**INDEX**

**New Zealand Carriage Driving Society**

1. Name.
2. Registered Office.
3. Purpose of Society.
4. Pecuniary Gain is not a Purpose of the Society.

MANAGEMENT OF THE SOCIETY.

1. Executive Committee.
2. Nominations for Officers of the Society.
3. Duration of Office of President
4. Area Delegates.
5. Election of Area Delegates.

ROLES OF EXECUTIVE MEMBERS.

1. The President is Responsible for.
2. The Secretary is Responsible for.
3. The Treasurer is Responsible for.
4. Council Meetings.
5. Role of the Council.
6. Council Meetings.
7. Method of Voting at Council Meetings.
8. Quorum of the Council.
9. Adjourned Meetings.
10. Cessation of Council Membership.

SOCIETY MEMBERSHIP

1. Classes of membership.
2. Life Members.
3. Honorary Members.
4. Family Members.
5. Single Members.
6. Junior Members.
7. Admission of Members.
8. Annual Subscription.
9. The Register of Members.
10. Cessation of Membership.
11. Membership Terminated in the following way.
12. Obligation of Members.

ACCOUNTS.

1. Use of Money and Other Assets.
2. Financial Year.
3. Auditor.

CONDUCT OF MEETINGS.

1. A Society Meeting is either an Annual General Meeting or an Extraordinary General Meeting.
2. Procedure at Meetings.
3. Proxy Vote,

MEETINGS AND REQUIREMENTS.

1. Annual General Meeting.
2. Extraordinary General Meeting.
3. Quorum.
4. Adjourned Meetings.
5. Notice of Motion.
6. Altering the Rules.
7. Bylaws.
8. Common Seal.
9. Winding Up.
10. Definitions.

The Rules of the New Zealand Carriage Driving Society

Incorporated

1. **Name**
   1. The name of the Society is.

NEW ZEALAND CARRIAGE DRIVING SOCIETY INCORPORATED.

1. **Registered Office.**
   1. Such place for the time being as may be decided by Council.
   2. Notice of any change of situation of the Registered Office will be duly sent to the Registrar.
2. **Purposes of Society**

The objectives and purposes for which the Society is established are:

* 1. To act as the national governing body for driving and harness work, to whom all clubs, societies, persons and show committees can refer for information, advice and assistance.
  2. To conserve, promote and advance generally the driving of horses, ponies, donkeys and mules in harness and the restoration and preservation of vehicles drawn by animals engaged in harness work.
  3. To train and educate judges, officials and personnel needed for competitive harness work.
  4. To instigate, co-ordinate and promote regional and National Driving Shows, Combined Drives, displays and other events, as it deems suitable to promote the objectives and purposes of the Society.
  5. To have a public relations function for the publication to the broader public of any educational or promotional material that the Society considers in keeping with the pursuit of these objectives and purposes.
  6. To do any act or thing that may appear to the Council of the Society to be incidental or conducive to the execution or attainment of the objectives and purposes.
  7. The Society may, if the proposal is supported by a majority of members at an Annual General Meeting, seek affiliation with other organisations having similar objectives to those of the Society.

1. **Pecuniary gain is not a purpose of the Society.**

No private pecuniary profit shall be made by any member from the Society, except that: -

* 1. Members may be reimbursed for expenses properly incurred in connection with the affairs of the Society.
  2. The Society may pay reasonable and proper remuneration to any officer or servant of the Society in return for services rendered to the Society.

