Constitution of

# NEW ZEALAND DEERSTALKERS ASSOCIATION INCORPORATED

Incorporated Society Number 216679

CRAIG BENBOW, National President, 3 March 2022

Carolyn Heffernan, National Treasurer, 3 March 2022

Dan Friedman, National Secretary. 3 March 2022

Dan H. Friedman

(Effective 1 March 2022. Updated for Conference 2021 notice of motion changes)

## TABLE OF CONTENTS


| | | |
|---|---|---|
| 1 | NAME | 1 |
| 2 | REGISTERED OFFICE AND CONTACT OFFICER | 1 |
| 3 | PURPOSE AND OBJECTS | 1 |
| 4 | ORGANISATION OF BRANCHES | 2 |
| 5 | CONTROL OF BRANCHES AND THEIR MEMBERS | 3 |
| 6 | AFFILIATION OF OTHER CLUBS AND ORGANISATIONS | 6 |
| 7 | MEMBERSHIP | 6 |
| 8 | DISPUTES AND APPEALS | 10 |
| 9 | SUBSCRIPTIONS AND LEVIES | 11 |
| 10 | CONFERENCES AND GENERAL MEETINGS | 13 |
| 11 | PROCEDURE AT CONFERENCE AND GENERAL MEETINGS | 17 |
| 12 | QUORUM AT GENERAL MEETINGS | 18 |
| 13 | ADJOURNMENT OF MEETINGS | 18 |
| 14 | OFFICERS OF THE ASSOCIATION – NZDA BOARD | 19 |
| 15 | FUNCTIONS OF THE NZDA BOARD | 22 |
| 16 | COMMITTEES | 23 |
| 17 | EXPENSES OF THE NZDA BOARD AND COMMITEEE MEMBERS | 24 |
| 18 | INDEMNITY OF OFFICERS | 24 |
| 19 | CASUAL VACANCIES IN THE NZDA BOARD | 24 |
| 20 | MINUTES | 24 |
| 21 | CHIEF EXECUTIVE | 26 |
| 22 | COMMON SEAL | 26 |
| 23 | INVESTMENT OF FUNDS | 26 |
| 24 | BORROWING MONEY | 27 |
| 25 | GENERAL POWERS | 27 |
| 26 | AUDITOR | 28 |

**27 ACCOUNTS AND AUTHORISATION OF PAYMENTS 28**

**28 RETURNS 29**

**29 WINDING UP – LIQUIDATION AND DISSOLUTION 29**

**30 MEMBERSHIP CARDS AND BADGES 30**

**31 CHARITABLE PURPOSES AND PAYMENT TO MEMBERS 31**

**32 ALTERATIONS AND AMENDMENTS 31**

**SCHEUDLE 1: DEFINED TERMS, GLOSSARY AND CONSTRUCTION 32**

**SCHEDULE 2: STANDING ORDERS 35**

## 1 NAME

1.1 The name of the association is the:

"NEW ZEALAND DEERSTALKERS ASSOCIATION INCORPORATED"

and in this Constitution referred to as the "**Association**". The Association is commonly known as the 'NZDA' or 'NZDA Inc'.

1.2 The Association was incorporated under the Incorporated Societies Act 1908 (the "**Act**") on the 31st day of July 1939.

## 2 REGISTERED OFFICE AND CONTACT OFFICER

2.1 The registered office of the Association is:

'Deerstalkers House', 3 Collina Terrace, Thorndon, Wellington

or at such other place as shall from time to time be determined by resolution of the **NZDA Board**.

2.2 The Chief Executive or, if the role of Chief Executive is vacant, the National Secretary is the "contact officer" of the Association and all correspondence may be addressed to the contact officer.

2.3 In accordance with the provisions of section 18(2) of the Act, the Chief Executive or, if the role of Chief Executive is vacant, the National Secretary shall notify the Incorporated Societies' registrar in writing of any change in the situation of the registered office.

## 3 PURPOSE AND OBJECTS

3.1 The fundamental purpose of the Association is to:

(a) ensure the traditions of recreational hunting and the rights of recreational hunters in New Zealand are protected, advanced and advocated for in the best interests of sportsmen and sportswomen; and

(b) be the national body in New Zealand representing and advocating on behalf of recreational hunters.

3.2 The objects of the Association are:

(a) the preservation, encouragement and advancement of the sport of recreational hunting, bushcraft, shooting and the like (together, the "**sport**") and to provide facilities for same;

(b) the formation, preservation, support, encouragement and advancement of incorporated Branches of the Association;

(c) the facilitation of consultation between recreational hunters, for arbitration between individuals and/or Branches on matters under dispute, and the settlement of all questions referred to the Association;

(d) the protection of the rights and interests of recreational hunters and their sport, and the repression of any abuses in connection with recreational hunters or their sport;

(e) to make rules, policy, regulations and codes of ethics necessary or desirable in the best interests of the sport or the Association, and publish and enforce the same;

(f) to gain representation, where desirable, on public bodies or organisations whose functions or objects are deemed of importance to, or affecting the Association or recreational hunters' interests;

(g) to encourage and assist with the formation of other organisations deemed necessary or desirable in the interests of the sport and outdoors recreation generally;

(h) the fostering of interest in native flora and fauna and their conservation;

(i) to strenuously oppose commercial exploitation of New Zealand's wildlife, public lands, and natural resources wherever and whenever such activity is deemed to jeopardise, exclude, restrict, or conflict with public usage of, or access to New Zealand's wildlife, public lands or natural resources, or where commercial exploitation is contrary to sound conservation practice or the interests of the sport or recreational hunters' interests; and

(j) to do all such other things as may be necessary, incidental or conducive to the attainment of the Association's fundamental aims, purpose and objects, Policy, Code of Ethics, and Field Guidelines.

## 4 ORGANISATION OF BRANCHES

4.1 The Association is divided into branches by locality, each incorporated in accordance with the provisions of the Act (each a "**Branch**"). The Branch is the base organisational unit of the Association, and is constituted of a group of persons, in a defined geographic area, to achieve the purpose of the Association in their location. The Association may establish a 'virtual' or 'online' Branch.

4.2 Branches promote the purposes and objects of the Association through undertaking activities, projects, and advocacy within its area of interest and, as appropriate, in association with other members, Branches, Association staff, and local communities.

4.3 Branches are accountable to the Association and shall operate in a way that enhances the reputation and standing of the Association.

4.4 No new Branch may be formed and affiliated to the Association unless approved by the **NZDA Board**. The **NZDA Board** must seek the opinions of immediately affected neighbouring Branches before giving its approval.

4.5 The rules or constitution of a Branch (and any amendments or alterations) must first be approved by the **NZDA Board** to ensure the terms are not inconsistent with this Constitution, provided that this provision does not apply to a Branch amending its rules in order to disaffiliate. The winding up or liquidation clause of all Branch rules or constitutions must provide for the distribution of any surplus funds to another Branch or the Association or any like-minded society or not-for-profit organisation.

4.6 Each Branch must be administered by a committee which shall consist of at least a Chairperson or President, Secretary, Treasurer and such further members and officers as may be decided by the Branch members all of whom must be elected at an annual meeting of the Branch or subsequently co-opted by the committee (the "**Branch Executive**"). All Branch Executive members must be members of the Association.

4.7 Any Branch without rules or a constitution is deemed to be bound by and subject to the terms of this Constitution.

4.8 Any member of the **NZDA Board** and the Chief Executive have the right to attend at all or any meetings of any Branch, provided reasonable notice is given.

4.9 Any group of persons applying to form a Branch or otherwise affiliate with the Association shall forward to the National Secretary and Chief Executive, together with an application and a copy of its proposed rules or constitution, the sum of the then applicable capitation fee multiplied by the minimum number of members required by the Act to incorporate a society (for example, 10 members multiplied by $75.00 of capitation equals a sum of $750.00). In the event of the application being granted that sum shall be applied towards payment of capitation. If it is declined, then the same shall be returned to the applicants.

