

CONSTITUTION AND RULES

of the

UPPER CLUTHA AGRICULTURAL AND PASTORAL SOCIETY

Incorporated under the Agricultural and Pastoral Society's Act 1908.

Adopted at the first General Annual Meeting of the Society held at Luggate on the 22nd day of November 1935 and as duly amended from time to time and by this amended Constitution and Rules dated 30th August 2018

NAME

1. The name of the association shall be "The Upper Clutha Agricultural and Pastoral Society" ("the Society")

OBJECTS

2. The objects of the Society are as follows:-
 - (a) To promote the Agricultural and Pastoral Industry of New Zealand and more particularly of the Upper Clutha and surrounding districts.
 - (b) To promote and hold shows and Exhibitions for the purpose of showing and exhibiting Agricultural and Pastoral produce live and dead stock, industrial horticultural and handicraft exhibits and all other exhibits and specimens on or connected with such industry in dispute as the Society shall think fit.
 - (c) To provide gardens and grounds and appliances for recreation and amusement.
 - (d) To purchase take on lease or in exchange or otherwise acquire any real or personal property and any rights or privileges either necessary or convenient for any of the purposes of the Society and to build erect maintain improve or alter any buildings premises or works as may be required.
 - (e) To improve manage lease sell exchange mortgage charge or otherwise deal with all or any parties.
 - (f) To promote meetings concerts and entertainments of every description for the benefit of persons residing in or in the vicinity of Pembroke.
 - (g) To borrow or raise money by the issue of debentures or upon mortgage or charge of any real or personal property of the Society or without giving security.
 - (h) To draw make accept endorse discount and issue promissory notes bills of exchange debentures and other negotiable or transferrable instruments.
 - (i) To do all such other things as are identical or conducive to the attainment of the foregoing objects or any of them.

MEMBERSHIP

3. The Society shall consist of a Board (not to exceed 7 in number), Hon Life Members, Ordinary Members and Life Members.

4. The persons whose names and signatures appear subscribed to the Petition of the Society shall be the original members and shall be entered upon the Register of Members forthwith.
5. The numbers of subscribers is unlimited and classed into Ordinary Members and Life Members.
6. Any other person being of the age of eighteen years or over who desires to become a member of the Society shall submit a written application to the Membership Secretary.
7. Anyone by applying for and being granted membership confirms that they will abide by the rules and bylaws of the Society.
8. The Society shall keep a record of all members including name, address and occupations and all members are obliged to provide updated information to the Society on any change in circumstances or details.

LIFE MEMBERSHIP

9. A Life Member of the Society shall be entitled to all the benefits and advantages to which a member of the Society is entitled but shall not excepting as provided by rule hereof be liable to pay any subscription levy or contribution of any kind whatsoever to the Society nor shall he or she be liable for any subscription for the then current year to which he or she would otherwise have been liable as a member. In every other respect a life member shall remain subject to these rules.
10. Honorary Life Members: The Board may appoint up to a maximum of 7 Hon Life Members at any one time with no more than 1 Honorary Life Member being appointed in any year.

SUBSCRIPTION

11. Each member other than a life member shall pay to the Society an annual subscription as set by the Board from time to time and ratified at an AGM. The financial year of the Society shall commence on the first day of June in each year when annual subscriptions shall be due and payable in advance. All subscriptions due and owing may be sued by the Society and recovered as ordinary debts.
12. If the subscription of any member shall be six calendar months in arrears and notice to the effect shall have been conveyed to him or her by the Secretary then if such subscription are not paid within fourteen days after the sending of such notice the Board at its discretion may resolve that his or her membership shall be forfeited in which event he or she shall cease to be a member.

RESIGNATION

13. Any member may resign his or her membership in writing delivered to the Secretary but he or she shall remain liable for all subscriptions due including that for the then current financial year.

EXPULSION

14. Any member who shall wilfully infringe any of the rules or by laws of the Society or whose conduct shall be deemed to be injurious to the interest or standing of the Society may be required to attend before the Board to answer any charges made against him or her. Due

investigation shall be made by the Board and if a majority of the members of the Board shall decide at a duly constituted meeting of the Board that the accused member has merited expulsion he or she shall thereupon cease to be a member and his or her subscription for the then current year shall be forfeited.