**MANAGEMENT OF THE SOCIETY**

1. **Executive Committee**
   1. The Officers of the Society shall form the Executive Committee of the Society and they are:
   * President.
   * Immediate Past President.
   * North Island Vice President.
   * South Island Vice President.
   * Secretary.
   * Treasurer.
   * North island Councillor.
   * South Island Councillor.
   1. The Executive Committee may deal with any questions not provided for in these Rules or not decided at a Council Meeting. They will deal with the administration of the Society.
2. **Nominations for Officers of the Society.**
   1. Nominations for the Officers of Society duly proposed and seconded by members and counter signed by the nominee must be delivered to the Secretary at least 28 days before the meeting when the election is to take place.
   2. In the event that the number of valid nominations is not more than the number of vacancies to be filled, the Chairman at the next Annual General Meeting shall declare the members nominated to be elected.
   3. In the event of valid nominations of more than are required for the number of vacancies to be filled, a ballot shall be held. The President or failing him the Vice President shall appoint two or more Scrutineers to conduct the ballot.
   4. Nominations for an Office may be taken from the floor at an Annual General Meeting if there is no written nominee for that office and the majority of members present at the meeting agree.
   5. Members from each Island vote for their respective Vice President and Councillor.
   6. If the position of any Officer becomes vacant between Annual General Meetings, the Council may appoint another Council Member to fill that vacancy until the next Annual General Meeting.
3. **Duration of Office of President.**

No member may hold the office of President for more than three consecutive years. If any person holds the office of President for three years he or she is deemed to have resigned on the expiry of three years and is ineligible for re-election to that office for one calendar year after the date of resignation.

1. **Area Delegates.**
   1. For the purposes of representation, New Zealand will be divided into Areas. Details of which will be held by the Secretary.
   2. The boundaries of Areas may be determined or altered, and areas may be divided or amalgamated at an Annual General Meeting or an Extraordinary General Meeting called for that purpose.
   3. The Area Delegates will take up their positions of responsibility at the post AGM Council meeting of the NZCDS Inc. and hold that position until the conclusion of the next AGM.
   4. Each Area Delegate has one vote at the Council Meetings for each area he or she has been elected to represent, in addition to any votes he or she is entitled to cast as an Officer of the Society.
2. **Election Of Area Delegates.**
   1. Each Area may elect, in accordance with Rule 8.1, one delegate to enable the more efficient administration of the Society.
   2. Area Delegates must be Nominated and Seconded by Members residing in that Area.
   3. If the number of Members in the area is less than three the delegate will be decided by Council.
   4. Nominations from members in each Area will be called at least 42 days prior to the AGM and if more than one delegate is nominated from an Area the Secretary will conduct a ballot of members in the area on behalf of the Executive of the NZCDS for the election of the area delegate.
   5. Delegates elected need not live in the areas that elect them.
   6. The members from two or more areas may elect by Rules 9.1 the same person as their delegate.
   7. A person who has been elected an Area Delegate may also hold a position as an Officer of the Society.

**ROLES OF EXECUTIVE MEMBERS.**

1. **The President is responsible for.**
   1. Ensuring that the Rules are followed.
   2. Convening Meetings and establishing whether or not a quorum is present.
   3. Chairing Meetings, deciding who may speak and when.
   4. Overseeing the operation of the Society.
   5. Providing a report on the operations of the Society at each Annual General Meeting.
2. **The Secretary is responsible for.**
   1. Recording the minutes of Meetings.
   2. Holding the Society's records, documents, and books except those required for the Treasurer’s function.
   3. Receiving and replying to correspondence as required by the Council.
   4. Advising the Registrar of Incorporated Societies of any rule changes.
      1. Upgrading list of Officers of the Society.
   5. Holding a duplicate Register of Members
3. **The Treasurer is responsible for.**
   1. Keeping proper accounting records of the Society’s financial transactions to allow the Society’s financial position to be readily ascertained.
   2. Keeping the Register of Members.
   3. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with accepted accounting practices in New Zealand.
   4. Providing a financial report at each Annual General Meeting.
   5. Providing financial information to the Council as the Council determines.
   6. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
4. **Council Meetings.**
   1. The Council of the Society consists of the Officers of the Society and the Area Delegates.
   2. The Council has the sole right to the use and control of the name of the Society, and that name will not be used, other than by the Council, in connection with any event, activity, publication, promotion or other thing without the prior consent of the Council. Such consent may be granted upon such terms and conditions as the Council in its sole discretion deems appropriate to promote the aims and objectives of the Society.
   3. If the position of any Council Member becomes vacant between Annual General Meetings, the Council may appoint another Society Member to fill that vacancy until the next Annual General Meeting.
5. **Role of the Council.**

Subject to the rules of the Society (“The Rules”), the role of the Council is to:

