



CONSTITUTION OF THE

NEW ZEALAND DEER FARMERS'

ASSOCIATION INCORPORATED

**Amendments approved on 17 September 2025 at an SGM of the NZDFA
held at Cliftons Events, Level 28/100 Willis St, Wellington.**

Table of Contents

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Opening

1. NAME

- 1.1. The name of the society is the New Zealand Deer Farmers' Association Incorporated.

2. INTERPRETATION

- 2.1. **Definitions:** In this Constitution, unless the context otherwise requires:

- 2.1.1. **Act** means the Incorporated Societies Act 1908 while the Association continues to be registered under the Act, and the Incorporated Societies Act 2022 from the date the Association reregisters under that Act, or any Act which replaces the Act (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- 2.1.2. **Annual General Meeting** or '**AGM**' means the annual meeting of the Association that must be called in accordance with this Constitution.
- 2.1.3. **Association** means the New Zealand Deer Farmers' Association Incorporated.
- 2.1.4. **Branch** means a branch of the Association constituted in accordance with the Rules and a "member's Branch" shall be the Branch nominated as such by the member.
- 2.1.5. **By Lot** means determined by writing the names of the individuals concerned on similar slips of paper, folding the slips so as to prevent identification, mixing the slips, and then drawing one slip at random.
- 2.1.6. **Chair** means the chairperson of the Executive Committee as set out in Rule 13.
- 2.1.7. **Charities Act** means the Charities Act 2005 as amended and replaced from time to time.
- 2.1.8. **Complaint** has the meaning given to it in section 38 of the Incorporated Societies Act 2022.
- 2.1.9. **Complaints Policy** means the Association's policy which outlines the process by which a Complaint made under this Constitution will be dealt with, and any policy that may replace it from time to time. The Complaints Policy is a bylaw for the purposes of the Act.
- 2.1.10. **Constitution** means this document as amended or replaced from time to time.
- 2.1.11. **DINZ** means Deer Industry New Zealand which is the operating name of the former Game Industry Board. Note: Deer Industry New Zealand was formally notified in the Gazette under the DINZ Regulations.
- 2.1.12. **DINZ Regulations** means the Deer Industry New Zealand Regulations 2004.
- 2.1.13. **Dispute** has the meaning given to it in section 38 of the Incorporated Societies Act 2022.
- 2.1.14. **Executive Committee** means the Executive Committee of the Association elected or appointed from time to time pursuant to the Rules, which is a committee for the purposes of the Act.

- 2.1.15. **General Meeting** means either an Annual General Meeting or Special General Meeting.
- 2.1.16. **Industry List** means the list of the names and contact details of known deer farmers and industry stakeholders held jointly by the Association and DINZ.
- 2.1.17. **Matter** means the Association's performance of its activities or exercise of its powers pursuant to this Constitution, including any arrangement, agreement, or contract made or entered into, or proposed to be entered into, by the Association.
- 2.1.18. **Member** means an individual, company, or organisation admitted as a member of this Association in accordance with Rule 6, and **Membership** shall have a corresponding meaning.
- 2.1.19. **Membership Fees** means any subscription, levies, or other fees payable by Members in respect of their Membership of the Association.
- 2.1.20. **Not-For-Profit Entity** has the meaning given to that term in section 5(3) of the Incorporated Societies Act 2022.
- 2.1.21. **Officer** means an Executive Committee member and any natural person occupying a position in the Association that allows the person to exercise significant influence over the management or administration of the Association and includes any class or classes of natural persons that are declared by regulations to be officers for the purposes of the Act.
- 2.1.22. **Register of Interests** means the register of interests of the Officers, kept under this Constitution as required by section 73 of the Incorporated Societies Act 2022.
- 2.1.23. **Register of Members** means the register of members of the Association compiled and maintained in accordance with the Rules.
- 2.1.24. **Registrar** means the Registrar of Incorporated Societies appointed in accordance with the Incorporated Societies Act 2022.
- 2.1.25. **Returning Officer** means the person appointed pursuant to Rule 22.1.5 to oversee the election of officers of the Association.
- 2.1.26. **Rule** means a rule contained in the Constitution.
- 2.1.27. **Special General Meeting** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.
- 2.1.28. **Stagline** means the newsletter published under that name by the Association (under whatever name it may later be published).
- 2.2. **Construction:** In this Constitution, unless the context otherwise requires: any reference to:
 - 2.2.1. a gender includes each other gender;
 - 2.2.2. the singular includes the plural and vice versa;
 - 2.2.3. any legislation includes a modification and re-enactment of, legislation enacted in substitution for and a regulation, order-in-council and other instrument from time to time issued or made under, that legislation; and
 - 2.2.4. Headings and the table of contents are to be ignored in construing this Constitution.

3. OBJECTS

- 3.1. The objects of the Association shall be to:
 - 3.1.1. encourage, promote and advance New Zealand's deer farming industry;

- 3.1.2. act as a representative association for those engaged in the deer farming industry on all matters of concern to the industry;
- 3.1.3. promote discussion and co-operation with decision-makers at all levels of government to further the interests of the deer farming industry;
- 3.1.4. obtain information on all aspects of the deer farming industry for dissemination to those engaged or interested in the industry;
- 3.1.5. employ staff and provide services and expertise to those engaged in the deer farming industry with or without fee and to promote research into all aspects of the deer farming industry; and
- 3.1.6. do all such acts, matters or things as may be necessary or expedient for the purpose of the Association or incidental or conducive to the attainment of the objects of the Association.

4. AFFILIATION

- 4.1. The Association shall have power to affiliate with and otherwise support, whether by means of financial contribution or otherwise, any person, society, organisation or other body whose objects are consistent with or similar to those of the Association.

5. REGISTERED OFFICE

- 5.1. The registered office of the Association shall be at Level 4, Wellington Chambers, 154 Featherston Street, Wellington 6011 or such other place from time to time nominated by the Executive Committee.