## 5 CONTROL OF BRANCHES AND THEIR MEMBERS

5.1 Each of the following constitutes a "**breach**" for the purpose of Rule 5.2, being if a Branch:

(a) acts in such manner which is contrary to this Constitution or brings the Association into disrepute;

(b) is unable, neglects to, or refuses to, pay the capitation fee or any mandatory levy payable to the Association;

(c) is unable to pay its debts when due;

(d) is managed, operated or controlled in a manner contrary to the decisions of Conference or the **NZDA Board** or contrary to the rules, purpose, objects or ethics of the Association; and

(e) is dormant.

5.2 Subject to paragraph (f), when a breach occurs:

(a) The **NZDA Board** may, by notice in writing which sets out sufficient detail, require a Branch to remedy a breach and require actions or steps (or cessation) be taken by a Branch.

(b) The **NZDA Board** may invite all or any of the members of the Branch Executive to step down and retire as an officer, as the case may be.

(c) Subject to Rule 5.2(d), the **NZDA Board** has, in its sole discretion, the power to take control of the affairs and finances of the Branch while the breach is subsisting, or direct the Chief Executive to do so, and may conduct the Branch's business on the terms and conditions, and for so long as, the **NZDA Board** deems reasonably expedient or until the breach ceases.

(d) The **NZDA Board** may, following a vote of 2/3$^{rds}$ of the **NZDA Board**, commence steps to control (including to wind up and liquidate a Branch following a vote at Conference) the Branch, provided that where the **NZDA Board** steps in pursuant to this Rule it shall act as custodian for the Branch's members pending settlement of matters in dispute to the satisfaction of the **NZDA Board**. Prior to any vote being put to step in and control a Branch, the Branch is entitled to send two delegates to state their case before the **NZDA Board**, except for breaches of Rules 5.1(b), (c) or (e). If the breach is not remedied or capable of remedy on reasonably satisfactory terms acceptable to the **NZDA Board** then (following an affirmative vote) the **NZDA Board** can assume control of the Branch.

(e) If a breach is not remedied by a Branch or if the requested members do not retire as an officer, the **NZDA Board** may suspend and disaffiliate the Branch as a branch of the Association for any period up to the concluding day of the next Conference and may submit the question of its expulsion and formal disaffiliation from the Association to that Conference. The Branch in question has the right to submit evidence and provide an explanation on its own behalf, restricted to two delegates (either verbally or in writing) so appearing or submitting. The reason(s) for the Branch's suspension and any supporting evidence must be given to the Conference (either verbally or in writing) by no more than two members of the **NZDA Board** so appearing or submitting. If, following a vote of 2/3$^{rds}$ of the Branches present at Conference, the Branch may be disaffiliated and its members cease to be members of the Association.

(f) (**Dispute resolution**):

(i) For a breach of Rules 5.1(a) or (d) or when a Branch 'refuses' to pay capitation (excluding if it is 'unable' to or 'neglects to' pay capitation) under Rule 5.1(c), prior to the **NZDA Board** taking any action or step or exercising any powers under the Rule 5.2(c), (d) and/or (e), if such a breach or dispute is not resolved by discussion between the disputing parties, the dispute or breach may be referred by the Branch to mediation at any time, by notice in writing to the National Secretary. Such a notice may only be delivered following good faith negotiations pursuant to subparagraph (ii) below and must be delivered to the **NZDA Board** by no later than 5 days after such a negotiation concluding.

(ii) The disputing parties shall actively and in good faith negotiate to achieve the speedy resolution of any breach which may arise between them concerning any matter arising under this Rule 5.

(iii) If a dispute has been referred to mediation then the disputing parties shall endeavour to agree on a mediator and shall submit the matter in dispute to the mediator. The mediator shall discuss the matter with the disputing parties and endeavour to resolve it by agreement between the disputing parties. The disputing parties shall each bear their own costs in the mediation, and shall each pay half the costs of the mediator.

(iv) The mediation must be concluded by no later than 21 working days after commencing, and at which time the **NZDA Board** can (at its discretion) exercise any powers or rights or take any action permitted under this Rule 5.

5.3 The control and discipline of individual members is primarily the responsibility of a member's Branch but, if any individual member or members behave in a manner contrary to the purpose and objects or Code of Ethics of the Association or are guilty of any act, conduct, disorder or neglect which brings the Association into disrepute, and if the relevant Branch fails to deal adequately with such member or members, the **NZDA Board** may direct the Branch to carry out any desirable action. If the Branch refuses to act or neglects to act within 1 month of receiving a request then the Branch is deemed to have committed a "breach" for the purpose of Rule 5.2. The **NZDA Board** may deal with such member or members as it, in its absolute discretion, deems fit.

5.4 Members may not call or hold a meeting with the object of disaffiliation of their Branch from the Association when an action or processes under Rule 5 have commenced.

5.5 Any member subject to a process under Rule 5.3 is disqualified from being a delegate of a Branch at Conference and has no vote. The

Secretary of the applicable Branch will be notified so the Branch may, if it desires, appoint a new delegate.

## 6 AFFILIATION OF OTHER CLUBS AND ORGANISATIONS

6.1 Formal affiliation of any other like-minded Incorporated Society to the Association will be carried out as soon as practicable following the granting of approval by a general meeting.

6.2 Affiliation will only be granted to those groups that are unable, because of technical difficulties, to become a Branch, or for any other reason acceptable to the **NZDA Board**.

6.3 As a condition of affiliation, applicant organisations will be obliged to submit its rules or constitution for perusal and acceptance by the **NZDA Board**.

6.4 An annual affiliation fee will be set and charged by the **NZDA Board** to service the affiliate together with other incidental costs.

6.5 The affiliate will be entitled to send representatives to general meeting and seminars, but will pay their own registration costs and expenses.

6.6 Affiliates may submit Remits to Conference or a general meeting. Remits will be sponsored and tabled by the **NZDA Board** or Branches (i.e. formal motion and seconding). The Affiliate will be entitled to debate Remits and policy, but is not entitled to vote.

6.7 Affiliates and their members may exhibit at Conference or a general meeting but are not entitled to win or hold any of the Association's trophies.

6.8 The Association has the power to affiliate to other organisations under Rule 25(e).

## 7 MEMBERSHIP

7.1 The Association shall consist of an unlimited number of members.

7.2 Members of the Association must be of good repute and supportive of the purpose and objects of the Association.

7.3 A person may apply and give consent to becoming a member by submitting the then current application form. Each applicant who has provided all requested information and has paid the requisite membership fee must then be duly approved or declined according to the rules of their nominated Branch. If the application is declined the subscription tendered by the applicant shall immediately be refunded. It shall not be necessary to give any reason for declining the application.

7.4 All members are required to abide by the Association's and their applicable Branch's ethics, rules, and all official hunting and firearm laws and regulations.

7.5 Membership may be administered by a Branch or, following a written request by a Branch, the Association on behalf of a Branch, referred to as the "**Centralised Administration System**".

7.6 Members have the rights and responsibilities as set out in this Constitution.

7.7 Each member is entitled to be affiliated to a Branch.

7.8 A member may resign from the Association by giving one month's notice in writing.

7.9 Classes of membership, the Association capitation and discounts shall be determined from time to time by the **NZDA Board**, and at the date of this Constitution the classes of membership are:

(a) Senior Members
(b) Junior Members
(c) Student Members
(d) Superannuant Members
(e) National Life Members
(f) Branch Life Members
(g) Branch Honorary Members
(h) Endowment Life Members[1]
(i) Family Members
(j) Affiliate Members
(k) Associate Members

Members in a class have the following rights, restrictions and privileges:

(a) **Senior members** are entitled to full privileges of the Association. Senior members will be included in Branch returns for voting purposes.

(b) **Junior members** must be under 18 as at the beginning of the financial year. Junior members will not be included in Branch returns for voting purposes.

(c) **Student members** are those members over 18 who remain within the education system, including apprentices, and carry a current Student ID card valid for the whole of the academic year pertaining to the commencement of the Association's financial year. On request, a Student member will supply evidence to support their status as a student or apprentice. Student members will be included in Branch returns for voting purposes.