* 1. Deal with any questions not provided for in these Rules or not decided at an Annual or Extraordinary General Meeting and will deal with the administration of the Society.
  2. May make, rescind or alter rules in respect of national driving events and for the classification of horses. Those rules are binding on all members of the Society.
  3. To conduct the affairs of the Society and to keep usual and proper books of accounts properly posted up and other records of the business of the Society.
  4. Must notify members, 28 days prior, of intended Annual or Extraordinary General Meetings and the business to be transacted at those meetings. In respect of an Annual General Meeting, Council is responsible for ensuring report, audited balance sheet and a balance of accounts for the preceding year is prepared and submitted to the meeting.
  5. Will appoint a National Body Panel of Judges and Technical Delegates selected for their knowledge and practical experience in the various aspects of harness driving competition. Council will prepare and publish a list of the Panel. The lists will be reviewed as regularly as is practicable and may be published in the official newsletter of the Society from time to time.
  6. Organise a system for the training of Officials for carriage driving events.
  7. May appoint such Sub Committees/Appointees as it sees fit to assist in dealing with the routine business of the Society. Council will notify all members of the creation of such a Sub Committee/Appointees, its membership and its terms of reference and responsibilities by notice in the official newsletter of the Society, and if the Sub Committee/Appointee is a Standing Committee with an ongoing role.
  8. Ensure that all Members follow the Rules.
  9. Decide the procedures for dealing with complaints.
  10. All decisions of the Council shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.
  11. Decisions of the Council bind the Society, unless the Council’s power is limited by these Rules or by a majority decision of the Society.
  12. The management and control of the Society and its properties real and personal shall be vested in the Council.
  13. The Council may delegate such powers as it deems fit.

1. **Council Meetings.**
   1. The Council must hold at least one meeting each year.
   2. Council meetings will be held when convened by the Executive Committee, or by not less than five (5) members of Council requesting the meeting in writing.
   3. Twenty-eight (28) days written notice of a Council meeting must be given to each Council member. Notice may be dispensed with if a majority of Council members at the meeting, agree to dispense with notice.
      1. Written Notice must be given.
      2. The meetings will be held at such times and places as the President or in his or her absence, a Vice President, may appoint.
   4. Council meetings may be held via video or telephone conference, or other formats as the Council may decide.
   5. The President shall chair Council Meetings, or if the President is absent, a Vice President shall Chair that meeting.
   6. Decisions of the Council shall be by majority vote.
   7. Subject to these Rules, the Council may regulate its own practices.
   8. The President or his nominee shall adjourn the meeting if necessary.
2. **Method Of Voting At Council Meetings.**
   1. Every member present shall be entitled to record one vote and no more upon every question.
   2. In the case of an equality of votes the Chairman shall, upon a vote being taken by a show of hands or by ballot have a second or casting vote.
   3. Unless a ballot is demanded by the Chairman or by at least three members present, a declaration by the Chairman that a resolution has been carried or lost and an entry to that effect in the Minutes shall be conclusive evidence of the facts without proof of the number of votes recorded in favour of or against such resolution.
   4. If a ballot is demanded it shall be taken in such a manner as the Chairman of the meeting may direct and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
   5. Votes shall be given personally and not by proxy.
3. **Quorum Of The Council.**
   1. The quorum for any meeting of the Council shall be five (5) members.
   2. No business shall be transacted at any meeting unless a quorum of members is present.
4. **Adjourned Council Meetings.**
   1. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the President of the Society, and if at such adjourned meeting a quorum is not present, the meeting shall be dissolved without further adjournments.
   2. The President may with the consent of any Council Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
5. **Cessation of Council Membership.**
   1. Persons cease to be Council Members when:
      1. They resign by giving written notice to the Secretary.
      2. Their Term expires.
   2. If a person ceases to be a Council Member, that person must within one month give to the Secretary all Society documents and property.