Membership

6. MEMBERSHIP

- 6.1. **Membership Categories:** There shall be the following six categories of Membership:

- 6.1.1. **Full Members:** persons who own deer and have paid to the Association during the Association's financial year a full Membership subscription;
- 6.1.2. **Levy Paying Members:** all levy paying persons who are recorded on the Register of DINZ and persons who have proven, to the satisfaction of the Executive Committee and DINZ that they have paid to DINZ current or the previous financial year any Statutory Levy due to DINZ. Such persons shall be deemed to be Levy Paying Members unless and until either they notify the Executive Committee of their wish not to be a member or their Membership is terminated pursuant to Rule 10;
- 6.1.3. **Associate Members:** persons who have paid to the Association during the Association's financial year an associate Membership subscription, but does not own deer;
- 6.1.4. **Honorary Members:** persons who are nominated by the Executive Committee as honorary members and who accept such nomination;
- 6.1.5. **Life Members:** persons who, on the recommendation of the Executive Committee, are elected by the Association at a General Meeting as life members; and
- 6.1.6. **Elected Members:** persons who, upon paying a full Membership subscription, who do not qualify for full Membership, but have been nominated by a Branch and subsequently approved by the Executive Committee (in its discretion) to be an Elected Member. It is anticipated that any such person would:

- 6.1.6.1. be actively involved in the functions of the branch; actively involved in the wider industry, including but not confined to the management and farming of deer, or in a professional working capacity in the deer sector; and
- 6.1.6.2. have been proposed and elected by a simple majority at a branch meeting properly constituted for that purpose to be nominated as an elected member and that nomination be sent in writing to the Executive Committee for its approval.

6.2. **Membership Entitlements:** Members shall have the following entitlements:

Full Member

6.3. A Full Member shall be entitled to:

- 6.3.1. seek and accept nomination and/or election for any office, position or committee of the Association and that member's Branch and for any organisation in respect of which the Association has the right to appoint, elect or nominate a representative;
- 6.3.2. vote on all motions and resolutions of members in all meetings, ballots and referenda of the Association and that member's Branch;
- 6.3.3. attend all meetings of the Association and that member's Branch;
- 6.3.4. receive, free of charge, one copy of each issue of Stagline published during the period of Membership;
- 6.3.5. receive discounts and incentives on any of the Association's products and services that may be approved by the Executive Committee from time to time; and
- 6.3.6. receive discounts and incentives on any of the Association's Branches' products and services that may be approved by a Branch from time to time.

Levy Paying Member

6.4. A Levy Paying Member shall be entitled to:

- 6.4.1. seek and accept nomination and/or election for any office, position or committee of the Association and that member's Branch and for any organisation in respect of which the Association has the right to appoint, elect or nominate a representative **provided however** that if the member's nomination or election to any such office, position or committee is successful then the member shall be required to become a Full Member of the Association as a condition precedent to accepting such nomination or election;
- 6.4.2. vote on all motions and resolutions of members in all meetings, ballots and referenda of the Association and that member's Branch; and
- 6.4.3. attend all meetings of the Association and that member's Branch

6.5. A Levy Paying Member shall not be entitled to:

- 6.5.1. nominate any person for election to the NZDFA Executive Committee or NZDFA Selection and Appointments Panel unless the levy payer becomes a full financial member of the Association prior to making that nomination.

Associate Member

6.6. An Associate Member shall be entitled to:

- 6.6.1. seek and accept nomination and/or election for appointment to DINZ as an Association representative;
- 6.6.2. attend all meetings of the Association and that member's Branch; and
- 6.6.3. receive, free of charge, one copy of each issue of the Stagline published during the period of Membership.

6.7. An Associate Member shall not be entitled to:

- 6.7.1. seek or accept nomination or election for any office, position or committee of the Association or that member's Branch or (except as provided above) for any organisation in respect of which the Association has the right to appoint, elect or nominate a representative; and
- 6.7.2. vote on any motions or resolutions of members in meetings, ballots and referenda of the Association or that member's Branch.

Honorary Member

6.8. An Honorary Member shall be entitled to:

- 6.8.1. attend all meetings of the Association and that member's Branch; and
- 6.8.2. receive, free of charge, one copy of each issue of the Stagline published during the period of Membership;
- 6.8.3. and, if they would otherwise qualify as a Levy Paying Member, they shall be accorded all privileges of Full Membership.

Life Member

6.9. A Life Member shall be entitled to:

- 6.9.1. attend all meetings of the Association and that member's Branch; and
- 6.9.2. receive, free of charge, one copy of each issue of the Stagline published during the period of Membership;
- 6.9.3. free registration at the Association's Annual Conference for the member and their partner; and
- 6.9.4. vote on all motions and resolutions of members in all meetings, ballots and referenda of the Association and that member's Branch;

- 6.9.5. if they would otherwise qualify as a Levy Paying Member, they shall be accorded all privileges of Full Membership.

Elected Member

- 6.10. An elected member shall have the same entitlements and accorded all privileges of Full Membership.
- 6.11. Accordingly references in this Constitution to a Full Member or Full Membership shall be deemed to also include an Elected Member or Elected Membership.
- 6.12. **Corporate Membership:** Where the Member is a company or a partnership it shall nominate in writing to the Executive Committee one person to exercise the Membership rights on behalf of that Member and the person so nominated shall be the representative until written notice is received from the Member revoking the nomination.
- 6.13. **Multiple Ownership of Deer:** Where two or more persons own the same deer those persons shall, for the purposes of this Constitution and Rules, be deemed to be a partnership and therefore entitled to only one either Full Membership or Levy Paying Membership as a consequence of their ownership of those deer. This Rule shall not prohibit such persons from each becoming Associate Members, Honorary Members or Life Members.
- 6.14. **Obligations of Members:** Each Member shall:
- 6.14.1. abide by the Constitution of the Association; and
- 6.14.2. not attempt to injure the Association or defeat its objects.

7. CHANGE OF MEMBERSHIP CATEGORY

- 7.1. Any Associate Member of the Association who qualifies as a Levy Paying Member may become a Full Member or a Levy Paying Member upon application to the Executive Committee in writing and upon payment of the appropriate subscription, if any.
- 7.2. Any Levy Paying Member may become a Full Member upon application to the Executive Committee in writing and upon payment of the appropriate subscription.
- 7.3. Any Associate Member of the Association may become an Elected Member upon application to the Executive Committee in writing, via Branch nomination, and upon payment of the appropriate subscription.

8. SUBSCRIPTION FEES

- 8.1. **Subscription Fees:** The annual subscription payable by the respective categories of Membership shall be fixed by the Executive Committee prior to the end of the financial year preceding the financial year for which the subscriptions are fixed.
- 8.2. **Notification and Payment:** The Executive Committee shall send invoices to Members for annual subscriptions as soon as practicable after the beginning of each financial year and every Member shall pay the appropriate annual subscription, if any, within two months after receipt of their invoice.
- 8.3. **Allocation of Subscriptions to Branches:** The Executive Committee shall fix an amount to be paid from Members' annual subscriptions by way of capitation fees that shall be payable to either:

8.3.1. the Member's Branch; or

8.3.2. the Branch nominated by the Member.