[1] As at the date of this Constitution, this membership class is not available to new members.

(d) **Superannuant members** shall be those members who are eligible to receive National Superannuation at the commencement of the Association's financial year. On request, a Superannuant member will supply evidence to support their status as a superannuant. Superannuant members will be included in Branch returns for voting purposes.

(e) A **National Life member** of the Association shall be a person elected as such at a general meeting on the motion of the **NZDA Board**, such motion to have been formulated at a prior meeting of the **NZDA Board**. A National Life member shall be entitled to all the privileges of the Association but is not liable for the payment of any annual subscriptions but may pay levies.

(f) A **Branch Life member** is a person elected by a Branch with the prior approval of the **NZDA Board**. A Branch Life member is entitled to all privileges of the Association but is not liable for the payment of any annual subscription. Nominations for Branch Life membership must be made in confidence to the Branch Executive or Committee, who must, following acceptance of the nomination, put a motion to the relevant Branch at a general meeting. Capitation fees for a Branch Life member are payable to the Association by the Branch (or netted off against Branch capitations, if applicable). Branch Life Members will be included in Branch returns for voting purposes.

(g) A **Branch Honorary member** is a person conferred as such by their Branch Committee in recognition of conspicuous services to deerstalking, the sport or related activities, or assistance or services rendered to the Branch. Such members shall remain as Branch Honorary Members at the pleasure of the Branch Committee, and shall not pay any subscription to the Branch. Branch Honorary Members shall receive such privileges as the Branch may wish to confer according to the Branch's rules.

In respect of the Association, Branch Honorary members will not receive copies of the Association's publication *"NZ Hunting & Wildlife*", and are only eligible to participate in National Competitions and activities. Branch Honorary Members are not entitled to vote or hold office. Branch Honorary Members will not be included in the Branch returns for voting purposes

(h) **Endowment Life members** are persons who paid a subscription to the Association to provide for remainder of life membership. 'Endowment Life' members automatically become members of their nearest Branch or, if residing outside of New Zealand, the Direct Branch. The National Office will distribute the Association's publication, *"NZ Hunting & Wildlife",* and will issue membership cards as soon as practical after the beginning of each financial year. The Association must remit the applicable annual Branch capitation amount to the relevant Branch. Endowment Life

members will be included in the Branch returns for voting purposes as if a senior member.

(i) **Affiliate members** are persons who are already full members of a Branch under another class of membership and who apply to be an 'affiliate' of an additional Branch or Branches according to the rules of that Branch, which will then grant the affiliate full privileges as if they were a full member of that Branch. Affiliate members are included in the Branch return of their primary Branch only (and not their affiliated Branch(es)) for voting purposes.

(j) **Family members** are the partner, child or grandchild, child or grandchild of the partner, or sibling, of another class of member (the ***full member***):

(i) Children, siblings and grandchildren must be younger than 18 at the commencement of the financial year for the relevant Branch.
(ii) Family members may participate in 'National Competitions' and activities.
(iii) Family members do not receive printed copies of "*NZ Hunting & Wildlife*" or other National publications or circulars.
(iv) Family members are not subject to paying National levies.
(v) Family members are not included in Branch returns for voting purposes, but are returned as Family members.
(vi) Family members have no voting rights and may not become an officer of a Branch or the Association.
(vii) Applications for Family membership must be submitted by the relevant full member and made on the standard NZDA membership application form.
(viii) Family members may transfer to full membership on payment of the balance of the full membership fee.
(ix) Should the full member who proposed the Family member cease to be a financial member then the family membership automatically terminates. In the event of the death of the full member, Branches at their discretion may allow Family membership to continue.

(k) **Associate Members** will not receive copies of "*NZ Hunting & Wildlife"*, may not participate in National Competitions and activities, and are not entitled to vote or receive the benefit of insurance cover. Associate Members shall receive such privileges as their Branch may wish to grant them according to their own rules but shall not hold office in the Branch, or be elected in office at **NZDA Board**.

(l) **Affiliated clubs and organisations** are those bodies that meet the criteria as set out in Rule 6 of the Association.

7.10 A member automatically ceases to be a member of a Branch if expelled from the Association and vice versa.

7.11 Any question arising between any applicant for membership and the Association or any of its Branches as to whether such person is or is not eligible for membership may be referred to the **NZDA Board** whose decision shall be final.

7.12 Any member whose subscription is in arrears and who continues to be in arrears after 3 calendar months shall, but following the completion of any process detailed in the relevant Branch's constitution, if any, from such date cease to be a member of the Association.

7.13 The Association shall keep a register of members (the "**Register**"), which must contain each members':

(a) name;

(b) date of birth;

(c) gender;

(d) ethnicity;

(e) class of membership;

(f) contact details - address, phone number, and email address;

(g) Branch(es) joined; and

(h) date of joining.

Information in the Register shall not be released to any other person or organisation except as required by law or agreed by the **NZDA Board**. A Branch may also keep and maintain a register of its members.

## 8 DISPUTES AND APPEALS

8.1 Where any member is aggrieved by, or disputes a decision of:

(a) their Branch Executive; or

(b) a general meeting of the members of their Branch,

the member may appeal the decision to the Appeal Committee (as defined below), subject to Rule 8.2.

8.2 Where the rules or by-laws of a Branch provide for a right of appeal for decisions then that process must have been completed prior to appealing to the Association under this Rule 8.

8.3 Following receipt of a written request for an appeal of a final Branch decision, the National Secretary will promptly refer the matter in dispute to an appeal committee formed of no less than 3 members of the **NZDA Board** (the "**Appeal Committee**"), none being from the relevant

Branch. The Appeal Committee will fix a date (which must be as soon as reasonably practicable) for the hearing and notify the parties, the National Secretary, and the relevant Branch Secretary.

8.4 The appeal shall be by way of a hearing and the Appeal Committee shall hear the facts and be presented with all relevant evidence (which may be oral or in writing).

8.5 The member is entitled to plead and give evidence. An officer of the Branch is entitled to give evidence to explain the basis of the decision of the Branch and Branch's applicable policy. The National Secretary, the Chief Executive or a member of the **NZDA Board** may give evidence as to the Association's applicable policy on the subject matter. The Appeal Committee may also call or consider such other evidence, documented or otherwise which it considers relevant.

8.6 The decision of the Appeal Committee must be in writing containing reasons and delivered to the **NZDA Board**, the Branch and the member.

8.7 The Appeal Committee's decision is final and binding.

## 9 SUBSCRIPTIONS AND LEVIES

9.1 *Fees*: Each member must pay the applicable annual membership fee for their class of membership (the "**annual subscription fee**"). The annual fee comprises of:

(a) the Association component, as set at Conference or annual general meeting of the Association (the "**capitation**");

(b) the relevant Branch's component, as set pursuant to the Branch's rules and constitution, (the "**subscription**"); and

(c) any levies imposed in accordance with this Constitution.

9.2 New members may pay an initial annual membership fee for their first year of membership adjusted by reference to the month of application (inclusive of that month) calculated using the Association's financial year. Levies will not be adjusted or apportioned.

9.3 At a general meeting or Conference the annual capitation shall be set, and all Branches and members must be promptly notified of the rate of the capitation payable to the Association out of annual subscription fees received by the Association or Branches, as applicable, from its members for the 12 months commencing on the 1st of March following Conference or general meeting.

9.4 The financial year of the Association shall end on the last day of February each year.

9.5 The financial year of Branches shall be fixed by the Branches, but to the extent practicable should end on the last day of February each year.

9.6 *Levies*: Delegates or eligible persons at a general meeting may vote to impose a levy or levies for any general or special purpose which shall be binding on all Branches and members, provided it is approved by a vote of 2/3rds of Delegates in attendance.

9.7 The **NZDA Board** has the power, in its sole discretion and opinion, to impose a mandatory levy on each Branch in case of extreme emergency and importance to the Association. The levy (or if more than one levy is raised, the aggregate of all levies for a financial year) must not exceed 20% of capitation in any financial year for every financial member of the Association as at the date of imposing the mandatory levy or levies.

