



NEW ZEALAND WAGYU BREEDERS ASSOCIATION INC.

RULES

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THE NEW ZEALAND WAGYU BREEDERS ASSOCIATION INC

RULES

1 INTERPRETATION

- 1.1 Except where the content otherwise requires, the following expressions have the following meanings :

The Society	means The New Zealand Wagyu Breeders Association Incorporated.
Council	means the up to 10 members elected to conduct the affairs of the Society in accordance with these Articles.
Officers of the Society	means the President the two Vice Presidents and the Honorary Treasurer elected by the Council.
Retired Member	means a member who has permanently retired from employment or practice and has been permitted by the Board to pay a special rate of subscription.
Secretary	means any person appointed to perform the duties of a Secretary of the Society and includes the honorary Secretary or Acting Secretary.
Wagyu	in relation to cattle shall mean pure-bred cattle of the breed known as "Wagyu" a cattle bred from pure bred Wagyu cattle infused by breeding from pure bred Wagyu cattle.
Purebred	in relation to Wagyu shall mean not less than 15/16 pure.
A month	means a calendar month.
In writing or Written	include printing, lithography, telex, telecopier and other modes of representing or reproducing words in a visible form.

Words referred only to the singular number include the plural and vice versa.

Words referring only to the masculine gender include the feminine.

Words referring to persons include corporations.

2 OBJECTS OF THE SOCIETY

- 2.1 The objects for which the Society is established include :

- a. To encourage the breeding of Wagyu cattle and to develop, promote and maintain the purity and improvement of the breed in New Zealand.
- b. To collect verify and publish information relative to Wagyu cattle.
- c. To foster and encourage the testing of Wagyu cattle herds throughout New Zealand both for individual and collective tests and to assist in formulating rules to be used in taking tests and to preserve data of tests.
- d. To compile print and publish at intervals as and when required and by successive volumes, a Herd Book on Wagyu cattle in New Zealand.
- e. To prescribe a required breed type and characteristics of Wagyu cattle.
- f. To purchase, lease, own, import or cause to be imported Wagyu cattle and import and encourage and facilitate the importation of semen collected from Wagyu cattle registered in any Herd Book approved for the purpose by the Council of the Society.
- g. To provide for and to regulate the insemination of females and to encourage the breeding up of animals derived from crossing to a degree and to a standard where they become acceptable as pure bred Wagyu in accordance with then current regulations of the Society.
- h. To publicise and promote in any way the breeding development exhibition and sale of Wagyu cattle.
- i. To prescribe regulations for the purpose of regulating and controlling the activities of the Society and to make regulations as to the compiling maintenance of the Herd Book and of a Calf Register, tattooing and marking of Wagyu cattle, the then current standard required from in type, formation and breeding of Wagyu cattle and their required qualification for entry in the Calf Register and for registration in the Herd Book.
- j. To carry out or to promote the carrying out of research into better methods of animal husbandry and genetics particularly relating to Wagyu cattle.
- k. To hold shows or exhibitions or sales of Wagyu cattle and to offer prizes or contribute prize money in respect of competitions of Wagyu cattle.
- l. To prepare and maintain a list of persons competent to act at shows as Judges of Wagyu cattle.
- m. To print publish distribute sell or make contributions to any newspaper periodical journal publication or leaflet and to publicise or advertise in any way Wagyu cattle or anything appertaining to the breed.

- n. To establish relations and make agreements or arrangements with any other Society or body having similar objects to this Society and formed for the promotion of cattle.
- o. To register brands of all description and copyrights for the use of the Society.

3 MEMBERSHIP

- 3.1 There shall be three (3) classes of membership namely Full Membership, Associate Membership and Life Membership.
- 3.2 The Council may admit an applicant for Membership to a membership of a class of members or may in its absolute discretion decline any such application. Should the Council reject any application it shall not be called upon to furnish any explanation concerning the exercise of this discretion.
- 3.3 An applicant for Full Membership shall be a person or corporation intending to register one or more head of Wagyu cattle with the Society.
- 3.4 An applicant for Associate Membership shall be a person or corporation evincing interest in the breeding of Wagyu cattle and in the Wagyu breed.
- 3.5 The following rights privileges and conditions shall attach to the classes of membership.
 - a. Full Membership shall entitle a member to vote at General Meetings of the Society and to be a member of the Council.
 - b. Associate Membership shall entitle an Associate Member to all the rights privileges of and shall render Associate Members liable to all the obligations of membership of the Society provided that an Associate Member shall not be eligible to be elected as a member of the Council nor to vote nor to be heard at any General Meeting of the Society.
- 3.6 An applicant for membership of the Society being a company or other body corporate or a firm or other combination of persons shall with its application nominate in writing a natural person to be its representative for all the purposes of its membership of the Society. Upon any such applicant being admitted as a member of the Society the person nominated shall for so long as he be approved by the Council be alone entitled to receive all notices to which the member is entitled and to exercise all voting rights (if any) as the member is entitled to exercise. Every act and omission of that person shall be deemed an act or omission of the member nominating him. The Council may require a nominee to be replaced.
- 3.7 A person shall be entitled to remain a member of a class of members only for so long as he possesses the qualifications to be admitted as a member of the relevant class. In the case of a Full Member he shall within a reasonable time of his admission enrol one or more head of Wagyu cattle with the Society.
- 3.8 Every application for membership of the Society shall be made in writing signed by the candidate and until the Council shall otherwise prescribe be in the following form :

TO : The Secretary, The New Zealand Wagyu Breeders Association Inc.,

I / We desire to be admitted as a Full / Associate Member of the Society. If elected as a member I / we will accept membership and be bound by the Memorandum and Articles of Association and conform to the Rules and Regulations of the Association.