**SOCIETY MEMBERSHIP**

1. **Classes of Members**
   1. The Society shall consist of members, each being a natural person, club, society or body corporate of any kind engaged or interested in activities consistent with the objectives and purposes of the Society.
   2. Members of the Society may enjoy such rights as may be determined from time to time by the Council.
2. **Life Members.**
   1. Shall be those individuals who at a General Meeting of the Society, upon the recommendation of the Council, may be awarded Life Membership of the Society or any other such award in recognition of loyal service. A Life Member shall be deemed to be a financial member of the Society for all purposes without being required to pay an annual subscription.
      1. Where an award is made in terms of paragraph (22.1) of this rule. The Council shall arrange for details of the award to be endorsed on an appropriate Certificate for issue to the member.
3. **Honorary Members.**
   1. The Society may appoint Honorary members at a General meeting if the Council have by resolution named the proposed member or members and recommended that such an appointment may be made on an annual basis. Such Honorary Members shall not vote or take part in the management of the Societies’ affairs.
4. **Family Members.**
   1. Shall be those families who pay the prescribed annual family membership fee
   2. Two adults and dependent children under the age of 18 years residing in the same home.
   3. A Family Membership will be entitled two votes.
5. **Single Members.**
   1. Shall be those individuals who pay the prescribed annual membership fee.
6. **Junior Members.**
   1. Shall be those individuals, who have not reached their eighteenth (18) birthday before 1st August of the year for which the Junior membership applies, and who pay the prescribed annual Junior membership fee or are covered by the provisions of (Rule 23.2).
   2. Junior members shall be non-voting members and shall not be entitled to hold office in the Society.
7. **Admission of Members.**

To become a Member, a person (“the Applicant”) must:

* 1. Complete an application form.
     1. Supply any other information the Council requires.
  2. Application for Junior membership must be signed by a parent or guardian of the person applying.
  3. The Council shall have complete discretion when it decides whether or not to allow the Applicant to become a Member. The Council shall advise the Applicant of its decision, and that decision shall be final.
  4. On admission to membership the name of the new member shall be entered by the Treasurer in the appropriate class in the register of members of the Society, and on admission such members shall become subject to the rules and regulations of the Society.

1. **Annual Subscription.**
   1. The annual subscriptions for members shall be such sum as may be determined by the members at the Annual General Meeting.
   2. Subscriptions of all members shall be due and payable at the conclusion of the Financial Year. 31st March and is Payable up until the date of 31st of May.
   3. The Council at its discretion shall have power to waive subscriptions in whole or in part for any member or any particular class of membership.
   4. No person who for any cause whatever ceases to be a member of the Society, shall have any claim upon the Society for a refund of the whole or any part of any subscription paid by him to the Society.
   5. Only financial members shall be entitled to the privileges of membership, and to speak and vote at any meeting of the Society or of the Council.
   6. Membership can be reinstated upon payment of subscription.
2. **The Register of Members.**
   1. The Treasurer shall keep a register of Members (“the Register”), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
   2. Every member of the Society shall communicate to the Treasurer. Any change of address and all Written Notices posted to the last notified address shall be valid and deemed to have been given on the day following the day of posting.
      1. Each Member shall provide such other details as the Council requires.
   3. Members shall have reasonable access to the Register of Members.
3. **Cessation of Membership.**
   1. Any Member may resign by giving written notice to the Secretary.
   2. If any Member does not pay a Subscription or levy by the date set by the Council or the Society, the Membership will be terminated. After that date, the Member shall have no Membership rights and shall not be entitled to participate in any Society activity.
4. **Membership terminated in the following way.**
   1. If the conduct of any member is agreed by no fewer than five members of the Council to be an infringement of these rules, or detrimental or prejudicial to the interests of the Society, that member shall be informed of that finding by a letter from the Secretary. The members shall be given a reasonable opportunity to respond in writing to explain the conduct in question.
   2. If no fewer than five members of the Council do not accept the explanation given as genuine or legitimate or no explanation has been received from the Member within thirty days of the despatch of the Secretary's letter giving notice to that member, the Council shall terminate that members membership.
   3. The decision of the Council shall be communicated to the member in writing by the within 30 days of the Council's decision.
5. **Obligations of Members.**
   1. Any person, club, society or body corporate elected to membership of the Society, is deemed to accept and be bound by the rules of the Society, and any alterations or additions to them. Such member is also bound by any resolutions, by-laws or rules made by the Society.
   2. All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

