

CONSTITUTION AND RULES
of the
UPPER CLUTHA AGRICULTURAL AND PASTORAL SOCIETY

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

**Adopted at the first General Annual Meeting of the Society held at Luggate on the
22nd day of November 1935 and as duly amended from time to time and by this
amended Constitution and Rules dated 11 September 2024**

NAME

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

DEFINITIONS

2. In this Constitution, unless the context otherwise requires, the following words and phrases have the following meanings:

Annual General Meeting means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the **Society's** activities and finances.

Board means the Society's governing body.

Chairperson means the Member responsible for chairing General Meetings, Special General Meetings, Annual General Meetings and Board meetings, and who provides leadership for the Society.

Committee means a committee ratified at the AGM.

Constitution means the rules in this document.

General Manager means the person appointed by the Board to carry out duties as described in this Constitution.

General Meeting' means either an Annual General Meeting or a Special General Meeting of the Members of the Society.

Honorary Life Member means a person appointed by the Board in accordance with clauses 9 – 11 of this Constitution.

Interested Member means a Member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

Interests Register means the register of interests of Officers, kept under this **Constitution** and as required by section 73 of the Incorporated Societies Act 2022.

Matter means:

- a. the Society's performance of its activities or exercise of its powers; or
- b. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a person who has paid the annual subscription to be a Member of the Society and has been properly admitted to the Society who has not ceased to be a Member of the Society.

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

Vice Chairperson means the Member elected or appointed to deputise in the absence of the Chairperson.

OBJECTS

3. The objects of the Society are as follows: -
 - (a) To promote the Agricultural and Pastoral Industry of New Zealand and more particularly of the Upper Clutha and surrounding districts.
 - (b) To promote and hold shows and exhibitions for the purpose of showing and exhibiting Agricultural and Pastoral produce live and dead stock, industrial horticultural and handicraft exhibits and all other exhibits and specimens on or connected with such industry as the Society shall think fit.
 - (c) To provide gardens and grounds and appliances for recreation and amusement.
 - (d) To purchase, take on, lease, exchange or otherwise acquire any real or personal property and any rights or privileges either necessary or convenient for any of the purposes of the Society and to build, erect, maintain, improve or alter any buildings, premises or works as may be required.
 - (e) To promote meetings, concerts and entertainments of every description for the benefit of the Upper Clutha region.
 - (f) To borrow or raise money by the issue of debentures or upon mortgage or charge of any real or personal property of the Society or without giving security.
 - (g) To promote the exploration and advancement of agricultural and pastoral ventures and technologies through the distribution of society funds through scholarships.
 - (h) To do all such other things as are identical or conducive to the attainment of the foregoing objects or any of them.

MEMBERSHIP

4. The Society shall consist of a Board (not to exceed 7 in number), Honorary Life Members, Ordinary Members and Life Members.
5. The numbers of Members are unlimited and classed into Ordinary Members and Life Members.
6. Any other person being of the age of sixteen years or over who desires to become a Member upon payment of an annual fee as set by the Board from time to time.
7. Anyone by applying for and being granted Membership confirms that they will abide by this Constitution and bylaws of the Society.
8. The Society shall keep a record of all Members including name, address and occupations and all Members are obliged to provide updated information to the Society on any change in circumstances or details.

HONORARY LIFE MEMBERSHIP

9. An Honorary Life Member of the Society shall be entitled to all the benefits and advantages to which a Member of the Society is entitled but shall not, except as provided by rule in this Constitution, be liable to pay any subscription, levy or contribution of any kind whatsoever to the Society nor shall he or she be liable for any subscription for the then current year to which he or she would otherwise have been liable as a Member.
10. In every other respect an Honorary Life Member shall remain subject to this Constitution.
11. The Board may appoint 1 Honourary Life Member each year but there must not be more than 7 Honourary Life Members at any one time.