OFFICERS AND MANAGEMENT OF THE SOCIETY

15. The officers of the Society shall consist of a Board (not to exceed 7 in number) elected by the Members at an AGM. 5 Board Members shall be elected by the members at an AGM. The first 2 members will be elected for a one year term, the next 2 Board Members will be elected for 2 year terms and the remaining Board Member will be elected for a 3 year term. Thereafter in each year 1 or 2 Board Members shall be elected for 3 year terms at subsequent AGMs to maintain the continuity of Board Members. All Board Members shall be eligible for re-election from time to time.
16. The duly elected Board will have the power to appoint a further 2 Board Members who are appointed to assist with any professional or other expertise that the Board deems necessary.
17. The Board shall have the entire management of the affairs of the Society and may exercise all such power of the Society as are not by law or by these rules declared to be exercisable only by the Society in General Meetings. The Board shall furnish a report to each Annual General Meeting upon the activities and conduct of the Society as to its financial position.
18. The Board will elect a Chairman and vice Chairman from among the Board Members, all of whom must be financial members of the Society.
19. When a vacancy arises in the Board by death, resignation or otherwise the Board shall have the power to fill the vacancy and the person so appointed shall hold their office until the next AGM of the Society.
20. The Chairman or in his or her absence the vice Chairman shall preside at all meetings of the Board and all Annual General or Special General Meetings of the Society and shall have a deliberative as well as a casting vote.
21. The Board shall have the power to delegate such powers as they see fit to relevant member sub-committees or employed staff, and in particular shall appoint a Secretary and Treasurer.
22. The Board will meet together for the transaction of all Society business, adjourn and otherwise regulate its meetings and proceedings as they see fit and may determine the quorum for the transaction of business at such meetings. Unless otherwise determined by the Board, 4 members of the Board will be a Quorum.
23. Any member of the Board absenting him or herself from four consecutive meetings of the Board without apology or leave of absence shall forfeit his or her seat but may be re-elected at the discretion of the Board.

AUDITOR

24. A qualified accountant shall be appointed as auditor and his or her remuneration fixed at the annual or other General Meeting held for the election of officers or failing that by the Board. It shall be his or her duty to audit the annual accounts and to certify that they are correct or otherwise as the case may be.

TREASURER

25. The Treasurer with the assistance of the Secretary shall receive all moneys due to the Society and pay its accounts and shall supervise the books of accounts and shall present at each annual meeting a properly audited statement of income and expenditure for the past year and the Balance Sheet. In case of the absence or temporary inability of the Treasurer to act, the Board may appoint one of its members to act as a substitute for him or her.

SECRETARY

26. A Secretary shall be appointed by the Board who shall fix his or her salary. It shall be his or her duty to keep the records and minutes, to receive all letters and applications to conduct the correspondence under the direction of the Board, to advertise or give notice of the meetings of the Society or Board, to keep the accounts and to assist in all matters connected with the affairs of the Society. All payment shall be made by cheque, or approved banking facility, under the authority of the Chairman and signed by the Secretary. The Board shall have power to remove the Secretary when they think fit on necessary notice being given.

GENERAL MEETINGS

27. Annual General Meetings (AGMs) of the Society shall be held within 6 months of the end of the financial year in each year on the date from time to time to be fixed by the Board for the purpose of receiving the report of the Board and the Statement of Income and Expenditure and Balance Sheet and of electing officers and new members and such other business of which due notice shall have been given.
28. Seven days' notice of any Annual General or Special General Meeting shall be given either by advertisement in the local newspaper or in such other newspaper or electronic medium as the Society shall by resolution appoint for such purpose or by notice provided to each member (pursuant to Rule 46) and such notice shall state in general terms the business proposed to be submitted.
29. Any member desiring to move any resolution at a General Meeting shall give notice in writing thereof to the Secretary not less than ten days before the date of such meeting.
30. At all General Meetings of the Society ten members shall constitute a quorum.
31. The Secretary shall call a Special General Meeting of the Society at the request of the Board or of the Chairman or in his or her absence of a Vice Chairman or upon a requisition in writing signed by ten members and left at the registered office of the Society. In case the Secretary shall neglect or refuse to act upon such request or requisition or if he shall be absent the person or persons so requesting may issue a notice convening a Special General Meeting. Every requisition shall state the business for which the meeting is required and no meeting shall be called unless such business is such as may lawfully be carried into effect. It shall not be competent for any meeting to transact any business other than that for which the meeting is especially called.
32. Unless otherwise provided for by these Rules every question submitted to a General Meeting shall be decided in the first instance by a show of hands. If a poll be demanded by at least three members at any General Meeting it shall forthwith be taken in such manner as the Chairman may direct. No proxies shall be allowed.