**ACCOUNTS**

1. **Use of Money and Other Assets**
   1. All monies received by or on behalf of the Society shall forthwith be paid to the credit of the Society in an account in the name of the Society with a bank registered in New Zealand, as from time to time is fixed by the Society. All cheques and withdrawals drawn on the account shall be signed by the Treasurer and one other Council Member.
   2. Payments of all monies shall be made by authorisation by the Treasurer and one other Executive Member using either.
      1. Cheques or Internet Banking.
   3. Members of the Society nominated by the Council may operate specific accounts in the name of the Society for whatever purpose and period specified and must present all financial statements and bank accounts pertaining to such account to the Treasurer.
   4. The Society may from time to time invest in such securities and upon such terms as it may see fit the whole or any part of the funds that may not be required for the immediate business of the Society.
   5. The Society also has the power to borrow or raise money from time to time by the issue of debenture bonds, mortgages or any other securities founded or based on all or any of the property or rights of the Society or without any such security. Such borrowing may be upon such terms as to priority and otherwise as the Society sees fit. The exercise of the power to raise or borrow money may only be exercised pursuant to a resolution of the Society passed at a General Meeting.
   6. The funds of the Society including any gifts or legacies will be used solely for the purpose of promoting the aims and objectives of the Society.
   7. The Council has the power to seek grants and sponsorship from the Government, local bodies or any private bodies for promotion of the aims and objectives of the Society.
   8. All accounts shall be reported to the Council for confirmation of all routine payments and for authorisation of all other payments.
   9. Provided that nothing in this rule shall apply to payments under an impressed system operated pursuant to a resolution of the Council.
   10. At every Annual General Meeting the Treasurer shall present an Annual Report and an audited Balance Sheet and an Income and Expenditure Account made up to the end of the financial year.
   11. The Society shall duly file the returns required by the Incorporated Societies Act 1908 or by such other statutory provisions for the time being in force and shall comply with all the requirements of such statutes and any regulations there under.
2. **Financial Year.**

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The financial year of the Society begins on 1st April of every year and ends on 31st March of the following year.

1. **Auditor.**
   1. The Society shall appoint an Auditor to audit the annual financial statements of the Society. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the accepted accounting practices in New Zealand. The Auditor must be a suitably qualified person. and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Council, or an employee of the Society. If the Society appoints an Auditor who is unable to act for some reason, the Council shall appoint another Auditor as a replacement.
   2. The Council is responsible to provide the auditor with:
      1. Access to all information of which the Council is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
      2. Additional information that the auditor may request from the Council for the purpose of the audit; and
      3. Reasonable access to persons within the Society from whom the auditor determines it necessary to obtain evidence.
   3. In the case of any vacancy during the year the Council shall appoint an Auditor.

**CONDUCT OF MEETINGS**

1. **A Society Meeting is either an Annual General Meeting or an Extraordinary General Meeting**
   1. Notice of Business
   2. Twenty eight (28) clear days before an Society Meeting or an Extraordinary General Meeting a notice of that meeting and of the business to be transacted must be given to every member.
      1. In the case of an Annual General Meeting, a copy of the report including the balance sheet must be provided with the notice of the meeting.
   3. No business other than that of which notice has been given may be dealt with at the meeting. However, the meeting may transact such other business as it so decides by unanimous resolution of all members present and entitled to vote.
   4. Every Written Notice of such meetings required to be given to the members is deemed to have been duly delivered to him or her if it has been posted to a member's last notified address.
   5. On any given motion at a Society Meeting, the Chair/President shall in good faith determine whether to vote by:
      1. Voices;
      2. Show of hands; or
      3. Secret ballot.
   6. However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair/President will have a casting, that is, second vote.
2. **Procedure at Meetings**
   1. At all Annual or Extraordinary Meetings, the President or in his or her absence one of the Vice-Presidents will take the chair, and if none is present the members present will elect one of their number to chair the meeting.
   2. Every financial member has one vote on every motion and voting will be by show of hands by members present. The Chair or any three (3) members present may call for a written ballot, in which case a ballot will be held. In the event of a ballot, every member shall be entitled to one vote to be exercised in person or by proxy and in writing. In the event of a tied count, the Chair is entitled to both a casting and a deliberating vote.
   3. All written votes at Annual and Extraordinary General Meetings must be cast on the form provided. Details of proxy votes must be checked by scrutineers if requested by a majority vote of members present at the meeting.
   4. The Society may from time to time, by resolution in a General Meeting make, amend or rescind regulations governing Procedure at its meetings and the publication of any reports of the business of the Society in the public media. Such regulations must be consistent with these Rules.
3. **Proxy Vote**