SUBSCRIPTION

12. Each Member other than a Life Member shall pay to the Society an annual subscription as set by the Board.
13. The financial year of the Society shall commence on the first day of June in each year when annual subscriptions shall be due and payable by 30 November each year.
14. All subscriptions due and owing may be sued by Society and recovered as ordinary debts.
15. If the subscription of any Member shall be six calendar months in arrears and notice to the effect shall have been conveyed to him or her by the General Manager then if such subscriptions are not paid within fourteen days after the sending of such notice the Board, at its discretion, may resolve that his or her Membership shall be forfeited in which event he or she shall cease to be a Member.

RESIGNATION

16. Any Member may resign his or her Membership in writing delivered to the General Manager but he or she shall remain liable for all subscriptions due including that for the then current financial year.

EXPULSION

17. Any Member who shall willfully infringe the Constitution or by laws of the Society or whose conduct shall be deemed to be injurious to the interest or standing of the Society may be required to attend before the Board to answer any charges made against him or her.
18. Due investigation shall be made by the Board and if a majority of the Members of the Board shall decide at a duly constituted meeting of the Board that the accused Member has merited expulsion, he or she shall thereupon cease to be a Member and his or her subscription for the then current year shall be forfeited.

BOARD MEMBERS AND MANAGEMENT OF THE SOCIETY

19. The Board of the Society shall consist of a Board (not to exceed 7 in number) which shall include the Show President.
20. All Board members will be qualified to be members in accordance with section 36B of the Charities Act 2005.
21. The Board (other than the Show President who shall be a Board Member appointed in accordance with rule 31) shall be elected by the Members at an AGM. 5 Board Members shall be elected by the Members at an AGM.
22. The first 2 Members will be elected for a one-year term, the next 2 Board Members will be elected for 2-year terms and the remaining Board Member will be elected for a 3-year term. Thereafter in each year, 1 or 2 Board Members shall be elected for 3-year terms at subsequent AGMs to maintain the continuity of Board Members. All Board Members shall be eligible for re-election from time to time.
16. The duly elected Board will have the power to appoint one further Board Member who is appointed to assist with any professional or other expertise that the Board deems necessary.
17. The Board shall have full management of the affairs of the Society and may exercise all such power of the Society as are not by law or by this Constitution declared to be exercisable only by the Society in General Meetings. The Board shall furnish a report to each Annual General Meeting upon the activities and conduct of the Society as to its financial position.
18. The Board will elect a Chairman and may elect a Vice Chairman from among the Board Members, all of whom must be financial Members of the Society. The Show President is not eligible to be elected Chairman or Vice Chairman of the Board.

19. When a vacancy arises in the Board by death, resignation or otherwise the Board shall have the power to fill the vacancy and the person so appointed shall hold their office until the next AGM of the Society, where they will be eligible for re-election.
20. The Chairman or in his or her absence the Vice Chairman shall preside at all meetings of the Board, including all Annual General or Special General Meetings of the Society and shall have a deliberative as well as a casting vote.
21. The Board shall have the power to delegate such powers as they see fit to relevant Member Committees or employed staff, and in particular shall appoint a General Manager
22. The Board will meet together for the transaction of all Society business, adjourn and otherwise regulate its meetings and proceedings as they see fit and may determine the quorum for the transaction of business at such meetings.
23. Unless otherwise determined by the Board, 4 Members of the Board will be a Quorum.
23. Any Member of the Board absenting him or herself from four consecutive meetings of the Board without apology or leave of absence shall forfeit his or her seat but may be re-elected at the discretion of the Board.

24. At all times each Board Member:
 - a. shall act in good faith and in what he or she believes to be the best interests of the Society;
 - b. must exercise all powers for a proper purpose;
 - c. must not act, or agree to the Society acting, in a manner that contravenes the A&P Societies Act or this Constitution;
 - d. when exercising powers or performing duties as a Board Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account but without limitation:
 - i. the nature of the Society;
 - ii. the nature of the decision; and
 - iii. the position of the Board Member and the nature of the responsibilities undertaken by him or her,
 - e. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors; and

- f. must not agree to the Society incurring an obligation unless he or she believes at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