33. Members shall be allowed to vote at any General or Extraordinary General Meeting as long as subscriptions were paid in the current or preceding year.
34. At all General Meetings unless a poll is demanded a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive.
35. Should there not be a quorum present at the Annual General Meeting or any Special General Meeting the members present may adjourn the meeting to such time as they consider advisable but not more than one month from the date of such adjournment and if at such adjourned meeting a quorum be not present those members who are present shall be a quorum and may transact the business for which the meeting was called. Notice of time and place of the adjourned meeting shall be given as provided in Rule 46 hereof.

ORDER OF BUSINESS

36. The Minutes of all meetings of the Society or Board shall be confirmed at the following meeting respectively and signed by the Chairman. After the minutes of the previous meeting have been read and confirmed:
 1. Reports of Sub-committees.
 2. Reading correspondence and ordering thereon.
 3. Payments.
 4. Ordinary business.
 5. Extraordinary business of which notice of motion has been given.
 6. Notices of motion for next meeting shall be read, dated and given to the Secretary at the commencement or termination of above business.

BY-LAWS

37. All By-laws shall be within the sole jurisdiction of the Board which shall be entitled to make alter modify and rescind the same as it shall think fit subject only to the condition that such By-laws shall be printed in the programme of each show and shall not be altered added to or rescinded between the date of printing and the date of the Show to which the programme refers.

REGISTRATION OFFICE

38. The Registered Office of the Society shall be situated at Pembroke, or at such other place as the Board shall from time to time determine.

COMMON SEAL

39. The Common Seal of the Society shall be kept in the custody of the Secretary for the time being and shall not be affixed to any document except in pursuance of a resolution of the Board passed at a duly constituted meeting thereof.
40. The Common Seal shall be affixed to every deed or other document to which the Seal of the Society is required in the presence of the Chairman or Vice-Chairman for the time being and two other members of the Board who shall attest the sealing.

BANK ACCOUNT

41. A banking account shall be opened in the name of the Society with a recognised Bank carrying on business at Wanaka and the Bank shall be authorised to pay cheques and bills drawn on such account signed, or authorised electronically, by two officers approved by the Board.

ALTERATION OF RULES

42. These rules shall not be altered added to or rescinded except by resolution passed at an Annual General Meeting or Special General Meeting by a majority of at least two thirds of the members voting thereon.

ACTS OF COMMITTEE

43. All acts done at any meeting of the Board or any sub committees appointed or elected by the Society by any person acting under authority as a member of the Board or any committee shall, notwithstanding that there was some defect in the appointment of such Board or committee or any member of such, or that they or any of them were subsequently disqualified, such act is valid as if such Board or committee or any member thereof had been duly appointed and qualified to act thereon..

WINDING UP OF SOCIETY

44. The Society may at any time be wound up by resolution of two thirds of the members present at any General Meeting of the Society convened for that purpose, the notice calling such meeting to state the object of the meeting and to be posted or emailed to members (at their last known address) at least fourteen clear days before the day fixed for such meeting of the Society and such resolution to be confirmed by a like majority at a Special Meeting convened for the purpose not held earlier than thirty days nor later than forty days after the date on which such resolution shall be sent to the Registrar of Incorporated Societies. In the event of such winding up the property of the Society shall subject to payment of its debts and liabilities and the costs and expense of such winding up be devoted to such charitable object or objects as the Society shall by such resolution to wind up determine.

SHOWS

45. The Society shall hold one or more shows annually upon dates to be fixed by the Board and duly advertised and the Board shall have power to make By-laws on all matters effecting the same not inconsistent with the provisions of these rules. Such by laws will cover such matters as changes to Show Dates, receiving and entering exhibits into shows and entry fees.