Any member entitled to attend and vote at a meeting of the Society is entitled to appoint a proxy to attend, vote, speak and exercise the other rights of a member. The proxy must be a member of the Society. A member can appoint only one proxy and such proxy is entitled to vote only on a written ballot. The proxy instrument must be deposited with the President, Vice President or the Secretary not less than one hour before the meeting.

**MEETINGS AND REQUIREMENTS**

1. **Annual General Meeting**
   1. The Annual General Meeting is to be held in each financial year at such time and place as the Council determines in keeping with the following purposes.
   2. The business of an Annual General Meeting shall be:
      1. Receiving any minutes of the previous Society’s Meeting(s).
      2. The Chair/President’s report on the business of the Society.
      3. The Treasurer’s report on the finances of the Society, and the Annual Financial Statements.
      4. Set subscriptions.
      5. To appoint an Auditor for the ensuing year.
      6. To elect officers of the Executive.
      7. Election of Committee Members;
      8. Election of Area Delegates
      9. Motions to be considered.
      10. General business.
   3. To transact any other business of which notice in writing has been given to the Secretary at least 14 days prior to the last day upon which notice of meetings may be given.
   4. The Secretary shall:
      1. Give all Members at least 28 days Written Notice of the business to be conducted at any Society Meeting
      2. Additionally, the Secretary will provide, appropriate:
      3. A copy of the Chair/President’s Report on the Society’s operations and of the Annual Financial Statements as approved by the Council,
      4. Notice of any motions and the Council’s recommendations about those motions.
   5. All Members may attend and vote at Society Meetings.
   6. No Society Meeting may be held unless a quorum of Members are present.
   7. All Society Meetings shall be Chaired by the Chair/President. If the Chair/President is absent, the Society shall elect another Council Member to Chair that meeting. Any person Chairing a Society Meeting has a casting vote.
   8. The Chair/President or his nominee shall adjourn the meeting if necessary.
2. **Extraordinary General Meeting.**
   1. All Society Meetings other than Annual General Meetings shall be Extraordinary General Meetings.
   2. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting.
   3. Any ten (10) members of the Society may in writing require the President, or in his absence or inability, a Vice President, to call for any special purpose, an Extraordinary General Meeting. The request must state the purpose(s) for which the meeting is required and must be annotated with the names and addresses of the 10 members and signed by them. The President of the Society must then call such meeting to be held at a time and place as determined by Council.
   4. Any such requisition shall specify the objects of the meeting and shall be signed by the members of the Society making the same and shall be deposited with the Secretary. The meeting must be convened only for the purposes specified in the requisition. Where the Council fails to convene an Extraordinary General Meeting within 14 days of the receipt of such requisition to be held within forty two (42) days from receipt of such a requisition, the members making such a requisition, or a majority of them, may themselves convene a meeting to be held not later than three calendar months after the date of the requisition.
   5. Twenty-eight (28) days’ notice specifying the place, the day and hour of any Extraordinary General Meeting shall be given in writing to each member.
3. **Quorum.**
   1. The quorum for Annual and Extraordinary Meetings, is ten members entitled to vote.
   2. If, within half an hour from the time appointed for the meeting a Quorum of members is not present, the meeting, if convened under the provisions of Rules 37 or 38 it must be dissolved. In the event that a majority of the members present agree, the meeting may be adjourned to a time and place to be determined by a majority of those members. If the meeting is adjourned, five (5) days written notice of the reconvening of the adjourned meeting must be given to every member of the Society. If when the adjourned meeting is reconvened a quorum of members is not present, the meeting is dissolved.
4. **Adjourned Meetings:**
   1. If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
5. **Notice Of Motion.**
   1. Any notice of motion must be in the hands of the Secretary at least forty-two (42) days before the meeting at which the motion is intended to be moved.
   2. Any Member may request that a motion, duly signed and seconded, be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 42 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”).
   3. It must be voted on at the AGM/Extraordinary Meeting.
   4. The Secretary must give the Member’s Information to all Members at least 14 days before the AGM/Extraordinary Meeting chosen by the Member.
   5. If the Secretary fails to do this, the Member has the right to raise the motion at the following AGM/Extraordinary Meeting.
   6. The Council may also decide to put forward motions for the Society to vote on (“Council Motions”) which shall be suitably notified.
6. **Altering the Rules**
   1. These rules may be altered, added to, rescinded, substituted or otherwise amended by resolution passed by a majority of members, who are entitled to vote, vote in person or by proxy at an AGM/Extraordinary Meeting of which 28 days’ notice has been given.
   2. When a Rule change is approved by a AGM/Extraordinary Meeting no Rule change shall take effect until the Secretary has filed the changes with the Registrar of Incorporated Societies.
   3. No addition to or alteration or rescission of Rule 46 (winding-up) or Rule 4 (payment to Society members) shall be made without the approval of the Inland Revenue Department being first had and obtained.
   4. At least twenty-eight (28) days’ notice of any proposed amendment to the Rules of the Society shall be given to the members in writing. The notice so given shall contain a copy of the Notice of Motion to be moved at the AGM/Extraordinary Meeting so called.
7. **Bylaws**
   1. The Council may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the Society. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the Secretary.
8. **Common seal**
   1. The Council shall provide a common seal for the Society and may from time to time replace it with a new one.
   2. The Society shall have a Common Seal which shall be in the custody and control of the Secretary for the time being and the documents to be executed by the Society of whatsoever nature shall be executed with the following attestation clause :-
      1. " The Common Seal of The New Zealand Carriage Driving Society Incorporated was here- unto affixed pursuant to a resolution of the Council in the presence of:-