9.8 All levies are payable (either in full or by instalment, if directed) to the Association on the day fixed for payment by the **NZDA Board**.

9.9 The **NZDA Board** may on such grounds as it thinks fit remit the whole or any part of any capitation fee or levy, or grant further time for payment thereof (or part thereof).

9.10 *Receipt, notice, and reconciliation of subs*: Branches will receive from the Association their applicable Branch subscription component of the annual subscription fee or may (after payment to the Association of the amount of due capitation fees) retain the balance of the amount of annual subscription fees received by them for their own use respectively.

9.11 If the Branch subscription fee is not fixed in respect of any financial year and, if applicable, not notified to the Association, the rate will remain unchanged.

9.12 Branches that are not using the Centralised Administration System and that administer their own annual subscription fees of their members, must on receiving subscriptions for any financial year credit the Association in its books of account with the amount of the capitation fees payable out of the annual subscription fees, at the rate fixed for the year, and the credit shall remain until the Association receives payment from the Branch.

9.13 If annual subscription fees are received by a Branch before the capitation fee has been fixed the Branch shall credit the Association with an amount equivalent to the capitation fee at the rate last fixed. Any necessary adjustment shall be made in its books when the capitation fee is notified to Branches and members during the current financial year.

9.14 A Branch, on receiving any arrears of subscriptions, must pay to the Association the amount of the capitation fee payable out of such arrears at the appropriate rate or rates for the financial year or years in respect of which the arrears were owed.

9.15 Branches not on the Centralised Administration System must on the 15th day following the close of each quarterly period, calculated from the end of the financial year of the Branch, pay to the Association the total amount of the capitation fees payable out of subscriptions received by it

for the then previous quarter so that the total amount payable to the Association equals the total number of financial members (excluding Honorary members) appearing on the register of members.

9.16 Branches using the Centralised Administration System will receive an invoice for the capitation fee in respect of Honorary Branch members and Branch Life members, according to their class of membership (i.e. Senior or Superannuant).

9.17 *Reporting*: Each Branch must, by no later than the 15th day following its annual general meeting, deliver to the Association a copy of its annual report and annual financial accounts.

9.18 Branches not using the Centralised Administration System must, by no later than 15 April each year, forward to the Association a return detailing its members as at 28 February of each year. The report must:

(a) identify the membership class of all Branch members;

(b) show the total number of members in each category gained and lost during that year; and

(c) detail the actual subscription received from each class of member for that financial year.

9.19 *Unfinancial Branches*: A Branch that is 3 calendar months in arrears is be deemed to be "unfinancial". For so long is a Branch is unfinancial its officers and Delegates are not entitled to take part in any proceedings or exercise any voting power at any general meeting or Conference.

## 10 CONFERENCES AND GENERAL MEETINGS

10.1 General meetings and Conferences are subject to the terms of the following provisions. The annual general meeting of the Association is known as the Association's "**Conference**". The **NZDA Board** may hold separate annual general meetings and conferences during a year at its discretion.

10.2 The annual general meeting of the Association must be held each year following the Association's financial year end (i.e. the last day of February) by no later than the month of July.

10.3 A general meeting may be held by a quorum:

(a) being assembled together at the place, date and time appointed for the meeting; or

(b) participating in the meeting by means of audio, audio and visual, or electronic communication; or

(c) by a combination of both of the methods described in paragraphs (a) and (b).

10.4 A Committee and any Branch may bring matters or questions forward for discussion by way of remit or notice of motion in accordance with this Rule 10.

10.5 Any person desiring to table matters or questions for discussion must give 63 days' notice in writing to the Association.

10.6 The National Secretary or Chief Executive must, at least 28 days prior to Conference or a general meeting, send to all Branches an agenda setting out the matters to be considered, including all reports from committees appointed by a general meeting or **NZDA Board** to be considered at Conference or a general meeting, and these shall be taken as read. This document is referred to as the "**Conference Handbook**".

10.7 Unless a matter has been notified to Branches at least 28 days prior to the general meeting then it may not be put to a vote, except as a recommendation to the **NZDA Board**, unless the Chair of the meeting reasonably determines that:

(a) the matter is not contentious; or

(b) although the time limit may not have been strictly observed, nevertheless, all Branches have had an opportunity to properly consider the matter.

10.8 Matters are either a "**Notice of Motion**" or "**Remit**" and are subject to the following categories and corresponding voting thresholds:

(a) (**Notices of Motion**):

(i) any proposed amendments or changes to the Constitution; or

(ii) relating to policy, rules or guideline matters, or when a matter arises at a general meeting which would reverse or substantially alter a policy, rule or any National Competition Rule,

must be passed by 2/3$^{rds}$ of eligible voters present; and

(b) (**Remits**): relate to internal Association administration, which includes a direction or a course of action recommended to the **NZDA Board**, must be passed by a simple majority of eligible voters present.

10.9 Any changes to these Rules or the National Competition Rules will take effect the following year (i.e. on and from 1 March).

10.10 The business transacted shall be to:

(a) receive the annual report, audited balance sheet, and statement of accounts, for the preceding financial year, together with the Auditor's report.

(b) receive a budget detailing an estimate of the income and expenditure for the current financial year of the Association.

(c) set the capitation amount for the following financial year.

(d) appoint an Honorary Auditor and Honorary Solicitor, each of the Association.

(e) discuss Competitive Shooting matters of a technical nature. The **NZDA Board** will determine if a question put is technical or non-technical. If adjudged technical, the matter may be discussed, with the National Shooting Committee referred to for its recommendations. Non-technical matters will be determined by the National Shooting Committee.

(f) elect the Patron of the Association.

(g) elect the Officers of the Association.

(h) induct the newly appointed Officers to their respective offices.

(i) announce national competition trophies and awards and award a keepsake trophy to competition winners. Should the winner of an award, trophy or cup wish to hold the original, which ordinarily resides at the Association's national office, the trophy or cup will be forwarded to the recipient, at the expense of the recipient, unless the recipient's Branch delegate is present and can take possession on the recipient's behalf. The recipient, at the expense of the recipient, is responsible for returning the trophy or cup by no later than 1 month prior to the next Conference or general meeting.

The business may be transacted in any order save that inductions of the new Officers of the Association will be the last business dealt with at Conference or general meeting.

10.11 *Special general meetings*: A special general meeting may be called and convened by the **NZDA Board** whenever it thinks fit.

10.12 A special general meeting shall be called and convened by the National Secretary upon receipt of a requisition in writing signed by or on behalf of Branches having the combined voting strength of at least 1/4 of the voting strength of all Branches as detailed in the preceding year's Conference Handbook.

10.13 A requisition must specify the purpose for the special general meeting. and be accompanied by a certificate signed by the President and Secretary of all requisitioning Branches certifying the requisition was approved at a properly convened meeting of the relevant Branch Executives or meeting of members at a date stated on the certificate of which prior notice of at least 7 days of the proposal to submit a requisition had been given.

10.14 If the National Secretary fails within 14 days of receipt of a valid requisition to call a special general meeting within 1 month of the date of delivery of the requisition, then the requisitionists (or a majority of them) may convene the special general meeting. The meeting shall be held not later than 3 months after the date of receipt of the requisition.

10.15 Fourteen days' notice specifying the place, day and time of a special general meeting and its purpose must be given in writing to every Branch and member, but if that notice is not given through mistake or oversight the proceeding shall not be deemed invalid.

10.16 The business to be transacted at a special general meeting may only be that referred to in the requisition or, if called by the **NZDA Board**, the notice.

10.17 *Rights to vote and speak; proxies*: Unless invited, only the following persons are entitled to be present, speak, and vote at general meetings:

(a) the **NZDA Board**;

(b) Delegates from financial Branches; and

(c) any National Life Member or National Past President of the Association present,

and the following persons are entitled to be present and speak, but not vote:

(d) any Observers of a Branch;

(e) the National Secretary;

(f) the Chief Executive;

(g) the Auditor;

(h) any invited guests; and

(i) the Association's Honorary Solicitor and Honorary Auditor.