9. MEMBERSHIP PROOF AND CONSENT

9.1. **Proof of Qualification:** A Member or prospective Member may be required to submit to the Executive Committee such evidence as the Executive Committee may require to satisfy it that the Member or prospective Member is the owner of deer or has paid a DINZ Levy (if payable) during the relevant period (as the case may be).

9.2. **Consent:** Each application for Membership shall be made on the appropriate form supplied by the Association and submitted to the Executive Committee. Submitting an application to become a Member shall be deemed to constitute consent to becoming a Member.

10. TERMINATION OF MEMBERSHIP

10.1. **Resignation:** A Member may resign Membership by giving the Executive Committee notice in writing to that effect and every such notice shall, unless otherwise expressed, take effect as from the end of the year then current.

10.2. **Failure to Pay Subscriptions:** Any Full Member or Associate Member or Elected Member whose subscription is in arrears for a period of three months after due date for payment shall automatically cease to be a Full Member or Associate Member (as the case may be). Such Member may be reinstated upon payment of the current year's subscription.

10.3. **Suspension and Expulsion for Misconduct:** Any Member who does not abide by the rules of the Association, or whose actions are considered by the Executive Committee to be prejudicial to the objects of the Association or to have brought the Association into disrepute, may be suspended by resolution of the Executive Committee passed by a majority of two-thirds of those present. In that event, the Executive Committee must follow the process in this Rule 10.3 but is not required to follow the dispute resolution process in Rules 37 to 46.

10.3.1. Fourteen days' notice of the proposal to consider a suspension resolution shall be given to all members of the Executive Committee and to the Member affected. Any Member whose suspension is proposed shall have the right to appear before the Executive Committee and to be heard prior to the resolution being put.

10.3.2. The suspension imposed shall be confirmed within 60 days by a resolution passed by a two-thirds majority of Members present and entitled to vote at a General Meeting called for that purpose. The suspended Member shall have the right to be heard at the General Meeting, which meeting shall hold in the suspended Member's Branch region.

10.3.3. Confirmation of the suspension at a General Meeting shall result in expulsion.

10.3.4. An expelled Member may re-apply to the Executive Committee for Membership after two years from the date of expulsion and the Executive Committee shall have the sole discretion to determine whether that person shall be readmitted to Membership.

10.4. **Qualification Criteria:** Any Full Member who fails to satisfy the Executive Committee, after being requested to do so, that he or she owns deer and any Levy Paying Member (as defined in Rule 6.4) who fails to satisfy

the Executive Committee, after being requested to do so, that he or she has paid the DINZ levy during the relevant period (if payable) shall, upon notice from the Executive Committee, cease to be such a Member.

Structure of Organisation

11. ASSOCIATION ORGANISATION

11.1. The Association shall conduct its affairs at two levels:

- 11.1.1. National - where the management and control of the Association will be undertaken by the Executive Committee.
- 11.1.2. Local - where the activities of the Association will be undertaken by the Branches established and operated according to the Branch constitution and rules promulgated or approved by the Association.

National Organisation

12. NATIONAL ORGANISATION

12.1. **Executive Committee:** The affairs of the Association shall be administered by the Executive Committee. The Membership of the Executive Committee shall consist of:

- 12.1.1. four members duly elected

Election of the Executive Committee shall be conducted in accordance with Rules 12.5 and 17.1

12.2. **Nominations for Executive Committee:** The Returning Officer shall call for written nominations for the Executive Committee by notice at least 21 days before the date on which nominations close. The following provision shall apply to all nominations for Executive Committee:

- 12.2.1. All the members nominated for the Executive Committee shall be entitled to submit a statement of approximately 150 words in support of their candidature and the Returning Officer shall send those statements with the ballot papers in accordance with Rule 12.4 to those Members entitled to vote.

12.3. **Voting for Executive Committee:** Voting for the Executive Committee shall be conducted by ballot, amongst Full Members, Levy Paying Members, Life Members and Elected Members, and those Honorary and Associate Members who are entitled to vote consequent upon their status as Levy Paying Members.

12.4. **The Ballot:** The ballot must be commenced at least 21 clear days prior to the day of the Annual General Meeting and shall close 7 clear days prior to the day of the Annual General Meeting. The ballot shall be deemed to have commenced the day the ballot papers are issued. All other matters concerning the conduct of the ballot shall be at the discretion and direction of the existing Executive Committee.

12.5. **Successful Nominees:** The top polling nominee for each vacancy shall be declared elected and shall take office from the end of the Annual General Meeting at which their election is notified.

13. CHAIR OF THE EXECUTIVE COMMITTEE

13.1. The Executive Committee will elect one of their numbers as Chair and determine the period for which the Chair is to hold office.

14. TIED BALLOTS

- 14.1. If a ballot conducted for the election of any officer or position of the Association results in a tie between two or more candidates, then the successful candidate or candidates shall be decided By Lot.

15. CLOSURE OF REGISTER OF MEMBERS

- 15.1. **Register of Members Closing Date:** The Register of Members shall be closed for the purpose of determining Membership:

15.1.1. In respect of the nomination process for the Selection and Appointment Panel and Executive Committee, at noon on 31 December in the year before the next Annual General Meeting;

15.1.2. In respect of the Annual General Meeting, at noon on the 31 March preceding the next Annual General Meeting; and

15.1.3. In respect of a Special General Meeting, at noon on the last business day before each Special General Meeting of the Association at which either the notification of the results of a ballot for the election of officers is to be announced or Members will be able to vote.

- 15.2. In each case, the Register of Members shall reopen immediately after the completion of the relevant nomination process or General Meeting.

- 15.3. **Qualification of Members:** Members who are entitled to vote in ballots for the election of officers and vote at meetings of the Association shall be the Full Members and Levy Paying Members and Elected Members (and those Honorary Members and Life Members who qualify as Levy Paying Members) either recorded as such on the Register of Members at the time that the Register of Members is closed pursuant to Rule 15.1 or who are able to satisfy the Executive Committee of their entitlement to be a Levy Paying Member in accordance with Rule 9.1 prior to the commencement of the meeting.

- 15.4. **Closing Date Not to Affect Notice Provisions:** The provisions of Rules 15.1 and 15.3 shall not prejudice the notice provisions of Rule 27.1 to the intent and effect that Members who become Members after notice of a meeting has been given shall not be entitled to receive notices of that meeting, notwithstanding their entitlement to attend and, where applicable, vote thereat.