....................Council Member

....................Council Member

.....................Secretary"

1. **WINDING UP.**
   1. Any decision that the affairs of the Society be wound up shall be governed by the following procedure. Notice of Motion of the proposed winding up or dissolution must be given in accord with the Rules of the Society, and any resolution for such winding up or dissolution must be confirmed by a further Extraordinary General Meeting, held not earlier than 30 days and not later than 60 days after the date on which the resolution so to be confirmed was passed.
   2. If, upon winding up or dissolution of the Society there remains, after the satisfaction of all its liabilities, any property whatsoever, the same shall not be paid to, or distributed among the members of the Society, but shall be given or transferred to some other Institution or Society having objects similar to the objects of the Society, such Institution or Society to be determined by a majority of the members of the Society present in person at a General Meeting to be held according to the Rules of the Society at, or before, the dissolution and in default thereof to such institution or institutions as a Register of Incorporated societies, or the High Court of New Zealand or a Judge thereof, or in the event of an appeal being made, the relevant appeal authority may direct.
   3. If the Society is wound up:
      1. The Society’s debts, costs and liabilities shall be paid;
      2. Surplus Money and Other Assets of the Society may be disposed of:
      3. By resolution; or According to the provisions in the Incorporated Societies Act 1908; but
      4. No distribution may be made to any Member;
   4. The surplus Money and Other Assets shall be distributed to: [see S.27 of the Act]
2. **Definitions.**

In these Rules.

* 1. Headings are a matter of reference and not a part of the rules.
  2. Matters not covered in these rules shall be decided upon by the Council.
  3. It is assumed that,
     1. Where a masculine is used, the feminine is included.
     2. Where the singular is used, plural forms of the noun are also inferred.
  4. “Act” means the Incorporated Societies Act 1908.
  5. “Horse”, where it appears includes ponies, donkeys and mules.
  6. “Majority vote” means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
  7. “Member” means a current financial member of the Society and includes a club, society or corporate body.
  8. “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
  9. “Society Meeting” means any Annual General Meeting, or any Extraordinary General Meeting, but not a Council Meeting.
  10. “The Society” means New Zealand Carriage Driving Society Incorporated, as incorporated under these Rules.
  11. “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
  12. “Written Notice” means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
  13. “Schedules” means those Schedules and Competition Rules as pertaining to the running of New Zealand Carriage Driving Society Inc.