In support of my / our application the following particulars are provided and certified to be correct.

NAME _____
Please use Block Letters

ADDRESS _____

OCCUPATION _____

1. Number of Registered Wagyu Cattle (called "Cattle") owned by me as at the date of this application.

2. Number of Cattle of which I am the owner and which are the subject of any lease to any person, firm or corporation.

3. Number of Cattle of which I am the lessee from any person, firm or corporation.

4. The period of each lease referred to in 2 above.

5. The period of each lease referred to in 3 above.

(Where an application for membership is from a partnership or company or other body corporate the following should be completed.)

NAME & ADDRESS OF APPLICANT

SIGNATURE OF NOMINEE

DATE OF APPLICATION

LOCATION OF CATTLE (IF APPLICABLE)

CHOICE OF STUD PREFIX

- NB. It is essential that each applicant submit a choice of three names for a Herd Prefix, these may not be longer than 12 letter spaces.

1st Choice _____

2nd Choice _____

3rd Choice _____

MEMBERSHIP FEES

Please note that these must accompany the application form and will be held in a trust account until the application has been dealt with.

4 SELECTION OF MEMBERS

- 4.1 Every application for membership shall be lodged with the Secretary.
- 4.2 The selection of members shall be by the Council at a meeting or meetings duly convened.
- a. The Council may reject an application for membership without assigning any reason for rejection. When applications for membership come before the Council more than three (3) negative votes shall exclude the applicant from election.
- b. The Secretary shall keep a record of the names of the persons present and voting at meetings.
- 4.3 The election of an applicant to membership shall confer the right to membership upon payment by the applicant of all money payable by the applicant for fees and subscriptions due.

Every member shall be deemed to have agreed to pay any entrance fee and all annual subscriptions and other fees and charges which may from time to time be properly payable by him pursuant to these Rules or the by-laws of the Society.

- 4.4 On the recommendation of the Council and in recognition of his outstanding services to the Society any person being a member of the Society may at any General Meeting of the Society by a two-thirds majority be elected a life member of the Society. Every life member shall be entitled to all privileges and be subject to all the duties of a member of the Society during his life without any further payment annual or otherwise provided however a life member shall not be entitled to vote at General Meetings of the Society or be a member of the Council.

- 4.5 The following may at the discretion of the Council be made honorary members of the Society :
- a. The Patron or Patrons for the time being.
- b. A visiting member of another Society affiliated with the Society.
- c. Any prominent citizen visiting the Society for some special occasion.
- d. Any person who in the opinion of the Council is considered to have advanced the interests of Wagyu cattle.

Any honorary member shall be entitled only to the social privileges of the Society.

ELECTION OF PATRON

- 5.1 Any persons who in the opinion of the Council have rendered special service to the Society may by a Resolution of the Council carried by a three-fourths majority of all members of the Council be appointed a Patron of the Society.

6 SUBSCRIPTIONS

- 6.1 The subscription payable by members of each class of membership of the Society shall be decided by the Society in General Meeting.

7 REGISTER OF MEMBERS

- 7.1 The Secretary shall keep at the offices of the Society a Register of Members setting out the name in full, occupation and address of each member and the date of the latest payment by each member of his subscription. Every member shall inform the Secretary of any alteration to his address.

8 CESSATION OF MEMBERSHIP

- 8.1 Any member wishing to resign his membership of the Society shall give notice in writing of his intention addressed to the Secretary and deposited at the registered office of the Society before the day on which his next annual subscription shall become payable otherwise he shall be liable to pay the next annual subscription.

- 8.2 If any money payable by any member of the Society shall remain unpaid for a period of one (1) month after becoming due and payable the member concerned shall as soon as possible be notified by the Secretary in writing of the default. If money owing remains unpaid for a further period of one (1) month after notification of default then the Council may by resolution debar the member from all other privileges of membership and he shall from the date of such resolution cease to be a member of the Society. His name shall be removed from the register.

8.3 The Council may in its absolute discretion waive or suspend the payment of any money to the Society by any member or class of members on any account whatsoever either generally or in any particular case.

8.4 If any member either as a member of the Society or as a member of the Council shall wilfully refuse or neglect to comply with the provisions of these Rules or any by-law of the Society or shall be guilty of any offence of unseemly or ungentlemanly conduct or of any conduct deemed by the Council to be detrimental to the interest of the Society the member may be requested to appear before a meeting of the Council to give an explanation. At the meeting to give an explanation the Chairman shall provide the member with full particulars in writing of what is alleged against him. If the Council finds the complaint proved it may expel suspend or caution the member. However, a member shall not be expelled from the Society unless two-thirds of the Council present at the meeting shall vote in favour of expulsion.