10.18 If a person is unable to attend, they may have a proxy vote entrusted to a financial Branch or financial member attending the meeting. The prescribed proxy form available from the National Secretary must be used and in possession of the proxy, which allows the proxy to vote on the subject matter **and recite a signed statement from the person who is unable to attend in respect to a specific Remit, Notice of Motion and Election of Officers.**

10.19 The name of the Branch and its proxy must be advised in writing to the National Secretary and verified prior to the commencement of the meeting.

10.20 A Delegate may represent more than one Branch and holds the aggregate number of votes of the total financial members of the Branches represented.

10.21 The instrument appointing a proxy shall be in substantively the following form:

| |
|---|
| I/We…….of……., being a **NZDA Board**/Branch President /National Life Member/Past National President/Hon Solicitor or Hon Auditor, hereby appoint…….of……., or failing him/her,……..of……., as my/our proxy to vote for me/us on my/our behalf (at the Conference or Annual General or Extraordinary/Special General Meeting, as the case may be) General Meeting of the Association to be held on the …..day of……..20…<br><br>Signed:..... this……..day of…….20.. |

10.22 *Delegates*: Each Branch is entitled to nominate one delegate to attend Conference or a general meeting (the "**Delegate**"). The delegate must be a financial member of the Association.

10.23 A delegate holds one vote for every 20 financial Senior, Endowment Life, Superannuant, Student and Branch Life Members (or part thereof), calculated as at the most recent financial year end of the Association. A delegate representing 2 or more Branches shall have the aggregate number of votes based on the above formula for each Branch represented.

10.24 *Observers*: A Branch may elect and send, at its own expense, up to 5 associate delegates to support their Branch delegate (called "**Observers**"). Observers may attend and speak but have no vote.

10.25 *Members*: It shall be the option of the relevant Chair of a Committee whether or not any members can attend a committee meeting. Members may speak with the consent of the Chair but not vote.

10.26 *Other invitees:* The **NZDA Board** may invite guests from bodies associated with the Association to attend. Such delegates may speak but not vote, except by the unanimous consent of those in attendance.

## 11 PROCEDURE AT CONFERENCE AND GENERAL MEETINGS

11.1 Any question submitted will be decided in the first instance on the voices or by a show of hands unless a poll is demanded by the Chair or at least 3 persons present, and entitled to vote, a declaration by the Chair as to the result and an entry to that effect in the books of the Association shall be conclusive evidence of the fact.

11.2 If a poll is demanded it shall be taken in such manner and at such time and place as the Chair may direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand of a poll may be withdrawn. The demand of a poll shall not prevent the continuance of the meeting for the transaction of

any business other than the question on which the poll has been demanded.

11.3 On a show of hands of delegates any person entitled to vote shall have one vote but on a poll the number of votes of a delegate is calculated in accordance with Rule 10.23. The Chair of any meeting shall have both a deliberate and casting vote.

11.4 After a motion has been moved and seconded every delegate recognised by the Chair will immediately declare whether they intend to argue for or against the question under discussion. Where 2 speakers have spoken consecutively, either for or against any motion, and there is no speaker on the floor wanting to take the opposite view, the right of reply may be exercised and the motion put.

## 12 QUORUM AT GENERAL MEETINGS

12.1 No business shall be transacted at any Conference or general meeting unless a quorum is present at the time when the meeting proceeds to business.

12.2 A quorum is:

(a) 1/4 of the members of the **NZDA Board**; plus

(b) 1/4 of the delegates representing Branches entitled to be present.

12.3 If within half an hour from the time appointed for a general meeting a quorum is not present then the meeting is adjourned to the next day at the same place and time and the persons present at the adjourned meeting may transact any business as if they constituted a quorum.

## 13 ADJOURNMENT OF MEETINGS

The Chair of a meeting, whether general meeting, Conference, Committee or a meeting of the **NZDA Board**, may with the consent of the meeting adjourn the meeting from place to place and from time to time. No business may be transacted at an adjourned meeting other than unfinished business.

## 14 OFFICERS OF THE ASSOCIATION – NZDA BOARD

14.1 The officers of the Association are:

(a) the National President;

(b) the Immediate Past National President, for a period of 1 year after ceasing to be the National President;

(c) the National Vice President;

(d) two **NZDA Board** members from the North Island;

(e) two **NZDA Board** members from the South Island;

(f) each Appointed Officer pursuant to Rule 14.13; and

(g) the National Treasurer,

each of whom, except for the Immediate Past National President and each Appointed Officer, must be elected at Conference or an annual general meeting, the "**NZDA Board**". For the avoidance of doubt, the Chief Executive is not on the **NZDA Board**.

14.2 Other than each Appointed Officer (who is appointed to the **NZDA Board** for their independence and/or expertise), to qualify for election as an officer of the Association each elected member of the **NZDA Board** must satisfy all qualifying criteria under the Act, be a "financial" member of the Association, and must hold or have previously held a duly elected position(s) of:

(a) Branch President;

(b) Branch Vice President;

(c) Branch Secretary; or

(d) Branch Treasurer,

for a period of no less than twelve months.

14.3 *Conflicts of interest:* Each member of the **NZDA Board** is required to declare all conflicts of interest (real or perceived) and to abstain from voting on matters that may affect the outcome of any decisions due to such conflicts. This principle will also apply to nominees to the **NZDA Board** prior to their election.

14.4 The procedure for the election of the **NZDA Board** members required to be elected is:

(a) National Secretary acts as 'Returning Officer'.

(b) The National Secretary will, no later than 3 months prior to the date of the meeting, call for nominations from all Branches for each of the offices for the ensuing year. Nominations must be in writing, consented to by the nominee, and delivered to the National Secretary by no later than 1 month before the date of the meeting. In the event of more nominations being received than there are offices to be filled a ballot or ballots shall be conducted at the meeting.

(c) Officer election ballots are conducted on the preferential system of voting and the delegates of each Branch are entitled to the number of votes conferred by Rule 10.23.

(d) If, after a ballot, 2 or more nominees receive an equal number of votes the election shall be decided by lot.

(e) If insufficient nominees are received to fill all offices of the **NZDA Board**, those present may, by a vote of 4/5$^{ths}$ of eligible voters, decide to waive the requirements relating to nominations contained in paragraph (b) above and accept oral nominations from the floor.

(f) Every member of the **NZDA Board** required to be elected, unless not standing for re-election, is deemed to be duly nominated for re-election. A member may be nominated for more than one office but may not hold more than one office.

14.5 *Order*: The offices must be filled in the following order, namely:

(a) first, National President;

(b) second, National Vice President;

(c) third, South Island and North Island officers; and

(d) last, National Treasurer.

14.6 If a member is nominated for more than one office, the first office which they are elected to is their office and their nomination is removed from subsequent officer elections.

14.7 The immediately past National President is, on the conclusion of their term in office as National President, ex-officio, the Immediate Past National President. Tenure of National Immediate Past Present is limited to 1 year, after which they cease to be on the **NZDA Board**.

14.8 Each member of the **NZDA Board** holds office until the conclusion of the next annual general meeting or Conference following their respective appointment.

14.9 Each member of the **NZDA Board** shall ipso facto cease to hold office if they die, resign or, if a member, cease to be a member of the Association, or if the Association, by resolution passed at a special

general meeting, removes them prior to the expiration of their time in office.

14.10 *Appointment of National Secretary*: The National Secretary is appointed by, and holds office at the pleasure of, the **NZDA Board**, which shall define the duties, fix remuneration and decide the conditions of their appointment.

14.11 Nothing in these rules prevent the offices of National Treasurer and of National Secretary being held by the same person. The Common Seal of the Association may only be fixed by the officer in capacity as National Secretary and not otherwise.

14.12 The National President shall ex-officio be Chair of the **NZDA Board** but the **NZDA Board** may elect its own Chair in the absence of the National President at a meeting or when the National President declines to act as Chair of a meeting.

