



## **Constitution of the New Zealand Equine Health Association Incorporated**

### **1. Name**

The name of the organisation is the New Zealand Equine Health Association Incorporated ('the Association').

### **2. Objects**

The objects of the Association are:

- a) To consult with Government agencies on behalf of all equine stakeholder organisations in New Zealand on all issues relating to New Zealand equine health, welfare and disease incursion;
- b) To ensure the interests and views of all stakeholders on all issues relating to New Zealand equine health, welfare and disease incursion are considered;
- c) To develop anticipatory plans on all issues relating to New Zealand equine health, welfare and disease incursion;
- d) To report to all stakeholders all relevant and appropriate information relating to the business of the Association, including strategies on all issues relating to New Zealand equine health, welfare and disease incursion;
- e) To determine training plans and to provide and promote advice on training and response planning for all stakeholders on all issues relating to New Zealand equine health, welfare and disease incursion.

### **3. Powers and Duties**

The Association shall have the power to do such acts and things as are incidental to the exercise and carrying out of the Association's objects or are expedient for the conduct of the affairs of the Association or the realisation of its objects and, in particular, shall have the power:

- a) To formulate pest management under the requirements of the Biosecurity Act;

- b) To advise the Ministry for Primary Industries;
- c) To contract any person to provide services to the Association;
- d) To ensure good governance of the Association including good systems of internal control and that these are reviewed in an appropriate and timely manner;
- e) To advise any person contracted to or providing services to the Association on matters of internal control which may arise from an audit review of the Association's activities and on the implementation of recommendations to improve its level of internal control.
- f) To delegate the Chairman, NZRB Representative, Executive Adviser and, in an advisory capacity only, Technical Adviser (if he or she is not one of the aforementioned) to consult and act on behalf of the Association with regard to all major equine disease incursion activities with Government and non-Government agencies.
- g) To delegate the Chairman and two other Members to appoint, appraise the performance, and determine remuneration of the Executive Adviser.
- h) To use its best endeavours to familiarise itself with issues of concern to stakeholders, to consult with them regularly and to take their views into account when making decisions.
- i) To evaluate economic, political, social and legal issues and any other relevant external matters that may influence or affect the development of the organisation or the interests of stakeholders and, if thought appropriate, to take outside expert advice on these matters.

#### **4. Subscriptions**

Subscriptions for membership shall be set from time to time by the Association's Board.

#### **5. Membership**

5.1 Membership of the Association shall be open to all nationally recognised equine organisations.

5.2 The composition of the Board shall reflect its duties and responsibilities as representatives of the interests of stakeholders, and in setting the Association's strategies and seeing that they are implemented.

5.3 Board members shall be active in areas which enable them to make a meaningful contribution to the Board's deliberations. They shall act independently from any organisation relationship, which could materially interfere with the exercise of their independent judgement.

5.4 Membership of the Board shall be:

a) One Member representing the New Zealand Equine Veterinary Association (NZEVA) to be appointed by the NZEVA

b) One Member representing Equestrian Sports New Zealand Incorporated (ESNZ) to be appointed by the ESNZ in consultation with equestrian sports stakeholders

c) One Member representing equine service industries in New Zealand, including equine international shipping companies, feed companies, transport companies, farriers, quarantine providers, equine sales companies and equine insurance companies, to be appointed by equine service industry stakeholders

d) One Member representing the New Zealand Pony Clubs Association Incorporated (NZPCA) to be appointed by the NZPCA in consultation with pony club stakeholders

e) One Member representing the Royal Agricultural Society (RAS) to be appointed by the RAS

f) One Member representing the Equine Breed Societies, excluding the thoroughbred and standardbred breeds, to be appointed by all equine breed societies

g) One Member representing the New Zealand Racing Board (NZRB) to be appointed by the NZRB

h) One Member being the Veterinary Adviser to the NZRB to be appointed by the NZRB

i) One Member representing the New Zealand Thoroughbred Breeders' Association Incorporated (NZTBA) to be appointed by the NZTBA in consultation with Thoroughbred breeding stakeholders

j) One Member representing the New Zealand Standardbred Breeders' Association Incorporated (NZSBA) to be appointed by the NZSBA in consultation with Standardbred breeding stakeholders

k) One Member representing New Zealand Thoroughbred Racing Incorporated (NZTR) to be appointed by NZTR in consultation with Thoroughbred racing stakeholders excluding the NZTBA

l) One Member representing Harness Racing NZ Incorporated (HRNZ) to be appointed by HRNZ in consultation with Harness racing stakeholders excluding the NZSBA

m) One Member representing equine research organisations in New Zealand, including the New Zealand Equine Research Foundation (NZERF) and the New Zealand Equine Trust (NZET) in the event there is not a Member from either of these organisations sitting on the Board

## **6. Vacancies**

A vacancy occurring during the term of a member of the Board shall be filled by nomination by the organisation or group which that member represents.

## **7. Election of Officers**

The elected officers of the Association shall be a chairperson, a deputy chairperson, a secretary and a treasurer. They shall be elected by, and from the members of, the Board. They shall be elected annually at the first meeting of the Board after the Annual General Meeting.

## **8. Powers and Duties of the Board**

The Board shall manage the affairs and business of the Association and shall have full power and authority to exercise the powers for which the Association is established and to do things incidental or conducive to the attainment of the objects of the Association. The Board shall, each year, critically evaluate its own performance, and processes and procedures to ensure they are not unduly complex and are designed to assist the Association in effectively fulfilling its roles. The Board shall, at intervals of not more than one year:

a) Review goals;

b) Review strategies for achieving goals;

- c) Approve the annual budget;
- d) Approve the annual financial statements for consideration at the annual general meeting;,
- e) Report the Association's activities to stakeholders;
- f) Review its composition, structure and succession planning;
- g) Review audit requirements;
- h) Review stakeholder, customer and supplier relations;
- i) Agree the following year's work plan.