9 GENERAL MEETINGS

9.1 An Annual General Meeting shall be held at least once in every calendar year at a time and place determined by the Council.

9.2 The Council may at will convene a General Meeting. On there being deposited at the registered office of the Society a requisition from twenty-five (25) members of the Society the Council shall without delay proceed to convene a General Meeting of the Society. In the case of such requisition the following provisions apply :

- a. The requisition must state the object of the Meeting and must be signed by the requisitionists and deposited at the office of the Society and may consist of several documents in like form each signed by one or more of the requisitionists.
- b. If the Council does not, within twenty-one (21) days from the date of the deposit of the requisition proceed to convene a meeting the requisitionists or any of them representing more than one-half of the voting rights of all of them may themselves convene the meeting. Any meeting so convened shall not be held after three (3) months from the date of deposit of the requisition.
- c. In the case of a requisitioned meeting at which a resolution is to be proposed as a special resolution, the Council shall be deemed not to have duly convened the meeting if it does not give fourteen (14) days written notice to each member of the Society of such meeting and of the proposed resolution.
- d. Any requisitioned meeting shall be convened in the same manner as nearly as possible as meetings convened by the Council.

9.3 In respect of General Meetings fourteen (14) days notice specifying the place the day and the hour of the meeting and in case of special business the general nature of the business shall be given to the members. The non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

9.4 All business transacted at a General Meeting and all business transacted at an ordinary meeting (with the exception of the consideration of the accounts, balance sheets, ordinary reports of the Council and the Auditor and the Auditors, the election of members of the Council in the place of those retiring and the fixing of the remuneration of the Auditor or Auditors) shall be deemed special business.

10 PROCEEDINGS AT GENERAL MEETINGS

10.1 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Ten (10) members entitled to vote personally present shall be a quorum.

10.2 If within one half hour from the time appointed for the meeting a quorum of members entitled to vote is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place. If at the adjourned meeting a quorum of members entitled to vote is not present within half an hour of the time appointed for the meeting the meeting shall be abandoned.

10.3 The President shall preside as Chairman at every meeting of the Society. If there is no President or he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act one of the Vice-Presidents shall be Chairman. If the Vice-Presidents are not present or are unwilling to act the members present entitled to vote may choose one of their number to be Chairman of the meeting.

10.4 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as in the case of an original meeting. In any other case it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on voices for and against or if directed by the Chairman on a show of hands unless a poll (before or on the declaration of the result of the voices or the show of hands) is demanded :

- a. by the Chairman.
- b. by at least three (3) members present in person or by proxy.

Unless a poll is so demanded :

- i a declaration by the Chairman that a resolution has by voices or alternatively on a show of hands been carried or carried unanimously or by a particular majority or lost,

and

- ii an entry to that effect in the book containing the minutes of the proceedings of the Society

shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- 10.6 If a poll is demanded it shall be taken in the manner and either at once or after an interval or adjournment as the Chairman directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately.
- 10.7 In the case of an equality of votes whether on voices or a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
- 10.8 A member may vote at any General Meeting on voices or a show of hands or a poll in person or by proxy or by his attorney under power or in the case of a member being a corporation by its representative duly authorised in writing. A member or the proxy attorney or representative of a member shall on voices or on a show of hands or on a poll have one vote.
- 10.9 A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote whether on voices or show of hands or on a poll by his committee or by his trustee or by such other person as properly has the management of his estate. Any committee, trustee or other person representing that disabled member may vote by proxy or attorney.
- 10.10 No member shall be entitled to vote at any General Meeting if his annual subscription shall not have been paid before the meeting.
- 10.11 The instrument appointing a proxy shall be in writing in the common or usual form signed by the appointor or by any attorney under power of the appointor empowered by the instrument of his appointment to sign a proxy. A proxy must be a member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 10.12 An instrument appointing a proxy may provide that the holder shall vote in favour of or against any resolution or resolutions as specified. No vote cast by the holder other than in accordance with the authority of the instrument of proxy shall be counted.

- 10.13 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at any other place specified for that purpose in the notice of convening the meeting. The deposit must be not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In the case of a poll unless the poll is taken immediately the deposit must be not less than twenty-four (24) hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid.

- 10.14 If the giver of the instrument of proxy or attorney dies or becomes of unsound mind before a vote is given the vote will be valid unless the Society had prior notice of the death or unsoundness of mind.