16. TREASURER

- 16.1. The Executive Committee may appoint a Treasurer on such terms and conditions as the Executive Committee, in its absolute discretion, thinks fit.

17. TERMS OF OFFICE

- 17.1. **Executive Committee Members:** At the Annual General Meeting in each year two Executive Committee members, shall retire from office. The Executive Committee members to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Executive Committee members on the same day those to retire shall (unless they otherwise agree among themselves) be determined By Lot. A retiring Executive Committee member shall be eligible for re-election.

- 17.2. **Removal from Office:** Any elected officer of the Association may be removed from office by notice from the Executive Committee if the officer:

- 17.2.1. is declared bankrupt;
- 17.2.2. materially breaches any of the Rules contained in this Constitution;
- 17.2.3. is convicted of any crime by a court of competent jurisdiction;
- 17.2.4. ceases to be a Full Member of the Association;
- 17.2.5. fails to attend at meetings of the Executive Committee continuously for a period of six months without leave of absence from the Executive Committee; or
- 17.2.6. is removed from office by ordinary resolution of the Members at a meeting called for that purpose.

18. REMUNERATION OF ELECTED OFFICERS

- 18.1. **Members to Set Fees:** The amount of remuneration, if any, to be paid to the Executive Committee members and other elected officers of the Association shall be set at each Annual General Meeting of the Association by ordinary resolution of those Members entitled to vote thereat. Any remuneration so set shall apply for the period commencing at the end of the meeting at which it is set and ending at the close of the next Annual General Meeting.

19. VACANCIES

- 19.1. Should any vacancy occur by death, or the resignation of an Executive Committee member or other elected officer, or where there is no nomination for a vacant position, the Executive Committee shall determine whether the vacancy should be filled by election or by Executive Committee appointment or decide that the vacancy will not be filled. If the Executive Committee decides to fill a vacancy by appointment, then the appointee shall hold office until the end of the term of that position.

20. POWERS AND DUTIES OF EXECUTIVE COMMITTEE

- 20.1. The Executive Committee shall have the following duties and powers:
 - 20.1.1. The promotion of the objects of the Association;
 - 20.1.2. Subject to this Constitution, and such directions or recommendations as may from time to time be given by the Members in General Meeting, the management of the business and the control of the Association's finances and affairs shall be vested in the Executive Committee which may exercise all such powers and do all such things as may be exercised or done by the Association and as are not in this Constitution or by Statute directed to be delegated or directed or required to be exercised or done by the Members in General Meeting;
 - 20.1.3. Membership of the Selection and Appointment Panel with responsibility for the selection of the Association's representatives to the Board of DINZ;
 - 20.1.4. To delegate any of its service functions and powers (administrative or otherwise) and to act as a consultative group for any such delegate;
 - 20.1.5. The Executive Committee shall have power to make bylaws for the benefit and the management of the Association and to make such alterations to bylaws as from time to time may be necessary, provided no bylaws made hereunder shall conflict with this Constitution;

- 20.1.6. To consider the Budgets and Annual Plans of DINZ;
- 20.1.7. To arrange and conduct meetings of Branch Chairmen; and
- 20.1.8. To make appointments to other industry related bodies, as required.

21. MEETINGS OF THE EXECUTIVE COMMITTEE

- 21.1. **Procedure:** The Executive Committee shall meet together to dispatch the business of the Association at such times as they think fit and shall, subject to Rule 21.2, regulate their meetings as they see fit. Questions arising at any Executive Committee meeting shall be determined by majority vote. Each Executive Committee member shall have one vote and in the case of equality of votes, the Chair shall have a casting vote.
- 21.2. **Quorum:** A quorum for the transaction of the business of the Executive Committee shall be three. If the Chair is absent the Executive Committee shall elect one of those present to chair the Meeting.

22. ADMINISTRATION

- 22.1. The Executive Committee's responsibilities shall include the following:
 - 22.1.1. To keep records of all minutes of the General and Executive Committee meetings and shall be responsible for all correspondence in connection with those meetings;
 - 22.1.2. To maintain an efficient accounting system that provides a full record of the financial affairs of the Association;
 - 22.1.3. To present to the Members at the Annual General Meeting, financial statements for the past financial year which give a true and fair view of the financial position of the association at balance date and its financial performance for the year, such statements having been reviewed by a Chartered Accountant;
 - 22.1.4. To keep a proper record of all the office holders on a national and regional level of the Association;
 - 22.1.5. To appoint a returning officer for any ballot for officeholders and to be responsible for the conduct of Executive Committee and Selection and Appointment Panel elections and for the notification of the outcome of such elections;
 - 22.1.6. To maintain an up-to-date record of the rules of the Association and of any Executive Committee policy decisions;
 - 22.1.7. To do all things necessary for the efficient management of the Association's business; and
 - 22.1.8. To maintain the Register of Members;

Local – Branches

23. LOCAL ORGANISATION

- 23.1. **Branches:** Any regional group of Full Members of the Association may, with the consent of the Executive Committee, form a Branch which shall adopt, to regulate the conduct of branch business, the Branch constitution and rules promulgated or accepted by the Executive Committee.

- 23.2. **Boundaries:** The boundaries of any Branch shall be decided by agreement between neighbouring Branches and, failing any such agreement, by the Executive Committee.
- 23.3. **Executive Committee Responsibility:** An Executive Committee member shall be responsible to each Branch for liaison between the Branch and the Executive Committee. The Branches for which each Executive Committee member shall be responsible shall be determined by agreement within the Executive Committee

24. FUNCTIONS OF THE BRANCHES

24.1. The prime functions of each branch shall be to:

- 24.1.1. co-operate and liaise with the Executive Committee or any delegate of the Executive Committee;
- 24.1.2. attend to matters of local significance and to act in the best interests of the local development of the deer farming industry;
- 24.1.3. contribute at branch level to the administration and organisation of the Industry;
- 24.1.4. promote field days, seminars and educative sessions designed to inform and benefit those engaged or interested in the deer farming industry;
- 24.1.5. promote activities of general interest and benefit to the deer farming industry in that region;
- 24.1.6. maintain accurate lists of all known deer farmers within the geographic boundaries of the Branch and to provide an annual update on those deer farmers who have left or entered the industry;
- 24.1.7. appoint a deer representative to the relevant regional OSPRI Committee at the Branch's Annual General Meeting and at a date as near as possible to the end of the Association's financial year. If more than one Branch is within a regional council's area, the relevant Branches shall liaise with each other and appoint an agreed representative to the OSPRI Committee. The appointed representatives must report to all relevant Branches and liaise with the NZDFA-appointed member on the OSPRI Stakeholders Council. Any dispute among Branch members as to the appointment of a representative shall be referred to the Executive Committee whose decision shall be final; and
- 24.1.8. deliver annually to the Executive Committee in such form and at such time as it requires, a statement containing the following particulars:
 - 24.1.8.1. the income and expenditure of the Branch during its last financial year; and
 - 24.1.8.2. the assets and liabilities of the Branch at the close of the said year.

