATION OF ELECTED OFFICERS

19.1 **Members to Set Fees:** The amount of remuneration, if any, to be paid to the Executive Committee members and other elected officers of the Association shall be

set at each Annual General Meeting of the Association by ordinary resolution of those members entitled to vote thereat. Any remuneration so set shall apply for the period commencing at the end of the meeting at which it is set and ending at the close of the next Annual General Meeting.

20. CASUAL VACANCIES

- 20.1 Should any casual vacancies occur either by death or the resignation of an Executive Committee member or other elected officer, the Executive Committee shall determine whether the vacancy should be filled by election or by Executive Committee appointment, or decide that the vacancy will not be filled. If the Executive Committee decides to fill a casual vacancy by appointment then the appointee shall hold office until the end of the next Annual General Meeting of the Association.

21. POWERS AND DUTIES OF EXECUTIVE COMMITTEE

- 21.1 The Executive Committee shall have the following duties and powers:

- (a) The promotion of the objects of the Association;
- (b) Subject to these Rules, and such directions or recommendations as may from time to time be given by the members in General Meeting, the management of the business and the control of the Association's finances and affairs shall be vested in the Executive Committee which may exercise all such powers and do all such things as may be exercised or done by the Association and as are not in these Rules or by Statute directed to be delegated or directed or required to be exercised or done by the members in General Meeting;
- (c) Membership of the Selection and Appointment Panel with responsibility for the selection of the Association's representatives to the Board of Deer Industry New Zealand;
- (d) To delegate any of its service functions and powers (administrative or otherwise) and to act as a consultative group for any such delegate;
- (e) The Executive Committee shall have power to make bylaws for the benefit and the management of the Association and to make such alterations to bylaws as from time to time may be necessary, provided no bylaws made hereunder shall conflict with these Rules;
- (f) To consider the Budgets and Annual Plans of DINZ (Deer Industry New Zealand);
- (g) To arrange and conduct meetings of Branch Chairmen; and
- (h) To make appointments to other industry related bodies, as required.

22. MEETINGS OF THE EXECUTIVE COMMITTEE

- 22.1 **Procedure:** The Executive Committee shall meet together to dispatch the business of the Association at such times as they think fit and shall, subject to Rule 22.2, regulate their meetings as they see fit. Questions arising at any Executive Committee meeting shall be determined by majority vote. Each Executive Committee member shall have one vote and in the case of equality of votes, the Chairman shall have a casting vote.

- 22.2 **Quorum:** A quorum for the transaction of the business of the Executive Committee shall be three. If the Chairman is absent the Executive Committee shall elect one of those present to chair the Meeting.
- 22.3 **Conflicts of Interest:** Any Executive Committee member who has an interest may participate in all actions and discussions of the Executive Committee, except that where the interest could prove to be a conflict of interest on any matter, the member shall declare that interest and absent himself or herself from any voting by the Executive Committee relating to that matter.

23. LOCAL ORGANISATION

- 23.1 **Branches:** Any regional group of Full Members of the Association may, with the consent of the Executive Committee, form a Branch which shall adopt, to regulate the conduct of branch business, the Branch constitution and rules promulgated or accepted by the Executive Committee.
- 23.2 **Boundaries:** The boundaries of any Branch shall be decided by agreement between neighbouring Branches and, failing any such agreement, by the Executive Committee.
- 23.3 **Executive Committee Responsibility:** An Executive Committee member shall be responsible to each Branch for liaison between the Branch and the Executive Committee. The Branches for which each Executive Committee member shall be responsible shall be determined by agreement between the two representatives of each Island in which the Branch is situated. If the island representatives cannot agree, responsibilities will be decided by the Chairman of the Executive Committee.

24. FUNCTIONS OF THE BRANCHES

- 24.1 The prime functions of each branch shall be to:
- (a) co-operate and liaise with the Executive Committee or any delegate of the Executive Committee;
 - (b) attend to matters of local significance and to act in the best interests of the local development of the deer farming industry;
 - (c) contribute at branch level to the administration and organisation of the Industry;
 - (d) promote field days, seminars and educative sessions designed to inform and benefit those engaged or interested in the deer farming industry;
 - (e) promote activities of general interest and benefit to the deer farming industry in that region;
 - (f) maintain accurate lists of all known deer farmers within the geographic boundaries of the Branch and to provide an annual update on those deer farmers who have left or entered the industry;
 - (g) appoint a deer representative to the relevant Regional Animal Health Committee ("RAHC") at the Branch's Annual General Meeting and at a date as near as possible to the end of the Association's financial year. If more than one Branch is within a regional council's area, the relevant Branches shall liaise with each other and appoint an agreed representative to the RAHC. The appointed representatives must report to all relevant Branches and liaise with the deer industry member on the Animal Health Board. Any dispute among Branch

members as to the appointment of a representative shall be referred to the Executive Committee whose decision shall be final; and