## **9. Annual General Meeting**

9.1 The Association's Annual General Meeting will be held at a time to be determined by the Board each year. The chairperson shall report on the Association's activities and shall present an audited statement of accounts to the meeting. Such report and statement shall be circulated to all organisations which are members of the Association. Representatives of eight organisations from the members shall constitute a quorum. Members shall be given 30 days notice of the meeting.

9.2 The business of the meeting shall be:

- a) To hear the chairperson's annual report;
- b) To consider the statement of accounts;
- c) To appoint an auditor;
- d) To amend the Association's Constitution; and
- e) To conduct any other business considered appropriate by a majority of those present.

9.3 The chairperson of the Board or the deputy chairperson or an appointee shall chair the meeting.

9.4 The chairperson of the meeting shall have the power to exercise a casting vote.

9.5 The method of voting at the meeting shall be determined by the chairperson.

9.6 Proxy voting only by members on behalf of other members shall be permitted at the meeting. When a member wishes to delegate a proxy vote the secretary must receive written notice before the start of the meeting.

## **10. Special General Meetings**

10.1 The secretary shall convene a special general meeting on the request of no fewer than five members of the Board or ten members of the Association. Members must receive at least fourteen days notice of such meeting and the notice must state the purpose of the meeting.

10.2 The chairperson of the Board or the deputy chairperson or an appointee shall chair the meeting.

10.3 The chairperson of the meeting shall have the power to exercise a casting vote.

10.4 The method of voting at the meeting shall be determined by the chairperson.

10.5 Proxy voting only by members on behalf of other members shall be permitted at the meeting. When a member wishes to delegate a proxy vote the secretary must receive written notice before the start of the meeting.

## **11. Changes to the Constitution**

11.1 Notices of motion expressing an intention to amend the Constitution must be circulated to members not less than 30 days before the meeting at which they will be considered. Changes to the Constitution, whether additions, amendments or recessions, shall require a vote in favour of at least sixty-six percent of those present and eligible to vote. The chairperson of the meeting shall have the power to exercise a casting vote. The timing of such changes shall be determined by the meeting which approves them.

11.2 No addition to or alteration or recession of the Constitution shall be approved if it affects the objects, personal pecuniary benefit, or the dissolution clauses.

## **12. Meetings of the Board**

12.1 The Board shall meet as often as it considers necessary. Representatives of six organisations from the members shall constitute a quorum. The chairperson of the meeting shall have the power to exercise a casting vote. The method of voting at the meeting shall be determined by the chairperson.

A simple majority is required to pass any items put to a vote. Observers have no vote. In the event any members are not able to attend, a person may be nominated by their organisation to attend in their place.

12.2 The conduct of the Board shall be consistent with its duties and responsibilities to its stakeholders. All discussions and their record will remain confidential unless there is a specific direction to the contrary, or law requires disclosure. Subject to legal or regulatory requirements the Board shall decide the manner and timing of publication of its decisions.

12.3 The Board has sole authority over its agendas and exercises this through its chairperson. Any Board member may, through the chairperson, request the addition of an item to the agenda. The chairperson in consultation with the secretary will set the agenda.

### **13. Provision of Professional Services**

13.1 The Association may employ or contract a secretary and any other staff necessary to conduct the business of the Association, and shall determine the remuneration for such a position. The Secretary shall be responsible for ensuring Association's procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Association are complied with and for all matters associated with the maintenance of the Association or otherwise required for its efficient operation. The treasurer shall be responsible for maintaining accounts of any funds received by the Association, prepare financial statements for each meeting and arrange an annual audit of the Association's accounts for presentation to the annual general meeting.

13.2 All Board members have access to the advice and services of any employees or contractors.

13.3 The Board shall appoint and delegate authority to a sub-committee which shall be responsible for deciding remuneration and terms of employment or contract, and for terminating any employment or contract.

13.4 Any income benefit or advantage shall be applied to the purposes of the Association.

13.5 No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

13.6 Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).

13.7 The Board is at liberty, for the purpose of a special assignment, to engage the services of any Member having special expertise in the particular field or engage the services of a Member's organisation or a member of the Association so long as the terms of engagement are competitive, are clearly recorded and all legal requirements for disclosure of the engagement are properly observed.

#### **14. Financial Year**

The Association financial year shall commence on 1 April each year and end on 31 March each year.

#### **15. Management of Funds**

All revenue received by the Association shall be held in an account in the name of the Association. Signatories to the Association accounts shall be any two of the Board and approved by the Board.

#### **16. Common Seal**

The common seal of the Association shall be held on the office of the secretary. The signatures which accompany it shall be those of the chairperson or the deputy chairperson and one other member of the Board.

#### **17. Connection with the Association**

The use of the Association's name or logo without the Board's consent is prohibited and before giving its consent, the Board must satisfy itself that such use will not conflict with the Association's objectives.

#### **18. Indemnity**



The Association shall indemnify the members of the Board and any employees and contractors against any legal action which might be taken against them as a result of their activities on behalf of the Association.

### **19. Winding Up**

If a majority of members of the Association, at a special general meeting called for the purpose, pass a resolution for the winding-up of the Association, the Board shall forthwith realise the Association's property and discharge its liabilities. If thereafter there remains any surplus, this shall be disposed of to the New Zealand Equine Research Foundation Incorporated.

For more information relating to the NZEHA, contact members of the committee or affiliated organisations via the Contact Us page on [www.nzeha.org.nz](http://www.nzeha.org.nz)