11 COUNCIL AND OFFICERS

- 11.1 The first members of the Council of the Society and the other Officers of the Society shall be elected at the first meeting of the Society.
- 11.2 The Council shall consist of no more than ten (10) members.
- 11.3 The election of members of the Council in place of those retiring at any Annual General Meeting shall take place in the following manner :
 - a. Any member of the Society entitled to vote may nominate any eligible member for membership of the Council.
 - b. The name of a nominee together with the names of his proposer and seconder shall be sent in writing signed by the proposer seconder and nominee to be in the hands of the Secretary of the Society at least twenty-eight (28) days before the Annual General Meeting.
 - c. If there be only the requisite number nominated to fill any vacancies then the Chairman shall at the Annual General Meeting declare the nominee or nominees duly elected.
 - d. If there shall not be sufficient number of nominees for any vacancy then the names of those nominated in the Notice convening the Annual General Meeting shall be declared elected. Further nominations may then be made and consented to at the meeting. If those further nominations when added to those of the nominees earlier declared elected constitute a sufficient number to fill the vacancies then those nominees shall be declared elected. If the further nominees exceed a sufficient number of nominees an election shall be held between the further nominees.

- e. i. Should there be nominated more than the requisite number of nominees to fill the vacancy on the Council the Secretary will circulate a list of the nominees to all members of the Society so that each member receives a list at least fourteen (14) days prior to the Annual General Meeting. The list shall indicate in the case of any nominee being a member of the Council his attendance record at meetings of the Council during the preceding twelve (12) months. The list may be accompanied by personal details of not more than twenty-five (25) words in length submitted by any nominee.
 - ii. With the list of nominees of members the Secretary shall enclose a ballot paper containing only the names of the Nominees in alphabetical order.
 - iii. Each member of the Society may complete the ballot paper. In order to count the ballot paper must be returned to the Secretary at least seven (7) days prior to the date on which the Annual General Meeting is to be held.
 - iv. The result of the ballots shall be announced at the Annual General Meeting and recorded in the minutes.
 - f. A Returning Officer and two scrutineers may be appointed by the Council. A Returning Officer shall not be a member of the Society entitled to vote and may be selected from representatives of the auditors or solicitors of the Society.
 - g. The decision of the Returning Officer as to formality or informality of any vote shall be final.
 - h. If two or more candidates for a vacancy obtain an equal number of votes the Chairman of the Annual General Meeting shall determine between them by lot which of them shall be elected.
- 11.4 Subject to Rule 11.1 of the Rules at the first meeting of the Council held after each Annual General Meeting of the Society the Council shall elect from its members a President a Senior Vice-President a Junior Vice-President and an Honorary Treasurer.
- 11.5 At each Annual General Meeting of the Society after this Rule takes effect a number closest to one third of the members of the Council shall retire from office but shall be eligible for re-election. The members of the Council to retire shall be those who have been longest in office but as between members who were elected or re-elected members of the Council on the same day they may agree the order of retirement. Failing agreement the retirement order shall be decided by lot.
- 11.6 No Officer of the Society or other member of the Council of the Society shall receive any remuneration for his services. No payment or part payment to any Secretary Manager or other officer or employee of the Society shall be made by way of commission or allowance. However, the Society may pay any officer or employee of the Society or any member or other person in return for any services actually rendered to the Society. It may also pay interest on money borrowed from any member of the Society for any purposes of the Society. The Society may imburse travelling expenses of members of the Council to attend meetings of the Council or expenses incurred at the direction of the Council for the purposes of promoting or furthering the objects of the Society.

- 11.7 The members of the Council shall have power at any time to fill a casual vacancy in their number by the appointment of a member of the Society eligible to hold office. They may also fill a casual vacancy amongst the Officers of the Society by appointing a member out of their own number. Any member of the Council or Officer of the Society so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
- 11.8 The Society may by ordinary resolution remove any member of the Council before the expiration of his period of office and may by ordinary resolution appoint another person in his stead. The person so appointed shall hold office only until the next Annual General Meeting.
- 11.9 The office of an Officer of the Society or other member of the Council shall become vacant if the person holding the office :
- a. Becomes bankrupt or makes arrangement or composition with his creditors generally ;
 - b. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health ;
 - c. Resigns his office by notice in writing to the Society ;
 - d. For more than three (3) months is absent without permission of the Council from meetings of the Council held during that period ; or
 - e. Ceases for any reason to be a member of the Society.
- 11.10 The business and general affairs of the Society shall be managed by the Council which may pay all expenses incurred in promoting and registering the Society and may exercise all powers of the Society as are not by the Rules required to be exercised by the Society in General Meetings. No regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
- 11.11 The Council of the Society may issue debentures debenture stock bonds or obligations of the Society at any time in any form or manner and for any amount and may raise or borrow for the purposes of the Society any sum of money either upon mortgage or charge of any of the property of the Society or on bonds or debentures or otherwise as it may think fit.
- 11.12 All cheques promissory notes drafts bills of exchange and other negotiable instruments shall be signed drawn accepted or otherwise executed on behalf of the Society by any two of the following : The President, the two Vice-Presidents, the Secretary, the Honorary Treasurer or any Councillor or other person authorised for that purpose by the Council.
- 11.13 The Council of the Society shall have power to make alter and repeal by-laws of the Society and in particular but not exclusively it may make by-laws to regulate :

- a. The rights and privileges which shall be accorded to honorary members and visitors.
- b. The rights and privileges which shall be accorded to the members of the Society.
- c. The use of the Society premises by members.
- d. Arrangements with any other societies or associations for reciprocal concessions or otherwise.
- e. The conduct of members of the Society in relation to one another and to the Society's employees.
- f. The imposition of fines for the breach of any by-law or Article of Association of the Society.
- g. The procedure at general meetings and meetings of the members of the Council of the Society.
- h. And generally all other matters commonly the subject matter of the Society rules.