14.13 *Appointed officers to the **NZDA Board***: The **NZDA Board** may add to its number by appointment, such additional officers are "**Appointed Officers**", following an assessment and determination that additional expertise is required on the **NZDA Board**. Appointed Officers may be independent officers and do not need to be members of the Association.

14.14 Applications for Appointed Officers may be advertised and, if so, applications shall be received by the National Secretary. Following assessment of applicants, and if necessary considering further information obtained from the applicants, the **NZDA Board** may appoint the Appointed Officer(s) to the **NZDA Board**.

14.15 No more than 3 Appointed Officers shall hold office at any one time. No Appointed Officer may remain in office for a period of more than 2.5 years.

14.16 Appointed Officers shall only hold office until the conclusion of the general meeting or Conference following their date of appointment, unless their tenor of appointment finishes sooner in accordance with its terms, provided that the incoming elected **NZDA Board** may continue an Appointed Officer's appointment, at its discretion, without the need to follow an appointment process at Rule 14.14 above.

14.17 Each Appointed Officer is entitled to attend and vote at general meetings and meetings of the **NZDA Board** and may exercise all other powers and rights of, and as, a **NZDA Board** member.

## 15 FUNCTIONS OF THE NZDA BOARD

15.1 The **NZDA Board** is charged with the full administration of the affairs and business of the Association.

15.2 The **NZDA Board** has the power to employ (and dismiss) and to delegate any powers and authority to, the Chief Executive.

15.3 All paid staff of the Association shall be appointed, controlled and dismissed by the Chief Executive or, if there is no Chief Executive, the **NZDA Board**. The **NZDA Board** must approve certain matters regarding paid staff, including the roles. The **NZDA Board** can provide input on the duties, remuneration and advise on the conditions of employment of all staff, but it is the Chief Executive that is responsible for such matters in accordance with Rule 21.

15.4 The **NZDA Board** may propose by-laws, regulations and standing orders from time to time which are not inconsistent with this Constitution. A draft must be circulated to all Branches by 2 special notices at separate dates over a 30 day period. Branches must be given 60 days to respond any proposal. A proposal is passed by 2/3$^{rds}$ of the voting strength of Branches. A minimum of 1/2 of the total number of Branches must respond to the proposal before it can be actioned. The **NZDA Board** shall then draft and implement the approved by-laws, regulations or standing orders, as applicable. The **NZDA Board** must notify the outcome of all proposals and, if approved, a proposal comes into force immediately.

15.5 *Meetings*: Meetings of the **NZDA Board** shall be held from time to time as may be determined by a resolution of the **NZDA Board** or on a notice by the Chief Executive, National Secretary or National President but must be held no less than quarterly each year.

15.6 A meeting of the **NZDA Board** may be held either:

(a) by a number of **NZDA Board**s who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or

(b) by means of audio, or audio and visual, communication by which a quorum of **NZDA Board**s participating can simultaneously hear each other throughout the meeting.

15.7 *Quorum*:

(a) No business shall be transacted at any meeting unless a quorum is present.

(b) A quorum of the **NZDA Board** is 4 members.

15.8 *Votes*: At meetings of the **NZDA Board** each member shall have 1 vote but the Chairman shall have both a deliberate and casting vote.

15.9 The **NZDA Board** may invite members of the Association to attend meetings of the **NZDA Board**. Such members may speak but not vote.

15.10 A member of the **NZDA Board** absent from 3 consecutive meetings without the consent of the **NZDA Board** shall ipso facto vacate office.

15.11 The **NZDA Board** shall, as a matter of course, provide three quarterly summary reports to all branches (i.e. other than year-end), Past National Presidents and National Life Members, containing the following:

(a) The latest approved minutes of previous **NZDA Board** meeting(s);

(b) Bank balance as at the end of the quarter for each of all accounts;

(c) A quarterly financial report comparing financial performance against budget.

## 16 COMMITTEES

16.1 The **NZDA Board** may establish or appoint committees and sub-committees from time to time, or disestablish the same, the members of which need not be members of the **NZDA Board**, for any purpose within the powers of the **NZDA Board** apart from internal administration and governance of the Association.

16.2 The National President is ex-officio a member of all committees and sub-committees. The Chief Executive may attend or facilitate committee meetings.

16.3 The **NZDA Board** may establish, maintain and disestablish the following Committees:

(a) Antler, Horn and Tusk judges Committee;

(b) Shooting Committee;

(c) HUNTS Course Committee;

(d) Access Committee;

(e) Conference Committee;

(f) Herds of Special Interest Committee – to form species sub-committees;

(g) NZDA Huts and Facilities Committee;

(h) Police and Firearms Liaison Committee;

(i) Tahr Committee (DOC Liaison Group & Tahr Foundation); and

(j) any other Committee from time to time.

16.4 The **NZDA Board** must call for nominations for all committees and sub-committees every second year after establishment of a committee or sub-committee from all Branches of the Association.

16.5 A quorum for meetings of committees and sub-committees is a majority of the appointed members.

16.6 The **NZDA Board** will ensure that one of its number is appointed to the Deerstalkers House 'building advisory committee' in accordance with the Partnership Deed for the New Zealand Deerstalkers Limited Partnership (being the partnership with the NZDA National Heritage Trust and NZDA (Wellington Branch) Inc., as owners of Deerstalkers' House).

## 17 EXPENSES OF THE NZDA BOARD AND COMMITEEE MEMBERS

17.1 All expenses of **NZDA Board** members reasonably incurred in the performance of Association business shall be reimbursed.

17.2 All pre-approved expenses by the **NZDA Board** of Committee members incurred in the performance of Association business shall be reimbursed.

## 18 INDEMNITY OF OFFICERS

The **NZDA Board** and all officers of Association shall be indemnified by the Association from all losses, damages and expenses (other than such as may arise out of the death of such officer or legal costs incurred by them in or about the discharge of their respective duties, except that which happens as a result of their own respective neglect or act contrary to this Constitution).

## 19 CASUAL VACANCIES IN THE NZDA BOARD

Casual vacancies on the **NZDA Board** may be filled by appointment by the **NZDA Board** provided that should a vacancy occur of a representative of the North Island or South Island then the appointee must be a resident of the appropriate Island.

## 20 MINUTES

The **NZDA Board** shall cause minutes to be entered in the books provided for the purpose:

(a) of the appointment of all officers and members of the **NZDA Board**;

(b) of the appointment of all persons appointed to the committees and sub-committees of the **NZDA Board**;

(c) the names of members of the **NZDA Board** and Delegates (specifying Branch) present;

(d) the names of all persons present at **NZDA Board** committee or sub-committee meetings; and

(e) of all resolutions and proceedings of all conferences and meetings of **NZDA Board** committees or sub-committees.

## 21 CHIEF EXECUTIVE

21.1 The **NZDA Board** shall employ, and may dismiss, a Chief Executive on such terms and at such remuneration, as the **NZDA Board** shall decide.

21.2 The Chief Executive shall perform all the duties usual and appropriate to the office, including the employment and management of employees of the Association, and shall attend to all the instructions of the **NZDA Board**.

21.3 The Chief Executive may attend all open meetings of the **NZDA Board** and, on invitation, closed meetings of the **NZDA Board**.

## 22 COMMON SEAL

The Association must have a Common Seal, which shall be kept in the custody and control of the National Secretary. If the Common Seal is required to be affixed to any deed, document or writing or other instrument, it will be affixed pursuant to a resolution of the **NZDA Board** by any one of:

(a) the National President;

(b) the Immediate Past National President;

(c) the National Vice President; or

(d) the National Treasurer;

and

(e) the National Secretary; or

(f) if the National Secretary is not available, three members of the **NZDA Board**.

## 23 INVESTMENT OF FUNDS

23.1 The Association is empowered to invest any moneys of the Association not required for immediate use in the following manner, on:

(a) any investment approved at a general meeting or Conference;

(b) any form of security or investment which is or may be approved for trustees under any Public Act of New Zealand;

(c) real securities in New Zealand provided that the amount advanced shall not exceed the amount recommended by the Association valuer or financial advisor, such amount not being more than two-thirds of the value placed on the whole security by the valuer or financial advisor; and

(d) deposit either at interest or on current account held with the Association's Bank,

and any such investments may be varied from time to time.