CONFLICTS OF INTEREST

- 25. A Board Member or Member of a Committee who is an Interested Member in respect of any matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - a. to the Board and or Committee, and
 - b. in an Interests Register kept by the Board.
- 26. Disclosure must be made as soon as practicable after the Board Member or Member of a Committee becomes aware that they are interested in the matter.
- 27. A Board Member or Member of a Committee who is an Interested Member regarding a matter:
 - a. must not vote or take part in the decision of the Board and/or Committee relating to the matter unless all Members of the Board or Committee who are not interested in the matter consent; and
 - b. must not sign any document relating to the entry into a transaction or the initiation of the matter unless all Members of the Board or Committee who are not interested in the matter consent; but
 - c. may take part in any discussion of the board and/or Committee relating to the matter and be present at the time of the decision of the board and/or Committee (unless the Board and/or Committee decides otherwise).
- 28. However, a Board Member or Member of a Committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

AUDITOR

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

GENERAL MANAGER

30. A General Manager shall be appointed by the Board who shall fix his or her salary and agree an employment contract including a position description which will include his or her duty to keep the records and minutes, to receive all letters and applications to conduct the correspondence under the direction of the Board, to advertise or give notice of the meetings of the Society or Board, to keep the accounts and to assist in all matters connected with the affairs of the Society. All payments shall be made by approved banking facility, under the authority of the Delegated Authorities policy as approved by the board from time to time. The Board shall have the power to remove the General Manager when they think fit, subject to compliance with employment law and contractual obligations.

SHOW PRESIDENT

31. Candidates for election as Show president (Show President) will be nominated by the various committees of the Society (Committees). If there is more than one nominee, the candidate shall be selected by each individual Member of the Committee Members casting a vote. The candidate with the majority of the votes will be deemed elected as Show President, and their election will be put forward for ratification by the Members at the following AGM.
32. The Show President will be the chairperson of all Committee meetings and will be responsible for liaising between the Board, the Committees and the Show management on issues pertaining to the Committees. The Show President's primary role is to be a voice for Committee Members at any Board meetings.
33. The Show President will represent the Committees on the Board in relation to all Show competition committee related matters.
34. The election of the Show President shall be for a two-year term. At the end of the term the Show President will be eligible for re-election for one further two-year term.
35. The responsibilities of the Show President shall include:
- (a) Liaising with the Committees and the Board on the strategic and operational needs of the Show.
 - (b) Acting as chairperson of all Committee meetings.
 - (c) Such other duties as the Board and Show President agree are appropriate for the Show President to carry out.

GENERAL MEETINGS

36. Annual General Meetings (AGMs) of the Society shall be held within 6 months of the end of the financial year in each year on the date from time to time to be fixed by the Board.
37. The purpose AGMs is to:
 - a. receive the report of the Board;
 - b. receive the Statement of Income and Expenditure.
 - c. receive the Balance Sheet.
 - d. elect Board Members; and
 - e. such other business of which due notice shall have been given.
38. Ten days' notice of any Annual General or Special General Meeting shall be given either by advertisement in the local newspaper or in such other newspaper or electronic medium as the Society shall by resolution appoint for such purpose or by notice provided to each Member (pursuant to Rule 60) and such notice shall state in general terms the business proposed to be submitted.
39. Any Member desiring to move any resolution at a General Meeting shall give notice in writing thereof to the General Manager not less than seven days before the date of such meeting.
40. At all General Meetings of the Society ten Members shall constitute a quorum.
41. The General Manager shall call a Special General Meeting of the Society at the request of the Board or of the Chairman or in his or her absence of a Vice Chairman or upon a request in writing signed by ten Members and left at the registered office of the Society. Every request for a Special General Meeting shall state the business for which the meeting is required, and no meeting shall be called unless such stated business may lawfully be carried into effect.
42. Business transacted at a Special General Meeting shall not be conducted unless it is such business for which the meeting was called for.
43. Unless otherwise provided for by this Constitution every request submitted to a General Meeting shall be decided in the first instance by a show of hands. If a poll be demanded by at least three Members at any General Meeting it shall forthwith be taken in such manner as the Chairman may direct. No proxies shall be allowed.
44. Members shall be allowed to vote at any General or Special General Meeting as long as their subscriptions were paid in the current or preceding year.
45. At all General Meetings unless a poll is demanded a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive.