All by-laws shall be binding upon members of the Society. No by-laws shall be inconsistent with or shall affect or repeal anything contained in the Rules of the Society. Any by-law may be set aside by a special resolution of a General Meeting of the Society.

11.14 The Council shall cause minutes to be entered in a book provided for that purpose :

- a. Of all appointments of Officers of the Society and employees ;
- b. Of the names of Officers of the Society and other members of the Council present at all meetings of the Society and of the Council ;
- c. Of all resolutions and proceedings at all meetings of the Society and of the Council.

Minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

12 **POWER TO LEVY AND PRESCRIBE FEES AND REGULATIONS**

- 12.1 The Council may impose levies on all members of the Society to the extent necessary to meet the expenses attendant upon the conduct of the affairs of the Society.
- 12.2 The Council may at any time determine the eligibility or otherwise of any Wagyu cattle in general or in particular for registration (including under classifications according to qualifications determined by the Council) the fees refunds and regulations applicable to registration and the transfer and deregistration and the penalties for late lodgement of applications for registrations and transfers.

- 12.3 Every member whose application for registration has been declined and every member whose registration of an animal is the subject of deregistration by the Society will indemnify the Society against all actions claims demands and proceedings whatsoever which may be brought or made against the Society by any person claiming loss or damage by reason of the refusal or deregistration.

- 12.4 The Council may also impose a promotional levy upon a member in respect of all Wagyu cattle sold at an auction under the auspices of a Society sponsored sale. The levy shall not be greater than one-half of the total commission paid to the commission agents conducting the sale and shall be calculated on the gross value of the sale. Any animal sold within fourteen days of the sale and indicated in a catalogue or advertisement as having been offered at a Society sponsored sale shall be included in the value of the sale for the purposes of calculating the levy.

- 12.5 The Council may regulate the granting of approval to any member of the Society holding a sale and wishing to use the Society's sponsorship. He shall be subject to the regulations laid down by Council.

13 **PROCEEDINGS OF THE COUNCIL**

- 13.1 The Council shall meet of the despatch of business adjourn and otherwise regulate its meetings as it thinks fit. There shall be not less than two meetings a year. The President may at any time and the Secretary shall on the requisition of two members of the Council summon a meeting of the Council.

- 13.2 Questions arising at any meeting of the Council shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- 13.3 A written resolution signed by all members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. The resolution may consist of several documents in identical form, each signed by one or members of the Council.

- 13.4 The quorum necessary for the transaction of the business of the Council at any time shall be one-third of its members as constituted at the last preceding Annual General Meeting or if the number of members of the Council is not a multiple of three then the numbers nearest one-third.

- 13.5 The continuing members of the Council may act notwithstanding any vacancy in their body. If so long as their number is reduced below the minimum quorum fixed by or pursuant to the Articles of the Society the continuing members of the Council may act only for the purpose of increasing the number of members of the Council to that minimum quorum number or summoning a General Meeting of the Society.

- 13.6 The President shall preside as Chairman at every meeting of the Council. If there is no President or he is not present within ten (10) minutes after the time appointed for holding the meeting or is unwilling to act one of the Vice-Presidents shall be Chairman. If the Vice-Presidents are not present or are unwilling to act then the members may choose one of their members to be Chairman of the meeting.

- 13.7 a. The President, the two Vice-Presidents and the Honorary Treasurer and such other member or members of the Council as they may from time to time by unanimous resolution determine shall constitute an Executive Committee. The Executive Committee, subject to restrictions and limitations the Council may impose, shall be entitled to exercise all the powers for the time being of the Council including the powers by paragraph (b) of the Article conferred upon the Council.
- b. The Council may delegate any of its powers to sub-Committees consisting of members of the Council as it thinks fit. Sub-Committees so formed shall in the exercise of their powers conform to any regulations that may be imposed on them by the Council.
- 13.8 The President is ex-officio Chairman of every sub-Committee and he may if he desires appoint a nominee as the Chairman of a sub-Committee. If no Chairman is appointed or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting the members present may choose one of their number to be Chairman of the meeting.
- 13.9 A sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 13.10 All acts done by any meeting of the Council or of a sub-Committee or by any person acting as an Officer of the Society, or as a member of the Council shall be valid notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of that Officer or member of the Council or person acting.
- 14 SECRETARY**
- 14.1 The Secretary shall be appointed or removed by the Council on conditions the Council decides. The Council may appoint an assistant or deputy Secretary or any other officer of the Society to perform the duties of the Secretary.
- 15 SEAL**
- 15.1 The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a sub-Committee authorised by the Council in that behalf. Every instrument to which the seal is fixed shall be signed by at least two members of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for that purpose.

