

BYLAWS OF THE GYPSY VANNER HORSE SOCIETY NEW ZEALAND

GYPSY VANNER HORSE SOCIETY of NEW ZEALAND INCORPORATED

I. Name

The name of this non-profit Society shall be the Gypsy Vanner Horse Society New Zealand, Incorporated and shall be referred to herein as the 'GVHS NZ', or the 'Society'

The Society is constituted by resolution dated

II. Financial Year

The financial year of the Society begins on the 1st day of July of every year and ends on the 30th day of June of the next year.

III. Registered Office

The Registered Office of the Society is:

1 Taaffes Glen Rd
RD2
Rangiora 7472

IV. Purpose

The Gypsy Vanner Horse Society NZ is an affiliated group of the Gypsy Vanner Horse Society (America) and our purpose is to support the purpose of the Gypsy Vanner Horse Society (America) as follows:

The purpose for which the Society is organized is to promote social welfare through the benevolent, agricultural, fraternal and educational oversight and development of significant matters that may impact the maintenance, preservation, promotion, and integrity of the breeding, importation, registration and certification marks of the GYPSY VANNER HORSE breed. Moreover, the Society's purpose shall include the education of the public about the GYPSY VANNER HORSE breed and the preservation through strict registration/certification standards of the GYPSY VANNER HORSE breed. The Society may, from time to time, engage in activities that seek to affect the establishment or changes that are in furtherance of the aforementioned purposes. Further, for registration purposes, this Society will not allow crossbreeding in any form and shall have the purpose of protecting the purity, perfection, and wholesomeness of the GYPSY VANNER HORSE breed.

Neither any donation made to the Society nor any fund or property arising therefrom, in whatever form it may take, shall be diverted from the purposes herein set out. The Society will exercise all the powers and duties set forth in these Bylaws and will have and exercise any and all powers, rights and privileges, which a corporation may now or hereafter have or exercise.

In the event of the GVHSNZ acting outside the purpose and scope of the Gypsy Vanner Horse Society, or violating the ethics, damage or the reputation, and integrity brought to it in affiliation with the GVHS (America), the GVHS (America) reserves the right to withdraw use of the name Gypsy Vanner Horse, its logos, materials and programs from the GVHSNZ. No changes will be made to these bylaws without review and written approval by the Board of Directors of GVHS (America).

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V. Common Seal

There shall be a common seal for the Society and may from time to time replace it with a new one. The Secretary shall have custody of the common seal which shall only be used by the authority of the Board of Directors. Every document to which the common seal is affixed shall be signed by the President and counter-signed by the Secretary or a member of the Committee.

VI. Use of Money and Other Assets

The Society may only use money and other assets if:

- 1/ It is for the sole purposes of the Society
- 2/ It is not for the personal or individual benefit of any one member
- 3/ That use has been approved by the Board of Directors, or by majority vote of the members of the Society

VII. Financial Management

The Society may invest in any investment that a Trustee might invest in. Any investments other than the transfer of funds into an interest earning deposit account at the Society's main bank account must be approved at a Committee meeting.

VIII. Official Publications

The name of any official publications shall be the Gypsy Vanner Horse Society New Zealand or the GVHSNZ. The Editor of official publications shall be selected and appointed by the Board of Directors.

Subscriptions and advertising rates shall be recommended by the Treasurer and the Editor, and shall be approved at the Annual General Meeting. Subscriptions and advertising rates are to be published as, when and where decided by the Committee.

IX. Insurance

The Society shall from time to time effect and maintain such insurance as shall be deemed necessary by the Committee. The Gypsy Vanner Horse Society in North America or other countries will not be liable for any statements, or actions, of the GVHSNZ directors, committee members, members or any other organizations or people associated through the GVHSNZ.

X. Disolution

In the event the Society is ending:

- 1/ The Society's debts, costs and liabilities shall be paid up
- 2/ Any surplus money and other assets may be disposed of by Resolution or in accordance with the provisions in the Incorporated Societies Act 1908
- 3/ No distribution may be made to any member

XI. Membership

Section 1. Types of Membership

The members of this Society consist of two (2) types:

General Member – This is a voting membership, and you must own a GVHSNZ registered horse to vote.

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Associate Member – This is a non voting membership.

Youth Member- this is a non voting membership for youth under age 18.

Section 2. Dues

(a) Dues for each class of Membership shall be in such amount as established by the Board of Directors.