46. Should there not be a quorum present at the Annual General Meeting or any Special General Meeting the Chairman may adjourn the meeting to such time as they consider advisable but not more than one month from the date of such adjournment and if at such adjourned meeting a quorum is not present, those Members who are present shall form a quorum for the purposes of that meeting and may transact the business for which the meeting was called. Notice of time and place of the adjourned meeting shall be given as provided in Rule 60 hereof.

BOARD MEETING ORDER OF BUSINESS

47. The Minutes of all meetings of the Society or Board shall be confirmed at the following meeting respectively and signed by the Chairman. After the minutes of the previous meeting have been read and confirmed the meeting's agenda shall proceed as follows:
- (a) Interests register.
 - (b) Health and Safety Report
 - (c) GM Report
 - (d) Reports of Committees.
 - (e) Financial reports
 - (f) Ordinary business.
 - (g) Extraordinary business of which notice of motion has been given.
 - (h) Notices of motion for the next meeting shall be read, dated and given to the General Manager at the commencement or termination of the above business.

BY-LAWS

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

REGISTRATION OFFICE

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

BANK ACCOUNT

50. A banking account shall be opened and maintained in the name of the Society with a recognised Bank carrying on business at Wanaka and the Bank shall be authorised to make payments drawn on such account signed or authorised electronically in accordance with the Delegated Authorities policy as approved by the Board from time to time.

ALTERATION OF CONSTITUTION

51. This Constitution shall not be altered, added to or rescinded except by resolution passed at an Annual General Meeting or Special General Meeting by a majority of at least two thirds of the Members voting thereon.

ACTS OF COMMITTEE

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

WINDING UP OF SOCIETY

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

SHOWS

57. The Society shall hold one or more Shows annually upon dates to be fixed by the Board and duly advertised.
58. The Board shall have power to make By-laws on all matters effecting the Show/s, such By-laws are not to be inconsistent with the provisions of this Constitution.
59. Such By-laws will cover such matters as changes to Show Dates, receiving and entering exhibits into Shows and entry fees.

NOTICES

60. Any Notice required by this Constitution may be given:
 - a. in writing and posted to the Member at his or her last known address or emailed to the Member's last advised email address;
 - b. by an advertisement in any local newspaper; or
 - c. posted on any internet site approved by the Board and in particular posted on the website operated by the Society being <https://www.wanakashow.co.nz>.

MANAGEMENT OF SHOWS

61. The General Manager in conjunction with the board shall have full power to make all such arrangements for the conduct of the Show and all other undertakings as they think fit.
62. The General Manager to regulate and control the conduct of all official exhibitors, attendants and Members of the public entering upon the grounds of the Society and to determine all questions and disputes arising between any persons at the Shows in relation to anything done or omitted to be done in reference to any competition.
63. The Board may declare any person who shall have proved to their satisfaction to have been guilty of any improper conduct or corrupt or fraudulent practice to be so guilty.

PUNISHMENT FOR IMPROPER CONDUCT

64. The Board shall have power at their discretion to punish for any improper conduct, corrupt or fraudulent practice of any official exhibitor or other person subject to the Board's control with a fine as determined by the Board.
65. Such fine is to be duly notified to the Members from time to time, or with suspension or disqualification from further exhibiting or making any entry at the Society's Shows or other undertakings during the pleasure of the Board or to inflict any other punishment which they consider necessary including absolute exclusion or removal from the buildings enclosures or grounds of the Society or any place under the control of the Society.

66. The Board may at their discretion at any time remove any judge or other official and may appoint a deputy or substitute or assistant.
67. Any person who in the opinion of the Board or Stewards shall have been guilty of any insulting or improper conduct or disobedience towards any of the Stewards, Members of the Board or any other official may be excluded from the grounds or any place under the control of the Society and in the event of such person not complying immediately with such warning may be forthwith ejected therefrom or may be dealt with as the Stewards or the Board may direct.
68. The Board may by resolution delegate all or any other of the powers hereby vested in them to any Committee or Stewards.