16 ACCOUNTS

- 16.1 Correct accounts and books shall be kept showing the financial affairs of the Society in the particulars usually shown in books of account of a like nature. The Council shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached) accompanied by an auditors report. The Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account for the period since the preceding account. In the case of the first accounts since the incorporation of the Society the accounts shall be made up to a date not more than three months before the date of the meeting.
- 16.2 The Council shall from time to time determine at what times and places and under what conditions and regulations the accounting and other records of the Society shall be open to inspection of members not being members of the Council. No member (not being a member of the Council) shall have any right of inspecting any account or book or paper of the Society except as conferred by Statute or authorised by the Council or by the Society in General Meeting.

17 AUDIT

- 17.1 A properly qualified Auditor shall be appointed and his remuneration fixed and duties regulated by the Council.

18 NOTICES

- 18.1 A notice may be given by the Society to any member either personally or by sending it by post to him at his registered address. Where a notice is sent by post service of notice shall be deemed to be effective by properly addressing prepaying and posting a letter containing the notice. Receipt will be deemed to have been effected on the second business day after the date of its posting.
- 18.2 Notice of every General Meeting shall be given in any manner authorised to every member and to the Auditor for the time being of the Society. No other person shall be entitled to receive notices of General Meetings.

WINDING UP

- 19.1 If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property it shall not be paid to or distributed among the members of the Society but shall be given to some other institution or institutions having objects similar to the objects of the Society. That Society shall also prohibit the distribution of its income and property among its or their members and if in so far as effect cannot be given to this provision then to some charitable object.

20 ALTERATION TO THESE RULES

- 20.1 These Rules or any of them may be amended revoked or added to at a Special General Meeting of members of the Society held in accordance with Rule 9 of these Rules by a resolution passed at such meeting by a majority of the members present and voting thereat either personally or by proxy provided that notice of motion specifying the alteration to be proposed must have been lodged with the Secretary and notice thereof must be sent by post to the registered address of each member at least twenty-one (21) days before the date fixed for the meeting.

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DATED - at Masterton this 15th day of April, 1992.

INCORPORATED - at Wellington this 11th day of May, 1992.



NEW ZEALAND WAGYU BREEDERS ASSOCIATION INC.

BY-LAWS

DEFINITIONS

SOCIETY and **ASSOCIATION** means the New Zealand Wagyu Breeders Association Incorporated.

THESE BY-LAWS means the by-laws of the New Zealand Wagyu Breeders Association Incorporated as from time to time in force.

WAGYU means an animal that is descended from the Japanese Wagyu.

WAGYU REGISTER means the register of the Society in which records of individual Wagyu animals are kept, whether published or not, contained in computer tapes, microfilm, or such other information storage systems as approved by the Society from time to time.

REGISTERED , in relation to an animal, means that animal is recorded in a register as laid down in these by-laws.

PUREBRED ANIMAL means any animal registered by the Society as a purebred.

BASE ANIMAL means an animal of any breed or cross-breed which, when mated with a purebred Wagyu, produces a half-bred.

HERD DESIGNATION is a unique identification for each herd. It comprises three letters, numbers or combination of letters and numbers allotted by the Society to each herd accepted for registration. The Herd Designation is a part of the tattoo identification with which each animal must be identified prior to registration.

GRADE, in relation to an animal, denotes the proportion of Wagyu or Wagyu blood in that animal.

GRADE CODE means the number or letter denoting the grade of an animal or the section of the register in which the animal is registered.

YEAR LETTER means the letter designated by the Society to denote the year of birth of a registered animal.

CALF DROP NUMBER means the consecutive number allotted by the herd owner to each calf born in his herd.

REGISTERED OWNER, in relation to an animal , denotes the person recorded in the register as the owner of the animal.

BREEDER is the owner of the dam at the time of service, except in the case of notified ownership transactions including contract mating, ovum transplants and leasing.

BREEDING YEAR means the calendar year from 1 January to 31 December.

MEMBER means an individual, partnership or body corporate.

NOMINEE means a person nominated by a non-individual member as being the nominee of that member.

SERVICE, SERVED, MATED BY and similar terms include insemination by artificial breeding.

HERD PREFIX means a word or words recorded by the Society to identify any herd. Up to 12 letter spaces may be used.

NAME means a word or words recorded in the register to identify an animal that is in addition to the stud prefix. Up to 12 letter spaces may be used.

IDENTIFICATION in relation to an animal means the unique series of the following information on that animal: its Herd Designation, Grade Code, Year Digit and Calf-Drop Number.

INVENTORY. A listing of all females registered in the Society's Herd Book and appearing as being alive in that particular herd at a given date. Those marked with an asterisk are 'active' and attract the current female inventory fee for that year.

BREED STANDARD is the schedule of minimum standards which must be achieved by a Wagyu bred animal in order to qualify for entry into the Wagyu Herd Register.

PART A: WAGYU REGULATIONS

1. MEMBERSHIP AND HERD ENROLMENT

1.1 HERD REGISTRATION

Every full member shall apply for enrolment of such member's herd and shall with such application provide the information required in relation to the herd and tender the fees payable upon enrolment of the herd.

The Council shall allot to each herd on registration a herd designation which shall be exclusive to the registered owner of the herd (Herd name and herd number).