(b) Dues will become due and payable on January 1 of the membership year which runs January 1 through December 31.

(c) All dues are payable in NZ dollars and payable using direct credit, or cheque

(d) A new member who pays first time annual dues during the 4th quarter of the year be considered paid up through Dec 31st of the following membership year.

Section 3. Removal

(a) Any Member delinquent in payment of dues by more than 60 days will cease to be a member on the 61st day after the due date.

(b) The Board of Directors by affirmative vote of two-thirds of the Board present and voting, after appropriate notice and hearing, may suspend or expel any Member for cause, including but not limited to the following:

(1) Aiding or abetting any unauthorized use of the term GYPSY VANNER HORSE.

(2) Any act or conduct which may cause disrespect for or lack of public confidence in the maintenance of the purpose clause set forth herein these Bylaws or the name GYPSY VANNER HORSE

(3) Violation of any provision of these Bylaws or any rule, regulation, or order adopted pursuant to these Bylaws.

Section 4. Resignation

Any Member may resign by filing written resignation with the President. A resignation does not relieve a member of an obligation to pay dues, assessments, or other charges accrued and unpaid.

Section 5. Transfer of Membership

Membership in this Society is not transferable or assignable.

Section 6. Cessation of Property Interest

All rights, title, and interest, both legal and equitable, of a Member in and to any property of the Society ceases in the event of any of the following: (1) expulsion or termination of Membership; (2) failure to pay dues owed to the Society; (3) resignation; or (4) death.

Section 7. List of Members

Each year, the Society, will maintain a list of its Membership. Members are responsible to notify the Society in writing of any change to their contact information. The member information including name, business name, address, telephone number, and email address will be listed on the website unless the Society receives in writing and specific about what information the member would like not listed.

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Section 8. Fees

The Board of Directors determine fees and dues and set or change fees or dues, in amounts and purposes to be in the best interest of the Society.

XII Board of Directors

1. **Founding Board of Directors:** The business and affairs of the Corporation shall be managed by its Board of Directors. The first Board of Directors, which is referred to as the Foundation Board of Directors, may consist of the Founding Board Members, and two (2) additional directors. The terms of the Foundation Board of Directors will be staggered to insure experienced leadership during the Foundation phase of the organization which is determined to be five years.
2. **Elections**
 - A. There will be elections held to elect members to serve as Directors on The Board of Directors. For a member to be elected to a Director position they must be a member in good standing, and must be a General (or Lifetime) Member for at least 90 days prior to the designated election date.
 - B. A Director position will commence January 1 and expire December 31st three (3) years later.
 - C. There are no term limits.
 - D. Election of the Regular Directors on the Board will be by written ballot via postal mail service, supervised and counted by a third party service. Ballots will be mailed to all members entitled to vote based on membership type and date. The ballots will be mailed no later than 42 days before the expiring term(s). The return deadline will be stated on the ballot.
3. **Rules and Regulations** The Board of Directors GVHS NZ agrees that all rules, regulations and processes regarding registration of Gypsy Vanner Horses shall be provided by and can only be changed by The Gypsy Vanner Horse Society (America). The rules will be not contrary to law or the the conduct, management and activities of the Gypsy Vanner Horse Society and it's purpose.
4. **General Powers of the Board of Directors:** the admission, classification, qualification, suspension and expulsion of members, removal of officers, collecting of dues and fees, expenditures of money, auditing of books and records, awarding of championships, conducting of shows, contests, exhibitions, races, sales and social functions and other details relating to the general purposes of Gypsy Vanner Horse Society, all, subject to revision or amendment.
5. **Written Resolutions.** The Board of Directors may act without convening and meeting by written resolutions signed by all Members thereof and duly entered into the Society records, at all meetings of the Board, a majority in attendance shall constitute a quorum.