- (h) deliver annually to the Executive Committee in such form and at such time as it requires, a statement containing the following particulars:
 - (i) the income and expenditure of the Branch during its last financial year; and
 - (ii) the assets and liabilities of the Branch at the close of the said year.

25. ADMINISTRATION

25.1 The Executive Committee's responsibilities shall include the following:

- (a) To keep records of all minutes of the General and Executive Committee meetings and shall be responsible for all correspondence in connection with those meetings;
- (b) To maintain an efficient accounting system that provides a full record of the financial affairs of the Association;
- (c) To keep a proper record of all the office holders on a national and regional level of the Association;
- (d) To appoint a returning officer for any ballot for office-holders and to be responsible for the conduct of Executive Committee and Selection and Appointment Panel elections and for the notification of the outcome of such elections;
- (e) To maintain an up-to-date record of the rules of the Association and of any Executive Committee policy decisions;
- (f) To do all things necessary for the efficient management of the Association's business;
- (g) To maintain the Register of Members;

26. ANNUAL GENERAL MEETING

26.1 The Annual General Meeting shall be held in every year at a time and place to be fixed by the Executive Committee, provided that it shall be concurrent with the Association Conference in the years when the latter is held, for the following purposes:

- (a) To receive and consider the annual report of the Executive Committee (including the financial statements and Auditor's report);
- (b) To receive the income and expenditure estimates for the financial year in which the Annual General Meeting is held;
- (c) To appoint an Auditor who shall be a member of the NZ Society of Accountants for the ensuing year;
- (d) To fix the remuneration of the elected officers of the Association for the ensuing year;
- (e) To announce the results of the election of officers for the ensuing year;

- (f) To consider any motion or remit which may have been duly submitted for decision of the Meeting together with any proposed amendments thereto; and
- (g) To consider any other matter that concerns the Association.

27. SPECIAL GENERAL MEETING

- 27.1 A Special General Meeting may be convened at any time by the Executive Committee or, shall be convened by the Executive Committee within 14 days of receipt of a written request, stating the purpose for which such Meeting is required, by not less than 10 percent of the combined number of the Full Members, Elected Members and Levy Paying Members. The meeting shall be held within 30 days of the notice convening the Meeting.

28. NOTICE OF BUSINESS

- 28.1 Not less than 21 clear days before a General Meeting or Special General Meeting, notice thereof, and of the business to be transacted together with a form of proxy shall be given to every member entitled to attend. No business shall be transacted at any Meeting unless a quorum is present. The quorum shall be 20 members, whether personally present or represented by a proxy.

29. PROCEDURE AT MEETINGS

- 29.1 **Chairperson:** At all Meetings, the Executive Committee Chairman, or in that person's absence, an Executive Committee member shall take the chair.
- 29.2 **Votes:** Every member entitled to vote shall have one vote and no more except that any person having been duly appointed to vote as a proxy may record one vote for each member by whom he or she has been so appointed. Except where otherwise provided in these rules, the majority of all votes cast shall decide all questions.
- 29.3 **Method of Voting:** The mode of voting at all meetings shall be by voice or, where required, by poll, provided that any member may, with the consent of the meeting, demand a secret ballot which shall be taken immediately.
- 29.4 **Proxies:** Members may appoint proxies to vote on their behalf provided that:
 - (a) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association;
 - (b) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited with the Returning Officer not later than noon on the day prior to the day of commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid;
 - (c) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We, _____, of _____, being a member/members of the Association, hereby appoint _____, of _____, or failing him/her, _____, or the Chairman of the _____ branch of the NZDFA as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the _____ day of 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

- (d) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We, _____, of _____, being a member/members of the Association, hereby appoint _____, of _____, or failing him/her, _____, Or the chairman of the chairman of the _____ Branch of the NZDFA as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association, to be held on the _____ day of 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

* This form is to be used *in favour of the resolution.
against

* Unless otherwise instructed, the proxy will vote as he/she thinks fit.

* Strike out whichever is not desired.