Each registered herd owner shall apply to the Council for the approval of a herd prefix which consists of not more than 12 letter spacing which shall be exclusive to the herd owner.

1.2 HERD NAME FORMAT

The inclusion of the words "New Zealand" or "NZ" and or "Cattle" are either unacceptable or unnecessary for use in a Herd Name.

The word "Wagyu" should only be used in conjunction with some other name(s) or word(s) such as a locality, farm or owners name.

Application is to be made on the Herd Name application form - HR1.

2. ELIGIBILITY FOR REGISTRATION

The Wagyu Register shall contain the following sections:

2.1 GRADING-UP SECTION

Males and females may be admitted to the grading-up section.

Animals eligible for registration in this section may be subject to inspection and/or blood typing and may be downgraded if, in the opinion of the Society, they do not conform to Breed Standard.

Animals registered in this section shall be given a grade code. Application for registration of an animal in the grading-up section shall be made on a form approved by the Council before the animal is 24 months old. Full payment of the prescribed fee(s) must accompany all applications.

Application for registration made before 12 months from the date of birth of the animal may be charged at half the prescribed registration fee. Applications for registration made after 24 months from the date of birth are subject to approval by the Society.

FEMALES: Females by an approved registered purebred sire and out of a base female of any breed or cross of any breeds may be admitted to the grading-up section. Females shall be entered according to the following grades:

- E = Base Animal
- D = Half bred
- C = Three-quarterbred
- B = Seven-eighths bred
- A = Fifteen-sixteenths bred. (being regarded as PUREBRED in the register.)

The progeny of females of the above grading and a PUREBRED sire are as follows:

SIRE	over	DAM	gives	PROGENY
PUREBRED		E grade DAM - calf will be		Halfbred
PUREBRED		D grade DAM - calf will be		Three-quarter
PUREBRED		C grade DAM - calf will be		Seven-eighths
PUREBRED		B grade DAM - calf will be		Purebred
PUREBRED		A grade DAM - calf will be		Purebred

BULLS: Only purebred registered bulls approved by the Society may be used for a grading-up programme.

2.2 GRADE ANIMALS

2.2.1 Grade animals may be mated by a breeder to grade animals at the breeders risk and discretion. The progeny born shall be downgraded to the lowest fraction of purity of either sire or dam.

2.2.2 A purebred female may be mated to a Grade bull. The progeny of such matings shall be graded on the same basis as applies to a mating of a Purebred bull over a Grade Dam as shown in 2.1 above.

2.3 PUREBRED SECTION

Animals which fall into the following categories may be admitted to the purebred section.

2.3.1 Animals registered as purebreds in registers of Wagyu breed organisations recognised by the Society, provided that the regulations governing the entry of such animals as purebreds comply with these by-laws governing registration and are approved by the Society.

2.3.2 Animals bred in New Zealand whose sire and dam are registered or are eligible for registration in the purebred register.

2.3.3 Males and females produced by a 4th top cross. Animals eligible for registration in this section will be subject to inspection and blood typing and may be downgraded if, in the opinion of the Society, they do not conform to the current Breed Standard. Animals eligible for registration must conform to the current Breed Standard. Animals registered in this section shall be given a grade code of 'A'.

Application for registration of an animal in the purebred section shall be made on a form approved by the Council before the animal is 24 months old. Full payment of the prescribed fee(s) must accompany all applications.

Application for registration made before 12 months from the date of birth of the animal may be charged at half the prescribed registration fee. Applications for registration made after 24 months from the date of birth are subject to Society approval.

2.4 THE FOLLOWING SHALL APPLY TO SECTIONS 1 AND 2 (GRADING-UP SECTION AND PUREBRED SECTION)

Every animal born in a registered herd and eligible for registration shall, before it is 6 months old, be permanently marked by tattoo in the ear with the following identification. Herd number, year code, grade code and calf identification number. This shall be tattooed in the following format;

- Top line
- Bottom line
- Herd Number
- year number as a single digit
- Grade code letter
- calf identification number

In the event of there being more than four digits on the bottom line, it shall be permissible for the year digit to be placed above the number.

In the event of a tattoo requiring correction or alteration for any reason, an 'X' shall be placed alongside the tattoo being cancelled and a new, complete and correct tattoo shall be put in the ear. The Society shall be notified of the correction.

True and accurate records of the breeding activities shall be kept in such form that the pedigree and grade status of any animal may be readily ascertained at any time. Such records may be inspected by the Society at any time.

2.5 CALF IDENTIFICATION NUMBERS

2.5.1 All breeders shall maintain the following numbering system for all Wagyu bred animals.

2.5.2 The first calf born in each herd shall be number 1 and all subsequent calves born in that season are to be numbered in sequence. (e.g. 1 through 41) Male and female calves are to be numbered using the same sequence.

2.5.3 For each subsequent calving season, all calves born are to be identified by continuing the sequence from the previous season. (e.g. from 42 through 85) This sequence shall continue until the number 999 is reached.