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6. **Regular Meetings.** A regular meeting of the Board of Directors shall be held annually. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution requires.
7. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. Special meetings can be held in person, or via teleconference.
8. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least twenty one (21) days previously thereto by a written notice delivered personally or mailed to each Director at his business address, or by fax, or telephone. If mailed, such notice shall be deemed to be delivered when deposited in the mail so addressed, with postage prepaid. If notice be given by fax, such notice shall be deemed to be delivered when the fax transmission is sent and confirmed. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
9. **Quorum.** A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may conduct the meeting without further notice.
10. **Manner of Acting.** The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors.
11. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors or put up for election. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The Board of Directors can choose to increase and decrease the number of Directors as long as the number is never less than three (3) and as long as it does not affect a term already held by an active Director. If a vacancy is created by an increase in number of Directors, that vacancy will be filled by majority vote of all members qualified to vote.
12. **Compensation.** No Director shall receive compensation for attending and participating in each regular or special meeting of the Board of Directors. Any compensation shall be determined by a majority of the Directors then serving. Each Director may be reimbursed for his actual expenses incurred in the performance of his duties only if approved by the Executive Officers.
13. **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors in which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favour of such action.

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14. **Interest of Directors in Contracts.** Any contract or other transaction between the Corporation and one (1) or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, company or association of which one or more of its directors are members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.
15. **Action by Directors without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Board of Directors, as the case may be. Members of the Board of Directors, or members of any committee designated by such Board, may participate and hold a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting pursuant to a conference call or similar communications equipment shall constitute presence in person at such meeting.
16. **Reliance on Reports, Etc.** A Director in the discharge of duty imposed or power conferred on such Director, may rely in good faith and with ordinary care on information, opinions, reports, or statements concerning the Corporation or another person, that were prepared or presented by officers or employees of the Corporation, legal counsel, public accountants, or a committee of the Board of Directors of which the Director is not a member.
17. **Removal.** A Director can be removed for reasons as established in Article VI, Section 3, in addition a Director can be removed for not attending at least 50% of all Board of Directors meetings within a given year. This removal is subject to a majority vote of the remaining Board of Directors.

XIII Executive Officers

1. **Number.** The Officers of the Corporation shall be a President, one Vice Presidents, a Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary cannot be held by the same person. A committee duly designated may perform the functions of any officer and the functions of any two or more Officers may be performed by a single committee, including the functions of both President and Secretary.

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2. **Election and Term of Office.** The Executive Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors, for a term of one (1) year. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. **Removal.** Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without the prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

4. **Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

5. **The President.** The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the Corporation. He or she may agree upon and execute any contracts and other obligations in the name of the Corporation or assign these powers. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. **The Vice President(s).** In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall perform such duties as from time to time may be assigned to him or her by the President, or by the Board of Directors.

7. **The Secretary.** The Secretary shall: (a) keep the minutes of the Board of Directors. meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, if any, and see that any seal of the Corporation is affixed to any documents, the execution of which, on behalf of the Corporation, under such a seal, if any, is duly authorized; (d) shall have charge of the Corporation books; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

8. **The Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine. He or she shall: (a) have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories in the manner prescribed by the Board of Directors; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

9. **Compensation.** No officer shall receive compensation for any service he may render to the Corporation except to the extent otherwise determined by the Board of Directors. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

10. **Reliance on Reports, Etc.** An officer, in the discharge of duty imposed or power conferred on such officer, may rely in good faith and with ordinary care on information, opinions, reports, or

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statements concerning the Corporation or another person that were prepared or presented by other officers or employees of the Corporation, legal counsel, or public accountants.

XIV Committees

1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more Committees, each of which shall consist of two (2) or more persons. However, no such Committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; election, appointing, or removing any member of any such Committee or any Director of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

2. **Other Committees.** Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation shall appoint the members of each such Committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Members of such Committee or Committees may, but need not be, Directors. At least one Director will serve on each committee.

3. **Term of Office.** Each member of a Committee shall continue as such until the next Annual Meeting of the members of the Board of Directors and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

4. **The Committee Chairman.** One member of each Committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof. The Chairman does not have to be a Director.

5. **Vacancies.** Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

7. **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

XV. Meetings

1) An annual general membership meeting will be held once each year. The date and location will be announced no less than 180 days prior to the meeting.

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- 2) Any member can propose a rule or bylaw change by submitting the proposal in writing no later than 90 days prior to the annual meeting.
- 3) The Rule or Bylaw change will be reviewed by the Rules and Bylaws Committee and forwarded to the Board of Directors for approval to submit at the annual meeting.
- 4) Notice of intention to amend the Rules and Bylaws shall first be published on the official Society website or mailed to the membership at least 30 days prior to the convening of the annual meeting at which the amendment shall occur; and
- 5) Such notice shall contain the content of each proposed amendment and state its purpose and intent; and
- 6) Any amendment submitted to the membership for vote requires 51% of eligible voting members to cast votes in order to take any action on the issue.
- 7) A two-thirds (2/3) majority of Society voting members of those present in person or by representation shall vote in favour of such amendment.