DISQUALIFICATIONS

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

FINES

71. All penalties, forfeitures, fines and sums of money set, imposed and forfeited by this Constitution shall be paid to the Society and except where otherwise directed go to and form part of the funds of the Society.

DECISION OF JUDGE

72. The decision of a judge shall be final as between all competitions unless an objection is made to any exhibit and such objection is allowed by the Board on the grounds of disqualification.

PROTESTS

73. Every objection or protest must be made in writing, signed by the person making such complaint and delivered to the General Manager. The objector shall at the time of making such objection lodge a bond in an amount to be determined by the Board from time to time which may be forfeited to the Board should the objection be considered frivolous or vexatious.
74. Notwithstanding anything contained in the above rule the Board may cause an investigation to be made or demand an explanation concerning any matter which in their opinion is considered necessary and to so enforce penalties, fines and forfeitures as is deemed expedient.

75. Protests and complaints against any exhibit must be made in writing. If lodged before judging has commenced the onus of disproof will rest upon the exhibitor; if after, the onus of proof will rest upon the person protesting. The Board shall have power to refuse to entertain any protest or complaint lodged more than twenty-four hours after the award has been made public.
76. All protests objections and every matter in dispute of whatever nature by or between any person whomsoever shall be determined by the Board of whom four shall form a quorum and whose decision shall be absolutely final and binding on all parties whether such dispute be between any person or persons and the Society or not and shall not be questioned by any Court.
77. All costs and expenses in relation to determining an objection shall be paid by the person decided against and every person making any protest or objection shall be deemed to have agreed to the payment of such costs and expenses as the Board determining upon such objection or protest may assess.

CONDITIONS ETC IN SCHEDULES

78. The conditions, stipulations or requirements set out in the printed schedule and catalogue of the Society from time to time shall be deemed to be part of and incorporated with this Constitution and are to be accepted by all exhibitors.

ALTERATIONS OF RESOLUTION NOT TO BE RESCINDED AT SAME MEETING

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

COMPLAINTS PROCESS

80. A Member may make a complaint by giving to the Board (or a complaints Committee) a notice in writing that:
 - a. states that the Member is starting a procedure for resolving a dispute in accordance with the Constitution;
 - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the Society.

81. The Society may make a complaint involving an allegation or allegations against a Member by giving to the Member or Board Member a notice in writing that:
 - a. states that the Society is starting a procedure for resolving a dispute in accordance with the Constitution; and
 - b. sets out the allegation to which the dispute relates.
82. The information given under subclause 81.a or 81.b must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
83. A complaint may be made in any other reasonable manner permitted by the Society's Constitution.
84. A Member who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
85. If the Society makes a complaint:
 - a. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. a Board Member may exercise that right on behalf of the Society.
86. Without limiting the manner in which the Member may be given the right to be heard, they must be taken to have been given the right if:
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the Member's, Board Member's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.
87. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
88. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Incorporated Societies Act 2022.
89. Despite the 'Investigating and determining dispute' rule above, the Society may decide not to proceed further with a complaint if:

- a. the complaint is considered to be trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a Member has engaged in material misconduct;
 - that a Member or the Society has materially breached, or is likely to materially breach, a duty under the Society's Constitution or bylaws or the Incorporated Societies Act 2022;
 - that a Member's rights or interests or Members' rights or interests generally have been materially damaged,
- c. the complaint appears to be without foundation or there is no apparent evidence to support it;
- d. the person who makes the complaint has an insignificant interest in the matter;
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
- f. there has been an undue delay in making the complaint.

90. The Society may refer a complaint to:

- a. a subcommittee or an external person to investigate and report; or
- b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

91. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

92. A person may not act as a decision maker in relation to a complaint if 2 or more Members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- a. impartial; or
- b. able to consider the matter without a predetermined view.