



**NZARN**

NEW ZEALAND ASSOCIATION OF RUMINANT NUTRITIONISTS

**RULES OF**

**THE NEW ZEALAND ASSOCIATION  
OF RUMINANT NUTRITIONISTS  
INCORPORATED**

**(Updated 2018)**

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# RULES OF THE NEW ZEALAND ASSOCIATION OF RUMINANT NUTRITIONISTS INCORPORATED

## **1. DEFINITIONS AND INTERPRETATION**

1.1 In these Rules:

- a where the context permits, words referring to the singular also refer to the plural and vice versa and words importing one gender refer to the other gender.

## **2. NAME**

2.1 The name of the Society is THE NEW ZEALAND ASSOCIATION OF RUMINANT NUTRITIONISTS INCORPORATED (“the Society”)

## **3. OBJECTS**

3.1 The objects of the Society are to promote good ruminant nutrition understanding and practice.

## **4. MEMBERSHIP**

4.1 Membership of the Society consists of:

- a The signatories to these Rules who will be the first Members.
- b Such persons as may be elected as Life Members by a simple majority of the Members present at a General Meeting and whether as Honorary Life Members or on such terms as are from time to time be fixed in Annual General Meeting.
- c Such persons as may be elected as Full or Associate Members by a simple majority of the Committee Members by email or present at a Committee Meeting, and who pay upon request such entrance fees and Annual Subscriptions as the Society from time to time fixes in Annual General Meeting. No person may be presented as a candidate for election without application in writing in the form prescribed from time to time by the Committee signed by the applicant and approved by two financial Members being emailed to or lodged in the hands of the Secretary prior to the start of a Committee Meeting.

4.2 Every member of the Society is to be deemed to have notice of the Rules and regulations of the Society and will be bound by those documents as if the Member had been an original subscriber to them.

## **5. TERMINATION OF MEMBERSHIP**

5.1 Any member of the Society who fails in the observance of any law, rule, regulation, bylaw or code of the Society which for the time being Members are expected to observe, or who fails to pay his/her membership fee, or whose character or business methods are considered by the Committee not

to be in the best interests of the Society or whose business activities do not in the opinion of the Committee entitle that Member to continue to be a Member may be removed from the Society by a resolution to that effect passed by a simple majority of Committee Members.

- 5.2 Any Members wishing to resign from the Society must give to the Secretary or Treasurer prior written or email notice of that Member's intention to resign and must pay all fees, subscriptions or levies up to the date of expiry of such notice. The resignation may then be accepted by the Committee.
- 5.3 Any person ceasing to be a Member of the Society for any cause whatsoever nevertheless remains liable to the Society for all subscriptions and other monies which may have become due by such person prior to termination of such person's membership.
- 5.4 Any person ceasing to be a Member of the Society must upon demand from a Member of the Committee return to the Society any property of the Society then in that person's possession or under that person's control. No such person after ceasing to be a member must hold himself, herself, or itself out as a member of the Society or use any trademark, trade name, logo or other mark of identification of the Society, or disclose any confidential information relating to the Society or to any other Member of the Society.

## **6. ENTRANCE FEES: ANNUAL SUBSCRIPTIONS**

- 6.1 The Society in Annual General Meeting has the power to determine the amount of the entrance fee (if any) payable by any new Member of the Society (which amount until so determined is nil) and the amount of the annual subscription payable by Members (including Life members) of the Society.
- 6.2 A Member is not entitled to vote or take advantage of membership in any way until such Member's subscription and/or arrears of subscription are paid.

## **7. OFFICERS**

- 7.1 At the first meeting of the Society and at every Annual General Meeting held hereafter the Society must elect from the Society's financial membership a Committee consisting of the following officers: a Chairperson, a Secretary, a Treasurer (which office may also be held by the Secretary) and up to four additional Committee Members who will hold office until retirement or removal from office or election of successors to office.
- 7.2 The Committee has power to appoint a Financial Full Member to fill any casual vacancy on the Committee or co-opt a Financial Full Member on to the Committee until the next Annual General Meeting. Any Member so appointed must retire at the next Annual General Meeting together with the

rest of the Committee but all or any of the retiring Committee are eligible for re-election.

- 7.3 The Committee cannot consist of more than one employee of the same company or organization except when an existing Committee Member joins a company or organization of another Committee Member, in which case the Committee Member who changed roles or jobs may serve out their term until the next AGM.