NOTICES

46. Any Notice required by these Rules may be given in writing and posted to the member at his or her last known address or emailed to the member's last advised email address, or by an advertisement in any local newspaper or posted on any internet site approved by the Board and in particular posted on the website operated by the Society being <https://www.wanakashow.co.nz>

MANAGEMENT OF SHOWS

47. The Board by itself or by sub-committee or stewards appointed by it shall have full power to make all such arrangements for the conduct of the annual shows and all other undertakings as they think fit and to regulate and control the conduct of all official exhibitors attendants and members of the public entering upon the grounds of the Society and to determine all questions and disputes arising between any persons at the shows in relation to anything done or omitted to be done in reference to any competition and the Board may declare any person who shall have proved to their satisfaction to have been guilty of any improper conduct or corrupt or fraudulent practice to be so guilty.

PUNISHMENT FOR IMPROPER CONDUCT

48. The Board shall have power at their discretion to punish for any improper conduct corrupt or fraudulent practice any official exhibitor or other person subject to their control with a fine as determined by the board and duly notified to the members from time to time, or with suspension or disqualification from further exhibiting or making any entry at the Society's shows or other undertakings during the pleasure of the Board or to inflict any other punishment which they consider necessary including absolute exclusion or removal from the buildings enclosures or grounds of the Society or any place under the control of the Society.
49. The Board may at their discretion at any time remove any judge or other official and may appoint a deputy or substitute or assistant.
50. Any person who in the opinion of the Board or Stewards shall have been guilty of any insulting or improper conduct or disobedience towards any of the Stewards members of the Board or any other official may be warned off the grounds or any place under the control of the Society and in the event of such person not complying immediately with such warning may be forthwith ejected therefrom or may be dealt with as the Stewards or the Board may direct.
51. The Board may by resolution delegate all or any other of the powers hereby vested in them to any Sub-committee or Stewards.

DISQUALIFICATIONS

52. Notices of disqualification received from other Societies or Associations shall be considered and dealt with by the Board.
53. If any person be warned off or excluded or any exhibit be disqualified for any fraudulent or improper practice all money or prizes which such person or exhibit may have won may be forfeited or if previously paid may be recovered by legal process.

FINES ETC

54. All penalties forfeitures fines and sums of money set imposed and forfeited by these rules shall be paid to the Treasurer of the Society and except where otherwise directed go to and form part of the funds of the Society.

DECISION OF JUDGE

55. The decision of a judge shall be final as between all competition unless an objection is made to any exhibit and allowed by the Board on the ground of disqualification.

PROTESTS

56. Every objection or protest must be made in writing, signed by the person making such complaint and delivered to the Secretary. The objector shall at the time of making such objection lodge a bond in an amount to be determined by the Board from time to time which may be forfeited to the Board should the objection be considered frivolous or vexatious. Notwithstanding anything contained in the above rule the Board may cause an investigation to be made or demand an explanation concerning any matter which in their opinion is considered necessary and to so enforce penalties, fines and forfeitures as is deemed expedient.
57. Protests and complaints against any exhibit must be made in writing. If lodged before judging has commenced the onus of disproof will rest upon the exhibitor; if after, the onus of proof will rest upon the person protesting. The Board shall have power to refuse to entertain any protest or complaint lodged more than twenty four hours after the award has been made public.
58. All protests objections and every matter in dispute of whatever nature by or between any person whomsoever shall be determined by the Board of whom four shall form a quorum and whose decision shall be absolutely final and binding on all parties whether such dispute be between any person or persons and the Society or not and shall not be questioned by any Court.
59. All costs and expenses in relation to determining an objection shall be paid by the person decided against and every person making any protest or objection shall be deemed to have agreed to the payment of such costs and expenses as the Board determining upon such objection or protest may assess.

CONDITIONS ETC IN SCHEDULES

60. The conditions stipulations or requirements set out in the printed schedule and catalogue of the Society from time to time shall be deemed to be part of and incorporated with these Rules and to be accepted by exhibitors.

ALTERATIONS OF RESOLUTION NOT TO BE RESCINDED AT SAME MEETING

61. Every member of the Society present must if required vote for or against every proposition put. No resolution shall be altered or rescinded at the same meeting at which it has been passed unless by unanimous consent but notice of motion affecting the same may be given and dealt with at the next meeting. The voting on all motions shall when demanded be recorded and shall be decided by a show of hands or personal vote at the discretion of the Chairman. No matter or question not provided for in the Rules, shall be considered at any General Meeting of members unless notice has been given at least seven days before such meeting.