General Meetings

25. ANNUAL GENERAL MEETING

25.1. An Annual General Meeting shall be held:

- 25.1.1. no later than six (6) months after the Financial Year, on a date and at a location determined by the Executive Committee;

25.1.2. where preferable in conjunction with the Association conference in the years when the conference is held; and

25.1.3. in accordance with any requirements in the Act and this Constitution.

25.2. The business of an Annual General Meeting shall be to:

25.2.1. receive and consider the annual report of the Executive Committee and the financial statements;

25.2.2. receive the income and expenditure estimates for the financial year in which the Annual General Meeting is held;

25.2.3. appoint a Chartered Accountant to carry out an Assurance Review of the financial statements of the Association for the ensuing year;

25.2.4. fix the remuneration of the elected officers of the Association for the ensuing year;

25.2.5. announce the results of the election of officers for the ensuing year;

25.2.6. consider any motion or remit which may have been duly submitted for decision of the Meeting together with any proposed amendments thereto; and

25.2.7. consider any other matter that concerns the Association.

26. SPECIAL GENERAL MEETING

26.1. A Special General Meeting may be convened at any time by the Executive Committee or, shall be convened by the Executive Committee within 14 days of receipt of a written request, stating the purpose for which such Meeting is required, by not less than 10 percent of the combined number of the Full Members, Elected Members and Levy Paying Members. The meeting shall be held within 30 days of the notice convening the Meeting.

27. NOTICE OF BUSINESS

27.1. Not less than 21 clear days before a General Meeting, notice thereof, and of the business to be transacted together with a form of proxy shall be given to every Member entitled to attend. No business shall be transacted at any Meeting unless a quorum is present.

28. PROCEDURE AT GENERAL MEETINGS

28.1. **Chair:** At all Meetings, the Executive Committee Chair, or in that person's absence, an Executive Committee member shall take the chair.

28.2. **Quorum:** The quorum shall be twenty (20) Members eligible to vote, whether personally present or represented by a proxy.

28.3. **Votes:** Every Member entitled to vote shall have one vote and no more except that any person having been duly appointed to vote as a proxy may record one vote for each Member by whom he or she has been so appointed. Except where otherwise provided in this Constitution, the majority of all votes cast shall decide all questions.

28.4. **Casting Vote:** In the event of a tie on any vote at a General Meeting, the Chair shall exercise a casting vote in addition to a deliberative vote.

28.5. **Method of Voting:** The mode of voting at all meetings shall be by voice or, where required, by poll, provided that any Member may, with the consent of the meeting, demand a secret ballot which shall be taken immediately.

28.6. **Proxies:** Members may appoint proxies to vote on their behalf provided that:

28.6.1. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association;

28.6.2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority shall be deposited with the Returning Officer not later than noon on the day prior to the day of commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid;

28.6.3. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We, _____, of _____, _____, being a member/members of the Association, hereby appoint _____, of _____, _____, or failing him/her, _____, of _____, _____, or the Chair of the _____ Branch of the NZDFA as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

28.6.4. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I/We, _____, of _____, _____, being a member/members of the Association, hereby appoint _____, of _____, _____, or failing him/her, _____, of _____, _____, or the Chair of the _____ Branch of the NZDFA as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____.

* This form is to be used *in favour of the resolution.
against

* Unless otherwise instructed, the proxy will vote as he/she thinks fit.

* Strike out whichever is not desired.

- 28.6.5. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 28.7. **Minutes:** The Producer Manager must ensure that minutes are kept of all General Meetings. Minutes of General Meetings may be made available to Members on request.
- 28.8. **Written Resolutions:** The Association may pass a written resolution in lieu of a General Meeting, and a written resolution is valid for the purposes of the Act and this Constitution as if it had been passed at a General Meeting if it is approved by no less than 75% of the Members entitled to vote at a General Meeting and voting on the written resolution. Any such written resolution may consist of one or more documents in similar form (including letters, electronic mail, or other similar means of communication) each signed by or on behalf of one or more Members (in writing or by electronic signature). Any resolution passed in accordance with this Rule 28.8 will be binding on all Members.

Powers and Finance

29. BORROWING POWERS

- 29.1. The Association shall, in addition to the other powers vested in it, have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages or other security founded or based on all or any of the properties and/or rights of the Association or without any such security and upon such terms as to priority and otherwise as the Association shall think fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Executive Committee

30. PROPERTY

- 30.1. The Association shall have the following powers to deal with property, both real and personal:
- 30.1.1. To acquire by purchase, take on lease or otherwise lands and buildings and all other property real and personal which the Executive Committee considers necessary or convenient for the Association's objects and to sell or dispose of any such property or any part thereof and to erect on any such land any building and to alter, add to and maintain any building erected on such land; and
- 30.1.2. To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets or rights of the Association.

31. FINANCING

- 31.1. The following provisions shall apply to the Association's finances:
- 31.1.1. The finances of the Association shall be under the control of the Executive Committee;
- 31.1.2. The Association shall operate such bank accounts to be fixed from time to time by the Executive Committee;
- 31.1.3. All monies received on behalf of the Association forthwith be paid to the credit of the Association in any such accounts as the Executive Committee may establish;
- 31.1.4. The signatories to any bank account shall be any two persons nominated from time to time by the Executive Committee for that purpose;

31.1.5. The income of the Association from whatever source derived shall be applied towards the promotion of the objects of the Association and in accordance with this Constitution and no portion of the funds shall be paid or transferred directly or indirectly to Members of the Association unless in return for any service actually rendered to the Association or in reimbursement of expenses or payments properly made on the Association's behalf; and

31.1.6. The Executive Committee is entitled to invest such money of the Association that is from time to time available for investment:

31.1.6.1. on deposit with any Bank registered in New Zealand;

31.1.6.2. in New Zealand Government stock; or

31.1.6.3. in secured debentures or stock (other than shares) of any company or organisation provide that the debenture or stock issue is rated AA or higher by an international credit agency.