## **8. DUTIES OF THE COMMITTEE**

- 8.1 It is the duty of the Committee generally to conduct the affairs of the Society, to keep usual and proper books of account properly posted up and other records of the business of the Society and to notify Members of intended meetings and the business to be transacted at those meetings and to prepare and submit to the Annual General Meeting a report, balance sheet and statement of account for the preceding year. Meetings of the Committee may be convened by circular letter or email at such times and places as the Chairperson (or in the Chairperson's absence, inability or refusal to act, the Secretary) appoints, and three Members will be a quorum.

## **9. ADDITIONAL POWERS OF THE COMMITTEE**

- 9.1 In addition to any power conferred by these Rules, the Committee has the following powers and authorities:
- a To co-operate with all interested parties in public relations in promotion of the objects of the Society.
  - b To enter into any arrangement with any institution or organisation which has objects similar to those of the Society.
  - c To solicit donations, gifts and bequests to the Society for promotion of the objects of the Society.
  - d To expend any money in pursuance of and incidental to any of the objects of the Society.
  - e To purchase, lease or otherwise acquire property and to sell, lease or otherwise dispose of property not exceeding NZ\$2,000 in value. Transactions exceeding this value must be approved by a simple majority at an AGM or SGM.
  - f To recommend the printing of publications and their issue to Members of the Society and others.
  - g To do all things as are incidental or conducive to the attainment of the above powers and authorities or any of them.

## **10. MEETINGS**

### **10.1 *Annual General Meeting***

The Society must hold an Annual General Meeting once in every calendar year on such date (not being more than 15 months after the holding of the last previous Annual General Meeting) and such time and place as may be decided upon at the previous Annual General Meeting or if no such time or

place for such meeting has been fixed then at such time and place as the Committee determines. The meeting must be called for the following purposes:

- a To receive from the Committee a report, balance sheet and statement of account for the preceding year.
- b To elect the Committee for the ensuing year and to appoint an Auditor if required as per Section 16.1 of these Rules.
- c To fix the annual membership subscription and entrance fee (if any) for the ensuing year.
- d To decide on any resolution which must have been duly submitted to the Secretary not less than 14 days prior to the date of such meeting.

#### 10.2 **Special General Meeting**

The Chairperson, or in the Chairperson's absence or inability, any other Member of the Committee, may at any time for any special purpose call a Special General Meeting and the Chairperson must do so forthwith upon the requisition in writing of any three Members stating the purposes for which the meeting is required. Two clear days' notice must be given of any such Special General Meeting.

#### 10.3 *Procedure at Meetings*

- a At all General Meetings the Chairperson, and in the Chairperson's absence any other duly elected Chairperson, must take the chair and every Financial Full and Life Member is entitled on every motion to 1 vote exercised in person, by proxy or in writing. A proxy vote must be sent to the Secretary by email at least 5 working days before the general meeting, naming who the proxy vote is given to. Both the person placing the proxy vote and the person named as proxy need to be full financial members of NZARN. In the case of an equality of votes the Chairperson has the casting as well as a deliberative vote. The mode of voting on all questions other than elections is by voices or if the Chairperson or any 3 Members so require by a show of hands. On all elections voting is by secret ballot for which purpose no less than 2 scrutineers are to be appointed at the meeting.
- b At all General Meetings seven financial Full or Life Members constitute a quorum.

The committee proposed to allow proxy voting for future General Meetings on the basis that an email had to be sent to the secretary at least 5 working days before the general meeting, naming who the proxy vote is given to. Both the person placing the proxy vote and the person named as proxy need to be full financial members of NZARN"

#### 10.4 *Notice of business*

Two clear days before a Special General Meeting and 14 clear days before the Annual General Meeting notice must be given of the date, place and time

for and of the business to be transacted at that meeting together with a copy of the report and balance sheet if available in the case of the Annual General Meeting. The notice must be sent to every Member and no business other than that of which notice has been so given can be brought forward at such meeting.

#### 10.5 *Committee Meetings*

Committee Meetings will normally be held quarterly or at such times as agreed by the Committee.

### **11. SERVICE OF NOTICES**

11.1 Every notice required to be given to the Members or any of them is deemed to have been duly delivered if posted to the Member in a prepaid letter addressed to the Member at the Member's last known place of business or residential address, or emailed to the Member's last known email address.