- (e) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. BORROWING POWERS

- 30.1 The Association shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or other security founded or based on all or any of the properties and/or rights of the Association or without any such security and upon such terms as to priority and otherwise as the Association shall think fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Executive Committee

31. PROPERTY

- 31.1 The Association shall have the following powers to deal with property, both real or personal:
- (a) To acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Executive Committee considers necessary or convenient for the Association's objects and to sell or dispose of any such property or any part thereof and to erect on any such land any building and to alter, add to and maintain any building erected on such land; and
 - (b) To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets or rights of the Association.

32. FINANCING

32.1 The following provisions shall apply to the Association's finances:

- (a) The finances of the Association shall be under the control of the Executive Committee;
- (b) The Association shall operate such bank accounts to be fixed from time to time by the Executive Committee;
- (c) All monies received on behalf of the Association forthwith be paid to the credit of the Association in any such accounts as the Executive Committee may establish;
- (d) The signatories to any bank account shall be any two persons nominated from time to time by the Executive Committee for that purpose;
- (e) The income of the Association from whatever source derived shall be applied towards the promotion of the objects of the Association and in accordance with these Rules and no portion of the funds shall be paid or transferred directly or indirectly to members of the Association unless in return for any service actually rendered to the Association or in reimbursement of expenses or payments properly made on the Association's behalf; and
- (f) The Executive Committee is entitled to invest such money of the Association that is from time to time available for investment:
 - (i) on deposit with any Bank registered in New Zealand;
 - (ii) in New Zealand Government stock; or
 - (iii) in secured debentures or stock (other than shares) of any company or organisation provide that the debenture or stock issue is rated AA or higher by an international credit agency.

33. FINANCIAL YEAR

33.1 The financial year of the Association shall run from 1 April to 31 March.

34. COMMON SEAL

34.1 **The Seal**: The Executive Committee shall provide a common seal of the Association which shall be kept at the registered office for the time being of the Association.

34.2 **Use of Seal**: Whenever the common seal of the Association is required to be impressed upon any instrument, the same shall be affixed pursuant to a resolution of the Executive Committee and in the presence of any two of the Executive Committee who shall both sign the documents to which the seal is so affixed.

35. REGISTERED OFFICE

35.1 The registered office of the Association shall be at Level 13, PricewaterhouseCoopers Tower, 113-119 The Terrace, Wellington or such other place from time to time nominated by the Executive Committee.

36. WINDING UP

36.1 **Voluntary Winding up:** The Association may be wound up voluntarily if the members at a general meeting pass a resolution requiring the Association so to be wound up and the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than 30 days after the date of the first meeting.

36.2 **Distribution of Assets on Winding up:** If, upon the winding up or dissolution of the Association, there remains after the satisfaction of all costs and its debts and liabilities any property or assets whatsoever the same shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or, on default thereof, by the Registrar of Incorporated Societies or in the absence of any institution then such public charity or public charities as the said Registrar may determine.

37. DEER INDUSTRY NEW ZEALAND

37.1 **Representation:** The Association shall be represented on DINZ by such selected representatives as are required to fill the number of seats or vacancies from time to time as contained in the DINZ Regulations 2004 provided that no member of DINZ may at the same time be a member of the Executive Committee.

37.2 **Selection Panel:** Selection of the Association's DINZ representatives shall be made by the Selection and Appointment Panel. The Selection and Appointment Panel shall have eight members and shall consist of:

- (a) four members of the Executive Committee; and
- (b) two non-Executive Committee members from each of the North and South Islands.

The non-Executive Committee members must be Full Members or Elected members. No member of the Selection and Appointment Panel shall be permitted to be a member of the Deer Industry Association, or hold more than a 20% interest in any organisation which is a member of the Deer Industry Association or be a candidate for or a sitting member of DINZ.

37.3 **Nomination of Selection Panel Members:** The Returning Officer shall call for written nominations for the non-Executive Committee members of the Selection and Appointment Panel at least 21 days before the date on which nominations close. Nominations for the Selection and Appointment Panel shall be:

- (a) in writing and be nominated and seconded by two other Full Members or Elected Members and
- (b) signed by the nominee.

37.4 **Election of Selection Panel Members:** The non-Executive Committee member nominees shall be voted for nationally by Full Members, Elected Members and Levy Paying Members at the same time and in the same manner as they vote for appointment of members to the Executive Committee.