32. FINANCIAL YEAR

32.1. The financial year of the Association shall run from 1 April to 31 March.

33. COMMON SEAL

33.1. **The Seal:** The Executive Committee shall provide a common seal of the Association which shall be held by the Chair.

33.2. **Use of Seal:** Whenever the common seal of the Association is required to be impressed upon any instrument, the same shall be affixed pursuant to a resolution of the Executive Committee and in the presence of any two of the Executive Committee who shall both sign the documents to which the seal is so affixed.

34. NOTICES

34.1. **Form of Notices:** Any notice required to be given to Members pursuant to this Constitution may be given in writing by:

34.1.1. sending the notice by ordinary pre-paid mail and/or electrically to the addresses recorded in the Register of Members for each Member entitled to receive such notice; or

34.1.2. publication or inclusion of the notice in Stagline or such other industry newsletter or publication that is sent to all persons on either the Industry List or the Register of Members.

34.2. **Deemed Delivery:** A notice sent pursuant to Rule 34.1.1 shall be deemed to have been delivered on the day following the day of posting or emailing. A notice sent pursuant to Rule 34.1.2 shall be deemed to have been delivered on the day following the day upon which the relevant issue of Stagline or other industry newsletter is despatched for delivery to recipients.

35. NO FINANCIAL GAIN

35.1. The Association shall not be carried on for the financial gain of any of its Members, provided that a Member may:

35.1.1. receive fees in accordance with Rule 18; and

- 35.1.2. receive reimbursement for reasonable expenses legitimately incurred on behalf of the Association while purposing the Association's Purposes;
 - 35.1.3. receive incidental benefits (such as trophies, prizes or discounts on products or services) in accordance with the Purposes of the Association; and
 - 35.1.4. charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Association, including acts which a Member could have done personally.
- 35.2. The Association will otherwise comply with the provisions of section 24 of the Act.

Conflict of Interest

36. Conflict of Interest

- 36.1. An Officer (which for the purposes of this Rule 36 includes an Executive Committee member and/or a member of a committee appointed in accordance with this Constitution) is interested in a Matter if that person:
- 36.1.1. may obtain a financial benefit from the Matter; or
 - 36.1.2. is a relation of or close personal acquaintance of a person who may obtain a financial benefit from the Matter; or
 - 36.1.3. may have a financial interest in a person to whom the Matter relates; or
 - 36.1.4. is a partner, director, member of the Executive Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates.
- 36.2. However, an Officer is not interested in a Matter:
- 36.2.1. merely because that person receives an indemnity, insurance cover, remuneration, or other benefit authorised under the Act; or
 - 36.2.2. if that person's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the Membership of those Members; or
 - 36.2.3. if that person's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that person in carrying out their responsibilities under the Act or this Constitution; or
 - 36.2.4. if that person is a member of a union and that person's interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.
- 36.3. An Officer who is interested in a Matter relating to the Association must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- 36.3.1. to the Executive Committee; and
 - 36.3.2. in a Register of Interests kept by the Executive Committee.

- 36.4. Disclosure must be made as soon as practicable after that Officer becomes aware that they are interested in the Matter.
- 36.5. Subject to the Act and any regulations made under the Act, an Officer who is interested in a Matter:
- 36.5.1. must not vote or take part in the decision of the Executive Committee and / or sub-committee relating to the Matter; and
 - 36.5.2. may not sign any documents relating to the entry into a transaction or the initiation of the Matter; and
 - 36.5.3. may take part in any discussion of the Executive Committee and / or sub-committee relating to the Matter and be present at the time of the discussion of the Executive Committee and / or sub-committee (unless the Executive Committee and / or sub-committee decides otherwise).
- 36.6. If 50% or more of the Executive Committee and / or sub-committee are prevented from voting on the Matter under Rule 36.5.1, the Executive Committee must call a Special General Meeting of the Association to consider and determine the Matter.

Disputes Resolution

37. Dispute Resolution Process

- 37.1. The Association, Officers, and Members must use the dispute resolution process in Rules 38 to 46 for resolving any Dispute (which becomes a Complaint when the dispute resolution starts) or dealing with any Complaint, which relates to the Association as an incorporated society.
- 37.2. For the avoidance of doubt and without affecting any other provisions of this Constitution, the Executive Committee may make any decision of the Association set out in Rules 38 to 46.
- 37.3. The Executive Committee may at its discretion establish a Complaints Policy setting out the process for dealing with Disputes and Complaints under this Constitution.

38. How a Complaint is Made

- 38.1. A Member or an Officer may make a Complaint by giving to the Executive Committee written notice that:
- 38.1.1. states the Member or Officer is starting a procedure for resolving a Dispute in accordance with Rule 37;
 - 38.1.2. sets out the allegation to which the Dispute relates and whom the allegation is against; and
 - 38.1.3. sets out any other information reasonably required by the Association.
- 38.2. The Association may make a Complaint involving an allegation against a Member or an Officer by giving the Member or Officer a Notice in writing that:
- 38.2.1. states that the Association is starting a procedure for resolving a Dispute in accordance with this Rule 37; and
 - 38.2.2. sets out the allegation to which the Dispute relates.
- 38.3. The information given under Rule 38.1.1 and Rule 38.1.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

39. Costs of Complaint

- 39.1. Without limiting Rule 46.1, a complainant must meet their own costs of making a Complaint, and may be required to meet the ongoing costs in relation to the Complaint.

40. Person Who Makes Complaint Has Right to be Heard

- 40.1. A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.
- 40.2. If the Association makes a Complaint:
- 40.2.1. the Association has a right to be heard before the Complaint is resolved or any outcome is determined; and
 - 40.2.2. an Officer may exercise that right on behalf of the Association.
- 40.3. Without limiting the manner in which the Member, Officer, or Association may be given the right to be heard, they must be taken to be given the right if:
- 40.3.1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - 40.3.2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - 40.3.3. an oral hearing (if any) is held before the decision maker; and
 - 40.3.4. the Member's, Officer's, or Association's written statement or submissions (if any) are considered by the decisions maker.