### **12. COMMON SEAL**

12.1 The Society must provide a common seal that is to remain in the custody of the Secretary or such other person as may be nominated by the Committee. The use of the seal can be authorised only by resolution of the Committee and its application is to be witnessed by the Chairperson or Treasurer and the Secretary or one other Member of the Committee.

12.2 Every application of the seal must be recorded in a register kept for that purpose and a copy of every document to which the seal has been affixed must be kept together with the register.

### **13. CONTROL AND INVESTMENT OF FUNDS**

13.1 The funds of the Society are to be devoted solely to the furtherance of the objects of the Society as set out in these Rules and are to be under the control of the Committee.

13.2 All monies received by or on behalf of the Society must forthwith be paid to the credit of the Society in an account with such bank as is from time to time be fixed by the Society. All cheques or withdrawal slips drawn on the account must be signed by the Chairperson or Treasurer or the Secretary. The Society may from time to time invest and reinvest in such securities and upon such terms as it thinks fit the whole or any part of its funds which are not required for the immediate business of the Society.

### **14. APPLICATION OF PROFITS**

14.1 The income and property of the Society from wherever derived, are to be applied solely towards the promotion of the objects of the Society as set forth in these Rules and no portion of such income or property is to be paid or transferred directly or indirectly by way of profit to the Members of the

Society. Members may be reimbursed for expenditure incurred and paid reasonable remuneration for services rendered.

## **15. BORROWING POWERS**

15.1 In addition to the other powers vested in it, the Society has a power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security, founded or based on all or any of the property and/or rights of the Society or without any such security and upon such terms as to priority and otherwise as the Society think fit. The powers of borrowing or raising money cannot be exercised except pursuant to a resolution of the Society passed in a General Meeting.

## **16. AUDITOR**

16.1 At the Annual General Meeting, the Society may decide that the books of the Society must be audited and reported upon by an auditor appointed by the Society at that General Meeting of the Society. Unless the Society so decides the books of the Society need not be audited.

16.2 Any auditor cannot hold any other office in the Society and is to receive such fee as may be fixed from time to time by the Committee. Any auditor who is appointed shall hold office until the next Annual General Meeting

## **17. REGISTERED OFFICE**

17.1 The registered office of the Society is to be at such place as the Society from time to time determines in General Meeting. Due notice of any change of office is to be given to the Registrar of Incorporated Societies.

## **18. WHERE NO RULE APPLIES**

18.1 If any case arises which in the opinion of the Committee is not provided for in these rules it is decided by the Committee which must act in what it considers to be in the best interests of the Society but whose decision is final.

## **19. REGULATIONS**

19.1 The Society has the power to make, alter or cancel regulations not inconsistent with these Rules for the conduct and behaviour of Members or any other matter related to the affairs of the Society. Regulations take effect and become binding on all Members 14 days after notice of the regulations has been given by circular or email to all Members of the Society, unless within that time a written notice of objection signed by 3 Members is received by the Secretary. In that case such notice is deemed to be a requisition for the purpose of convening a Special General Meeting pursuant to clause 10.2.

## **20. ALTERATION OF THE RULES**



20.1 These Rules may be altered, added to or cancelled by resolution at a General Meeting of the Society of which at least 14 days' notice has been given to all Financial Members of the Society which notice shall include reference to any proposal to alter, add to and cancel any part of these Rules. Any amendments made must not affect the provisos in Section 14 and Section 21.2.

## **21. WINDING UP AND DISPOSITION OF SURPLUS ASSETS**

21.1 The Society must be wound up if the Society, at a General Meeting of its Members, passes a resolution by a simple majority requiring the Society 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 on which the resolution so to be confirmed is passed.

21.2 In the event of the Society being wound up, the surplus assets, after payment of the Society's liabilities and expenses of the winding up, are to be distributed to some other organisation or body having similar objects or to some other charitable organisation or purpose within New Zealand.

## **22. CONFIDENTIALITY**

22.1 All information in any way relating to the affairs of the Society or of any Member of the Society which is received by a Member is to be treated as secret and confidential. This obligation of secrecy and confidence continues indefinitely notwithstanding the termination of such Member's membership of the Society.

## **23. INDEMNITY**

23.1 No action in law or other claim may be taken by Members or their executors or administrators against any other of the Society or Committee or officer in pursuance of the provisions of these rules notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the Committee is liable for any loss or expenses of the Society or any member unless it occurs as a result of wilful default.

## **24. LIABILITY OF MEMBERS**

24.1 No Member is under any liability in respect of any contract, debt or other obligation made or incurred by the Society.