37.5 **Term of Office:** At the Annual General Meeting in each year 2 of the non-Executive Committee members of the Selection and Appointment Panel, for the time being, one elected to represent the North Island and one elected to represent the South Island

shall retire from office. The Selection and Appointment Panel members to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Selection and Appointment Panel members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Selection and Appointment Panel member shall be eligible for re-election.

- 37.6 **Procedure:** The Selection and Appointment Panel shall meet together to despatch the business of the Panel at such times as they think fit and shall, subject to Rule 37.7, regulate their meetings as they see fit. Questions arising at any Selection and Appointment Panel meeting shall be determined by a majority vote. Each Panel member shall have one vote and in the case of equality of votes, the Chairman of the Panel shall have a casting vote.
- 37.7 **Quorum:** A quorum for the transaction of the business of the Selection and Appointment Panel shall be five members provided that at least three members making up a quorum shall be non-Executive Committee members. The Panel shall elect one of those present to chair the meeting.
- 37.8 **Casual Vacancies:** Should any casual vacancies occur either by death or the resignation of a Selection and Appointment Panel member, the Executive Committee shall determine whether the vacancy should be filled by election or by Executive Committee appointment, or decide that the vacancy will not be filled. If the Executive Committee decides to fill a casual vacancy by appointment then the appointee shall hold office until the end of the next Annual General Meeting of the Association.
- 37.9 **Nominations for DINZ:** The Returning Officer shall publicly announce, in writing, the names of the retiring Association representatives of DINZ and call for nominations for their replacement, prior to the end of March each year. Nominations shall be:
- (a) made by any two Full Members or Elected Members;
 - (b) in writing; and
 - (c) in the hands of the Returning Officer at a date to be specified which will be before the Annual General Meeting of the Association each year.
- 37.10 **Eligibility for Selection as DINZ Representative:** All persons interested or engaged in the deer farming industry shall be eligible for nomination, with the exception of employees of DINZ or of the Association. Each nominee for selection shall be required to make a written declaration of any office held or managerial position or financial interest that either the nominee or any of the nominee's immediate family or any partner or fellow shareholder in any deer farming project has in any organisation which deals directly in the products of or materials for the deer farming industry.
- 37.11 **Right to Address AGM:** Each nominee for selection as a DINZ representative may address the Annual General Meeting of the Association at a time and date to be specified by the Executive Committee.
- 37.12 **Selection Process:** As soon as possible after the closing date for nominations the Returning Officer shall publish to all Branches and in "Stagline" a full list of the persons nominated, together with any declarations of interests received from them. On the date determined for the selection (but not later than the end of **June** each year), the Selection and Appointment Panel shall convene, interview and select from the nominees as many Association representatives as are required to fill available vacancies on DINZ.

- 37.13 **Deputies:** The elected Executive Committee of the Association shall from time to time select deputies to producer appointees to DINZ, as provided in the Deer Industry New Zealand Regulations (2004).
- 37.14 **Extraordinary Vacancies:** The Selection and Appointment Panel shall be entitled to select persons to be nominated to fill any extraordinary vacancies on DINZ that the Association is entitled to nominate persons for pursuant to Regulation 4 of the Deer Industry New Zealand Regulations.
- 37.15 **Representative Meetings:** The Selection and Appointment Panel shall convene a meeting not less than once a year, with the Association's DINZ representatives to discuss general matters and issues of common interest that pertain to the industry and their roles as DINZ representatives.

38. NOTICES

- 38.1 **Form of Notices:** Any notice required to be given to members pursuant to these Rules may be given in writing by:
- (a) sending the notice by ordinary pre-paid mail to the addresses recorded in the Register of Members for each member entitled to receive such notice; or
 - (b) publication or inclusion of the notice in Stagline or such other industry newsletter or publication that is sent to all persons on either the Industry List or the Register of Members.
- 38.2 **Deemed Delivery:** A notice sent pursuant to Rule 38.1(a) shall be deemed to have been delivered on the day following the day of posting. A notice sent pursuant to Rule 38.1(b) shall be deemed to have been delivered on the day following the day upon which the relevant issue of Stagline or other industry newsletter is despatched for delivery to recipients.

CONSTITUTION AND RULES
OF THE
NEW ZEALAND DEER FARMERS' ASSOCIATION INCORPORATED

This document is the Rules of The New Zealand Deer Farmers' Association Incorporated altered, revised and amended in accordance with the form of Constitution presented to, approved and adopted by the members of the Association at the Annual General Meeting of the Association held at Invercargill on the 14th day of May 2008.

Member

Member

Member