41. Person Who is Subject of Complaint Has Right to be Heard

- 41.1. This Rule applies if a Complaint involves an allegation that a Member, an Officer, or the Association (the Respondent):
- 41.1.1. has engaged in misconduct;
 - 41.1.2. has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - 41.1.3. has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 41.2. The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.
- 41.3. If the Respondent is the Association, an Officer may exercise the right on behalf of the Association.
- 41.4. Without limiting the manner in which a Respondent may be given a right to be hear, a Respondent must be taken to have been given the right if:
- 41.4.1. the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
 - 41.4.2. the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);

- 41.4.3. an oral hearing is held if the decision-maker considers that an oral hearing is needed to ensure an adequate hearing;
- 41.4.4. an oral hearing (if any) is held before the decision-maker; and
- 41.4.5. the Respondent's written statement or submissions (if any) are considered by the decision-maker.

42. Investigating and Determining Dispute

- 42.1. The Association must, as soon as reasonably practicable after receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Complaint is investigated and determined.
- 42.2. The Association will deal with Disputes under this Constitution in a fair, efficient, and effective manner. This will be achieved by:
 - 42.2.1. Fair: The Association following the procedures in this Constitution and ensuring that overall Disputes are dealt with in a way that is fair to the parties to the Dispute. Where this Constitution specifies a particular procedure that is to be followed or may be followed, that procedure will meet the requirement to act in a fair manner.
 - 42.2.2. Efficient: The Association dealing with Disputes as efficiently as possible in terms of time and costs, taking into account the other obligations under this Constitution.
 - 42.2.3. Effective: The Association dealing with Disputes and ensuring that the decision-maker can reach decisions, in a way that best promote the purposes of the Association that also takes into account the other obligations under this Constitution.

43. Association May Refer Complaint

- 43.1. Despite Rule 42.1 the Association may refer a Complaint to:
 - 43.1.1. a complaints subcommittee or an external person to investigate and report; or
 - 43.1.2. a complaints subcommittee, arbitral tribunal or an external person to investigate and make a decision.
- 43.2. The Association may, with the consent of all parties to the Complaint, refer the Complaint to any time of consensual dispute resolution.

44. Society May Decide Not to Proceed Further with Complaint

- 44.1. Despite Rule 42.1, the Association may decide not to proceed further with a Complaint if:
 - 44.1.1. the Complaint is trivial or vexatious;
 - 44.1.2. the Complaint does not appear to disclose or involve any allegation of the following kind:
 - 44.1.2.1. that a Member or an Officer has engaged in material misconduct;
 - 44.1.2.2. that a Member or an Officer, or the Association has materially breached, or is likely to materially breach, a duty under this Constitution or Act; or

- 44.1.2.3. that a Member's rights or interests or Members' rights or interests generally have been materially damaged.
- 44.1.3. the Complaint appears to be without foundation or there is no apparent evidence to support it;
- 44.1.4. the person who made the Complaint has an insignificant interest in the matter;
- 44.1.5. the conduct, incident, event or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or
- 44.1.6. there has been an undue delay in making the Complaint.

45. Decision- makers

- 45.1. The Executive Committee or any such complaints subcommittee or person considering and determining a Complaint in accordance with this Constitution is referred to in this Constitution as the "decision-maker". A person may not act as the decision-maker in relation to a Complaint if two (2) or more Executive Committee members or any complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:
 - 45.1.1. impartial; or
 - 45.1.2. able to consider the matter without a pre-determined view.

46. Resolving Disputes

- 46.1. The decision-maker may:
 - 46.1.1. order the complainant (if a Member) or the Member complained against, to meet any of the Association's reasonable costs in dealing with a Complaint; and
 - 46.1.2. make such directions as the decision-maker thinks appropriate (with which the Association and Members shall comply) including upholding a Complaint; and
 - 46.1.3. reprimanding or admonishing the Member; and / or
 - 46.1.3.1. suspending the Member from Membership for a specific period; or
 - 46.1.3.2. terminating the Member's Membership.

Records and Registers

47. Contact Person

- 47.1. The Executive Committee shall appoint at least one (1) individual, and no more than three (3) individuals, as the Contact Person for the Purposes of the Act, whom the Registrar can contact when needed.
- 47.2. The Contact Person must be at least 18 years of age and ordinarily resident in New Zealand.

48. Register of Members

48.1. A Register of Members shall be kept by the Executive Committee, recording each Member's name, contact details, the date they became a Member, and any other information required by this Constitution or the Act. The Register of Members shall be kept in the office of the Association.

48.2. The Association shall also keep a record of the former Members of the Association. For each Member who ceases to be a Member within the previous seven (7) years, the Association will record:

48.2.1. the former Member's name; and

48.2.2. the date the former Member ceases to be a Member.

48.3. Every Member shall promptly advise the Executive Committee of any changes of their current details.

49. Register of Interests

49.1. The Executive Committee shall at all times maintain an up-to-date Register of Interests disclosed by Officers and by members of any sub-committee.

50. Access to Information for Members

50.1. A Member may at any time make a written request to the Association for specific information held by the Association.

50.2. The Association must, within a reasonable time after receiving a request:

50.2.1. Provide the information; or

50.2.2. Agree to provide the information within a specified period if the Member pays a reasonable charge (previously specified) to meet the cost of providing the information; or

50.2.3. Refuse to provide the information in accordance with the Act, specifying the grounds for refusal.

50.3. If the Association requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless within ten (10) working days after receiving notification of the charge the member informs the Association:

50.3.1. that the Member will pay the charge; or

50.3.2. that the Member considers the charge to be unreasonable.

Amendments, Amalgamation and Winding Up

51. ALTERATION OF RULES

51.1. The Association may amend or replace this Constitution at a General Meeting by a resolution passed by at least two-thirds of the Members entitled to vote and voting on the question (present in person or by proxy).

51.2. Any proposed motion to amend or replace this Constitution shall be:

51.2.1. given by the Executive Committee; or

51.2.2. in the case of an Annual General Meeting, put forward as a motion; or

51.2.3. in the case of a Special General Meeting, put forward in accordance with Rule 26.1.

51.3. When an amendment to this Constitution is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

52. AMALGAMATION

52.1. The Association may be amalgamated in accordance with the provisions of the Act.

52.2. Any amalgamation proposal (as defined in the Act) must be approved by a resolution agreed to by at least seventy-five percent (75%) of all Members entitled to vote and voting on the question (present in person or by proxy). This Rule 52.2 modifies section 194(2)(a) of the Act.

53. WINDING UP

53.1. The Association may be wound up, liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

53.2. The Chair shall give Notice to all Members of the proposed motion to wind up the Association, or remove it from the Register of Incorporated Societies and such Notice shall include:

53.2.1. details of the General Meeting at which any such proposal is to be considered;

53.2.2. the reasons for the proposal; and

53.2.3. any recommendations from the Executive Committee in respect of such notice of motion.