23.2 The **NZDA Board** may retain in its original form any gift or bequest which may not be in the form of a security approved for trustees or otherwise not expressly contemplated by this Rule 23.

## 24 BORROWING MONEY

24.1 The **NZDA Board** shall have power:

(a) if approved by a general meeting or Conference, to borrow or raise money and/or grant security (by way of mortgage, charge or other security interest) to secure the payment of any money owing by the Association or the satisfaction or performance of any obligation or liability incurred or undertaken by the Association in such manner as the Association resolved; and

(b) at any time deemed necessary by the **NZDA Board**, to borrow or raise monies and grant security (by way of mortgage, charge or other security interest) to secure the payment of that money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Association up to a limit equal to 100% of such amount certified by the Association's auditor standing to the credit of the 'Capital Fund' in the books of the Association.

24.2 The **NZDA Board** may purchase, redeem or pay off such debt, security or securities.

## 25 GENERAL POWERS

To achieve its objects and purpose, the Association is empowered to:

(a) carry on any business not inconsistent with the Association's purpose and objects;

(b) undertake and execute any trusts;

(c) purchase, take or lease, or exchange, hire or otherwise acquire any real or personal property and any rights or privileges;

(d) acquire or obtain from or make any arrangements with any Governments, (Supreme, Municipal, Local or other), any Company, any Body Corporate or any person for any authority, right, privilege, concession, contract or charter, and to accept, make payment under, carry out, exercise and comply with any such arrangements, authority, right, privilege, concession, contract or charter;

(e) affiliate with any Society, Body or Association, having similar objects or to join or co-operate with or subscribe to the funds of any such Society, Body or Association;

(f) diffuse information on all matters affecting deerstalkers and other sportsmen and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to the objects of the Association;

(g) bring and defend any legal action;

(h) accept and administer or reject any legacy or bequest, or gift, whether or not such legacy, bequest or gift is offered with or entails conditions;

(i) sell, lease, exchange, bail, grant licences in respect of or otherwise deal with or dispose of the Association's undertakings or any part thereof or of any property or interest in any property rights, concessions or privileges belonging to the Association either together or in portions to any firm, person or company or to any Government (Supreme, Municipal, Local or other) for such consideration or premium or upon such terms as the Association or **NZDA Board** think fit;

(j) hire and employ people;

(k) establish, construct, maintain, alter, improve, enlarge, pull down, remove or replace, manage or carry on and control any facilities, buildings or works; and

(l) do such other things incidental or conducive to the attainment of the above or to exercise of any of those powers.

## 26 AUDITOR

An Auditor, who is a member of the Institute of Chartered Accountants and who does not need to be a member of the Association (but may be), must be appointed at each annual general meeting. The annual financial accounts of the Association must be audited. The report of the auditor must be presented at the annual general meeting following the end of the financial year.

## 27 ACCOUNTS AND AUTHORISATION OF PAYMENTS

27.1 The **NZDA Board** must keep true accounts of all:

(a) moneys received and expended by the Association together with full supporting records; and

(b) assets, credits and liabilities of the Association with all documents, titles, mortgages, charges and securities of every description affecting the assets, property or liabilities of the Association.

27.2 The books of account must be kept at the office of the Association and shall be open to inspection by the Auditor, and members of the **NZDA Board** at all times, and to representatives appointed by Branches at such reasonable times and places as the **NZDA Board** may appoint.

27.3 The National Treasurer must, from time to time, ensure that this Rule 27 is complied with and can require the accounts be kept in such a form or that such subsidiary records are kept as will enable the National Treasurer to present the accounts from time to time to the **NZDA Board** and provide an accurate and up-to-date explanation of the finances of the Association.

27.4 All moneys received by the Association must be paid into a reputable bank to be appointed by the **NZDA Board**.

27.5 Cheques and electronic funds transfers shall be endorsed by the Chief Executive or the Treasurer and the National Secretary or any other member of the **NZDA Board**. All payments not in the ordinary course of the business or day-to-day operation of the Association must be authorised by the **NZDA Board**.

27.6 Payments by cheque must be signed by any two authorised signatories of which one must be the National Treasurer or the National Secretary, and electronic funds transfers must by authorised in the corresponding manner.

27.7 Monies held in the Shooting Account are strictly for shooting and not to be used for any other purpose. Funds are to cover the expenses of international entry fees, coaching, advertising, purchasing of medals, targets and shooting committee expenses.

## 28 RETURNS

The National Secretary and Chief Executive shall, by the time required by the Incorporated Societies' registrar, lodge all returns, statements and certificates required by Section 23 of the Act.

## 29 WINDING UP – LIQUIDATION AND DISSOLUTION

29.1 The procedure to voluntarily wind up and liquidate the Association must be carried out in accordance with Section 24 of the Act. Prior to commencing such proceedings a general meeting of members must be called by the **NZDA Board**. Notice of the meeting must be given to Branch Secretaries and all members 14 days prior to the proposed meeting date. The purpose of the meeting is solely to put the question of liquidation to the members, and only then can the Section 24 procedure commence. The rule regarding notification by Branches of their delegates does not apply.

29.2 If on dissolution of the Association there remains, after the satisfaction of all its liabilities any property whatsoever, assets then such assets must not be paid to or distributed among members of the Association,

but given to a Charitable Institution or Society having similar objects to the Association. The Charitable Institution or Society will be determined by a majority of the members present in person at the general meeting (to be held according to the Rules of the Association) at or before winding up or dissolution. If members cannot decide then assets will be distributed as determined by a judge of the High Court of New Zealand.

## 30 MEMBERSHIP CARDS AND BADGES

30.1 The Association will issue membership cards to members. Branches may not issue separate membership cards to their members.

30.2 Membership cards will be issued, as soon as practicable, to new members and, thereafter, each year following payment by a member of the applicable annual membership fee.

30.3 There may be an Association 'badge', which must be registered and protected. Every such badge shall be manufactured, owned and issued only under instructions of the **NZDA Board** and shall always remain the property of the Association.

30.4 The Association may recall any badge or membership card improperly used.

30.5 The **NZDA Board** shall from time to time fix the costs of replacements of any Association badge or membership card, which may be lost and shall decide the conditions under which a new badge or membership card may be issued.

30.6 At the discretion of the Committee of the Branch, the badge on issue to a deceased member of such Branch may be retained by the next-of-kin but the badge may not under any circumstances be worn.

30.7 No badge or membership card shall be retained by any member who is unfinancial with his/her Branch or by any person who ceases to be a member of the Association.

30.8 If any Branch passes a resolution for winding up or is dissolved, all unissued badges in its possession or in the possession of any person who was a member of the Branch must be returned to the Association, unless such person transfers to another Branch.

30.9 All Branches acknowledge and must abide by following provisions:

(a) That membership cards, badges or any part of a badge shall be issued only on payment of subscription;

(b) once a member resigns or ceases to be a member or becomes unfinancial, on demand return any Association membership card or badge in their possession to the Association; and

(c) that any executive or committee member is empowered to call upon any person found wearing the badge or presenting a membership card to produce evidence of their authority to wear the badge or possess the membership card.

## 31 CHARITABLE PURPOSES AND PAYMENT TO MEMBERS

Nothing in this Constitution permits the Association to allow its funds or assets to be used for the pecuniary gain of any member or officer of the Association or person associated with a member or officer of the Association other than remuneration of reasonable payments made for services rendered to the Association and payments made in the ordinary course of employment.

## 32 ALTERATIONS AND AMENDMENTS

32.1 Subject to this Rule 32, the rules of the Association may be altered, added to or rescinded at a general meeting.

32.2 An alteration proposed by any Branch must be lodged with the National Secretary at the registered office of the Association on or before 5.00pm, 63 days before the date of the commencement of the next general meeting.

32.3 Twenty eight days' notice of the proposed alteration must be given all Branches, which details the purpose of the proposed alteration.