Special Meetings: Special meetings to consider Rules and Bylaws amendments may be called by:

- 1) Written petition signed by a majority of the Board of Directors; or
- 2) Written petition signed by current voting members in good standing constituting at least thirty percent (30%) of the total voting membership;
- 3) Any amendment submitted to the membership for vote at a special meeting requires 51% of eligible voting members to cast votes in order to take any action on the issue.
- 4) A two-thirds (2/3) majority of Society voting members of those present in person or by representation shall vote in favor of such amendment.

Vote by Mail (does not apply to elections): The Rules and Bylaws may be amended with a vote by mail provided that:

- 1) Any amendment submitted to the membership for vote by mail requires 51% of eligible voting members to cast votes in order to take any action on the issue.
- 2) A two-thirds (2/3) majority of Society voting members of those casting votes by mail shall vote in favour of such amendment.

XVI GENERAL REGISTRATION INFORMATION

- (a) The GVHSNZ accepts and follows the Breed Standard for Gypsy Vanner Horses set by the GVHS (America).
- (b) The Gypsy Vanner Horse registration rules and procedures set by the GVHS (America) will be used to register all Gypsy Vanner horses in New Zealand.
- (c) Application for registration/certification will be submitted to the Registrar on the official registration application form provided by the society (or via the online form on the website), along with fees and other requirements of registration as stated on the application for registration form.
- (d) The Gypsy Vanner Horse Society will only register horses that qualify. The Society may deny registration or cancel registration of a horse if there are reasonable grounds to believe that the

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horse does not meet the standards or requirements for registration, or that any information on the registration form is false or incorrect. See detailed registration rules.

(e) DNA testing for parentage and /or to enter the horses DNA information into the system is required for all horses registered except geldings. If DNA results show pedigree or other discrepancies, the application and registration can be changed, denied or revoked.

(f) The name of a horse submitted for registration cannot be the same as any other Gypsy Vanner Horse already registered within the New Zealand and/or the mother (North American) studbook of the Society. Names cannot exceed more than 40 letters including any prefix and spaces. No names will be accepted that are deemed to be offensive.

(g) If the application is for an imported horse the name submitted can be different from the name on the passport or other import documents. If there is a passport available for the imported horse a copy of it must be submitted with the registration application. If no passport was required for import, a copy of other importation paperwork can be submitted.

(h) Upon the death of a registered Gypsy Vanner Horse the original certificate must be returned to the registrar within 90 days. The certificate will be recorded with the date of death and returned to the final owner of the deceased animal. The date will also be recorded in the permanent records of the registry.

See detailed rules for more in depth information.

XVII CODE OF ETHICS

Any member elected to an Executive Officer Position, or Director position, or in other leadership positions as determined by the Board of Directors, must sign and abide by the GVHS Code of Ethics.

XVIII LITIGATION

No Director or Officer of the Gypsy Vanner Horse Society will bring action or suit against the Gypsy Vanner Horse Society while in office. Any GVHS member, or a non-member who purchases Gypsy Vanner Horse Society registered horses, attends Society events, participates in Gypsy Vanner Horse Society sanctioned shows, or files any Society forms or applications will be responsible for their own attorney fees if they file action or suit against the Gypsy Vanner Horse Society. In addition, if they are unsuccessful in their attempts, they will reimburse the Gypsy Vanner Horse Society for all attorney fees, court costs and other expenditures used in defense of such suit or action.

No suit or action may be brought against the GVHS (America) or the GVHS in other countries, that is originating from action or issue in New Zealand.

XIV HEARINGS AND DISCIPLINARY PROCEDURES

(a) The Board of Directors will investigate possible violation of rules, regulations, or bylaws. After any investigation the Board will determine if the violation exists and how it can be resolved. This will be presented to all parties involved in writing. Results of the investigation can be determined as “no action needed” to suspension and expulsion from the organization, or something in between.

(b) If any one would like to request a hearing regarding any board decision, any decision regarding a registration, records or prefix, or any disciplinary decision, they can request the hearing by submitting it to the board in writing. The board will determine the time and place of the hearing. The decision and actions of the board after the hearing will be final.

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(c) The Board of Directors (America) will also oversee and hear any appeal regarding registration denial of a horse submitted for registration.