53.3. Any resolution to wind up the Association or remove it from the Register of Incorporated Societies must be passed by at least seventy-five percent (75%) of the Members entitled to vote and voting on the question (present in person or by proxy).

53.4. If the Association is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Associations' debts and liabilities, that property must be given or transferred to another Not-For-Profit Entity as determined at a General Meeting.

Deer Industry New Zealand (DINZ)

54. DEER INDUSTRY NEW ZEALAND (DINZ)

54.1. **Representation:** The Association shall be represented on DINZ by such selected representatives as are required to fill the number of seats or vacancies from time to time as contained in the DINZ Regulations provided that no member of DINZ may at the same time be a member of the Executive Committee.

54.2. **Selection and Appointments Panel:** Selection of the Association's DINZ representatives shall be made by the Selection and Appointment Panel. The Selection and Appointment Panel shall have eight members and shall consist of:

54.2.1. four members of the Executive Committee; and

54.2.2. four non-Executive Committee members

The non-Executive Committee members must be Full Members or Elected members. No member of the Selection and Appointment Panel shall be permitted to be a member of DINZ or hold more than a 20% interest in any organisation which is a member of DINZ or be a candidate for or a sitting member of DINZ.

- 54.3. **Nomination of Selection Panel Members:** The Returning Officer shall call for written nominations for the non-Executive Committee members of the Selection and Appointment Panel at least 21 days before the date on which nominations close. Nominations for the Selection and Appointment Panel shall be:

54.3.1. in writing and be nominated and seconded by two other Full Members or Elected Members; and

54.3.2. signed by the nominee.

- 54.4. **Election of Selection Panel Members:** The non-Executive Committee member nominees shall be voted for nationally by Full Members, Elected Members and Levy Paying Members at the same time and in the same manner as they vote for appointment of members to the Executive Committee.

- 54.5. **Term of Office:** At the Annual General Meeting in each year 2 of the non-Executive Committee members of the Selection and Appointment Panel, shall retire from office. The Selection and Appointment Panel members to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Selection and Appointment Panel members on the same day those to retire shall (unless they otherwise agree among themselves) be determined By Lot. A retiring Selection and Appointment Panel member shall be eligible for re-election.

- 54.6. **Procedure:** The Selection and Appointment Panel shall meet together to despatch the business of the Panel at such times as they think fit and shall, subject to Rule 54.7, regulate their meetings as they see fit. Questions arising at any Selection and Appointment Panel meeting shall be determined by a majority vote. Each Panel member shall have one vote and in the case of equality of votes, the Chair of the Panel shall have a casting vote.

- 54.7. **Quorum:** A quorum for the transaction of the business of the Selection and Appointment Panel shall be five members provided that at least three members making up a quorum shall be non-Executive Committee members. The Panel shall elect one of those present to chair the meeting.

- 54.8. **Vacancies:** Should any vacancies on the Selection and Appointment Panel occur by death, or the resignation of a Selection and Appointment Panel member, or where there is no nomination for a vacant position, the Executive Committee shall determine whether the vacancy should be filled by election or by Executive Committee appointment or decide that the vacancy will not be filled. If the Executive Committee decides to fill a casual vacancy by appointment, then the appointee shall hold office until the end of the next Annual General Meeting of the Association.

- 54.9. **Nominations for DINZ:** The Returning Officer shall publicly announce, in writing, the names of the retiring Association representatives of DINZ and call for nominations for their replacement, prior to the end of March each year. Nominations shall be:

54.9.1. made by any two Full Members, Life members or Elected Members;

54.9.2. in writing; and

54.9.3. in the hands of the Returning Officer at a date and time to be specified which will be before the Annual General Meeting of the Association each year.

54.10. **Eligibility for Selection as DINZ Representative:** All persons interested or engaged in the deer farming industry shall be eligible for nomination, with the exception of employees of DINZ or of the Association. Each nominee for selection shall be required to make a written declaration of any office held or managerial position or financial interest that either the nominee or any of the nominee's immediate family or any partner or fellow shareholder in any deer farming project has in any organisation which deals directly in the products of or materials for the deer farming industry.

54.11. **Right to Address AGM:** Each nominee for selection as a DINZ representative may address the Annual General Meeting of the Association at a time and date to be specified by the Executive Committee.

54.12. **Selection Process:** As soon as possible after the closing date for nominations the Returning Officer shall publish to all Branches and in Stagline a full list of the persons nominated, together with any declarations of interests received from them. On the date determined for the selection (but not later than the end of June each year), the Selection and Appointment Panel shall convene, interview and select from the nominees as many Association representatives as are required to fill available vacancies on DINZ.

54.13. **Deputies:** Where an incumbent NZDFA-appointed DINZ representative is temporarily unable to fulfil their duties but there is no vacancy in that person's office, the elected Executive Committee of the Association may appoint a person to act as deputy for the duration of the incumbent representative's temporary unavailability.

54.14. **NZDFA Representative DINZ Board Vacancies:**

54.14.1. **Extraordinary vacancy:** Where an extraordinary vacancy in the office of a NZDFA-appointed DINZ representative occurs as set out in the DINZ Regulations (being where a director dies, resigns, or is removed from office by the Minister during their term in office), the extraordinary vacancy will be filled by the Selection and Appointments Panel following its usual process and in accordance with the DINZ Regulations.

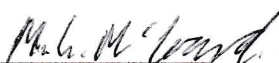
54.14.1.1. A person appointed to the DINZ board to fill an extraordinary vacancy in accordance with Rule 54.14.1 shall hold office for the remainder of the term of the director they replaced, in accordance with the DINZ Regulations.


54.14.2. **No nominations received:** Where a call for nominations to the DINZ board is held in accordance with this Constitution and no nominations are received within the specified timeframe, the Selection and Appointment Panel may fill that vacancy by appointment and no further call for nominations shall be required.


54.15. **Representative Meetings:** The Selection and Appointment Panel shall convene a meeting not less than once a year, with the Association's DINZ representatives to discuss general matters and issues of common interest that pertain to the industry and their roles as DINZ representatives.

**CONSTITUTION
OF THE
NEW ZEALAND DEER FARMERS' ASSOCIATION INCORPORATED**

This document is the Constitution of The New Zealand Deer Farmers' Association Incorporated altered, revised and amended in accordance with the form of Constitution presented to, approved and adopted by the members of the Association at the Special General Meeting of the Association held at Cliftons Events, Level 28/100 Willis Street, Wellington on the 17th day of September 2025


Member


Member


Member