32.4 The resolution for alteration to the rules must be passed by 2/3$^{rds}$ of eligible persons present and voting at the general meeting or Conference.

32.5 Copies of the alteration shall be sent to every Branch and to the registrar for Incorporated Societies' in accordance with the Act.

32.6 Unless otherwise resolved, any amendment or alteration takes effect at the time set out at Rule 10.9.

## SCHEUDLE 1: DEFINED TERMS, GLOSSARY AND CONSTRUCTION

### Defined Terms:

In this Constitution and any other relevant policy, rule, other document of the Association (unless otherwise expressly defined):

**Act** means the Incorporated Societies Act 1908 (or any replacement legislation).

**Annual Membership Fee** means, for a class of member, in respect of a year, the aggregate of the Subscription, Capitation, and any Levies for that year and determined pursuant to this Constitution.

**Branch** has the meaning given at Rule 4, and **Branches** means all of the Branches of the Association.

**Branch Executive** means the officers collectively forming the committee, board, or executive, however so described, of a Branch.

**capitation** is that portion of Annual Membership Fees or subscriptions paid or payable by members (or on account of members by certain Branches) to the Association. For an Annual Membership Fee year, capitation is set at Conference or a general meeting.

**Centralised Membership Administration** means the administration of membership on behalf of a Branch by the Association.

**Chair** is the chairperson of a meeting.

**Code of Ethics** means the code of ethics of the Association.

**Committee** means a committee or sub-committee established by the Association in accordance with this Constitution.

**Conference** means the annual conference of the Association as defined at Rule 10, which is usually the Association's annual general meeting.

**Conference Handbook** has the meaning given at Rule 10.6.

**this Constitution** means this constitution as it may be altered from time to time in accordance with the Act;

**Cross breed** must be used in all Association correspondence when referring to red deer and wapiti that have interbred, as opposed to the term hybrid.

References to **deer** includes chamois and tahr.

**Feral** is the adjective with the meaning of wild or uncultivated.

**Feral range** is the geographical area usually associated with the natural spread of game animals categorised by species.

**Field Guidelines** means the field guidelines of the Association.

**Financial member** is a member who has paid the applicable annual membership fee for the current financial year.

**Game animal** is any animal hunted for its value as a trophy and/or its food value.

**general meeting** means a general meeting of the Association, either annual or special and includes Conference.

**Hybrid** is the offspring of different species, generally of the same genus.

**Levy** is the monies levied from Branches or members which must be approved at the annual general meeting each year to be paid by members for the specified purpose or imposed by the **NZDA Board** in accordance with this Constitution.

*A* **non-financial member** or **unfinancial member** is a member, for the relevant financial year, who has not paid the applicable annual membership fee in full.

**Person** means a natural person, a corporation sole, and a body of persons (whether corporate or un-incorporate).

**Policy** means any policy, rule, regulation or bylaw of the Association from time to time.

**Proxy** is a transfer of voting rights from one eligible person to another and the person that holds a proxy vote. A proxy transfer is restricted to voting only and limited to the matter detailed on the proxy form.

**Recreational feral game trophies** those trophies eligible for National Antler, Horn and Tusk Competitions.

**Recreational herd** is any group of game animals generally restricted to a defined geographical area.

**Recreational hunter** is a person engaged in recreational hunting and not for commercial or financial gain or employment.

**Recreational hunting** is the hunting activity of pursuing game animals by recreational hunters.

**registrar** means the Registrar of Incorporated Societies.

**Seal** means the common seal of the Association.

**sport** has the meaning given at Rule 3.2(a).

**Standing Orders** means the standing orders at Schedule 2.

**Subscription** is that portion of Annual Membership Fees or subscription paid or payable to (directly or indirectly) Branches by its members. For an Annual Membership Fee year, Branches set subscriptions in accordance with their Branch rules or constitution.

**Wild Game Animal** means all feral self-sustaining populations of game animals, whether these be from the acknowledged existing feral ranges of the animals or from new or satellite herds which have developed from natural spread, liberations or escapes.

***written*** or ***in writing*** in relation to words, figures and symbols includes all modes of presenting or reproducing those words, figures and symbols in a tangible and visible form.

**Nomenclature for New Zealand's deer species:**

| | |
|---|---|
| ***Red deer***, ***Sambar***, ***Rusa*** and ***Sika***: | stag, hind and calf |
| ***Fallow deer*** and ***Whitetailed deer***: | buck, doe and fawn |
| ***Wapiti*** and ***Moose***: | bull, cow and calf |
| ***Himalayan tahr***: | bull, nanny and kid |
| ***Alpine chamois***: | buck, doe and kid |

**Construction:**

In this Constitution:

1 Headings appear as a matter of convenience and do not affect the interpretation of this Constitution;

2 The singular includes the plural and vice versa, and words importing one gender include the other genders;

3 A reference to an enactment or any regulations is a reference to that enactment or those regulations as amended, or to any enactment or regulations substituted for that enactment or those regulations; and

4 All Schedules form part of this Constitution.

## SCHEDULE 2: STANDING ORDERS

The proceedings of all general meetings, Conferences and, to the extent applicable, meetings of the **NZDA Board**, committees, and sub-committees are governed by the following orders:

1 Delegates or members must assemble at the time and place notified. The National President will preside or, in the National President's absence, the National Vice-President.

2 The National Secretary will provide a list of names of persons entitled to be present and the number of votes each attendee is entitled to exercise.

3 The meeting shall sit on such days and at such times as it shall appoint and may also sit at such other times as it shall agree upon by separate resolution.

4 The meeting shall adjourn by its own resolution to such time and place as it shall think fit.

5 Except to the extent the Constitution expressly requires otherwise, any business (whether on the agenda or order paper or not) may be transacted at any meeting and, failing any decision of the chair to the contrary, shall be taken in the order in which it appears on the agenda or order paper. The meeting may resolve to alter the order.

6 Where the ruling of the Chair of the meeting is challenged, the challenge must be seconded. The member raising the challenge may speak and the Chair has a right of reply. The matter shall then be put to a vote without further debate. A challenge not seconded shall lapse.

7 The Chair may require any motion or amendment to a motion to be put in writing by the proposer. Every motion must be seconded before being debated and voted on. Every notice of motion must be written, signed by the proposer, and handed to the Chair for conveying to the meeting. Every motion (of which notice in writing has been given if required) shall (when subsequently moved at the meeting) be seconded before being further debated. After a notice of motion has been given, the terms may be altered by the proposer or may be withdrawn by the proposer, on leave being granted by the Chair without any dissenting voice.

8 A motion may be superseded by adjournment either on the motion "that this meeting now adjourn", or on notice being taken that a quorum is not present, or by the previous question, viz. –"That the question be not now put" being proposed and carried, or by amendment.

9 Every member shall obey the orders and rulings of the Chair. Any member may by motion object to or challenge any ruling of the Chair.

10 Any question of order that may arise in a debate shall be at once disposed of by the Chair.

11 The mover and seconder of a motion shall be allowed 5 minutes and 3 minutes, respectively, to address the meeting. Other members shall have 3 minutes to address the meeting. By leave of the Chair, a member who has already spoken may speak again for the purpose of clearing up a misunderstanding. Extra time may be allowed by a majority vote.

12 No motion or amendment to a motion may be proposed which is the same in substance as any motion, which, during the sitting, has been decided. A motion or amendment that is different in substance may be proposed.

13 The meeting shall have power to re-open any matter already decided upon and to rescind a resolution.

14 A member may move (or second) only one amendment to the same motion (or amendment) but may speak on a further amendment. A member who has moved or seconded an original motion may not move or second an amendment to it.

15 Motions and questions will be determined by a majority vote, unless expressly required to be passed by a different threshold in accordance with the Constitution.

16 A meeting may establish committees to deal with any separate subject or subjects. The committees can regulate their own meetings. At the time of establishment of each committee a convener shall be elected that must liaise with the meeting and coordinate the committee.

17 The Standing Orders may be suspended on a vote of 4/5$^{ths}$ of eligible persons present at the meeting.