2.5.4 Should a herd reach number 999 within 10 years from commencing breeding that herd may elect to continue the sequence to 9999. In all other herds, the sequence may only begin again at 1 after number 999 has been reached.

3. DEHORNING

Scurrs must not be removed from a pollbred animal. If an animal develops scurrs longer than 1cm, after it has been registered as a poll the Society will bear the cost of reissuing the Certificate of Registration.

4. BASE ANIMALS

Base animals shall be identified with a numbered eartag. When recording such animals in the appropriate Society register, the identification system laid down in the definitions must be used. The grade code of base animals is "E".

The breed (or the apparent crossbreeds) of the base animal shall be recorded in the relevant register.

No registration or transfer fees are payable for base animals.

5. DEREGISTRATION

5.1 Any animal may upon the written application of its registered owner be deregistered.

5.2 The Society may:

5.2.1 Decline to register any animal or to record the transfer of any animal if the person applying for such registration or recording shall fail to pay upon demand any money due to the Society prescribed in these by-laws.

5.2.2 Cancel or defer any registration of any animal if the person for the time being recorded as the owner of such animal shall fail to pay within 60 days after demand any moneys certified by the Society auditor to be payable to the Society on any account whatsoever and the auditor's certificate shall be sufficient evidence and be binding upon such person as to the origin and amount of such liability.

5.2.3 Cancel or defer any registration of any animal that is found to be structurally unsound or has any significant genetic or congenital abnormality or fault or otherwise does not conform to the Standard.

5.2.4 Cancel or defer the entry in the register of any animal sold, exchanged, leased or otherwise disposed of if no application for transfer of such animal be lodged with the Society pursuant to these by-laws or within the time prescribed by Council in any particular case or if the prescribed fee be not paid within four months of such disposition.

5.3 Subject to the proviso to Regulation 5.2.4 hereof, deregistration of any animal shall not affect the registration or entry of any calf of such animal if the registration or entry of such calf was recorded during the prescribed period for registration nor shall deregistration alone constitute a disqualification from re-registration.

6. GENETIC OR CONGENITAL FAULTS

Members are required to report to the Society the following genetic or congenital faults:

- 6.1 Double muscling
- 6.2 Cleft palate
- 6.3 Arthrogryposis
- 6.4 Dwarfism
- 6.5 Haemophilia
- 6.6 Spastic paresis
- 6.7 Mannosidosis
- 6.8 Any other abnormalities which do not conform to the Breed Standard.

TRANSFERS

Every animal shall be registered and the registration fees paid by its owner before it is transferred.

Transfer fees shall be paid by the purchaser who must be a Full Member of the Society. Any fees, levies or other charges due to the Society must be paid in full before a transfer can be processed.

Any application for transfer not in accordance with the above must be submitted to the Society.

Transfer of registered animals from overseas sources must confirm to the Society's requirements in force from time to time.

Transfers of any registered animal shall be forwarded to the Society by the registered owner on forms approved by the Society. The owner shall complete the transfer certification, sign it and forward it to the Society.

Transfer certificates received in the office after 30 days may be accepted on payment of the late fees prescribed from time to time.

In case of calves, application for registration on Form AR1 must accompany the transfer certificate for that animal, as well as the documentation relevant to the dam.

THE PRESCRIBED TRANSFER FEE APPLIES TO ALL REGISTERED ANIMALS.

8. MATINGS - ARTIFICIAL INSEMINATION OR NATURAL SERVICE

8.1 A member may use AI or natural service in a registered herd providing all relevant information is recorded to allow subsequent registration of progeny. Refer to the Society's Registration Form (Form AR1) for the information required.

Registrations must be effected within 24 months of birth and applicable fees paid.

8.2 The following requirements apply to owners of registered bulls desiring to market semen that is intended for the production of registered calves:

8.2.1 The bull shall be admitted to the L.I.C. Accredited AI Sires list.
Requirements for admission to this list are:

- (i) The animal must be registered in the Society's Herd Register, or the Herd Register of any other Wagyu Association recognised by the Society, and must conform to the Breed Standard.
- (ii) If the evaluation required in (i) cannot be conducted (eg due to death of the bull), the eligibility for entry of the bull to the Accredited AI sire list shall be determined by Council.
- (iii) A three generation pedigree certificate of the bull is to be provided.
- (iv) A blood type certificate of the bull is to be provided on request by the Society.
- (v) A side-on, colour photograph of the bull is to be provided.
- (vi) The Society fees in force from time to time shall be paid.
- (vii) At the time of collection of semen, the animal must be stationed in a licenced AI centre either in New Zealand or overseas and comply with New Zealand veterinary requirements.
- (viii) The Society is to be notified of the location of the AI centre.
- (ix) The Society is to be notified of the removal of any bull from service and the reason for removal.

8.2.2 Natural service sires may apply for entry to the Accredited Sires List, subject to satisfying requirements 8.2.1 (i) to 8.2.1 (x).

8.2.3 The following grades of bulls will be eligible to apply for admission to the Accredited AI Sires Scheme.
Purebred registered Wagyu Sires only.

8.3 Where a second bull is used following an AI mating, or after removal of a bull naturally mated, a period of 28 days must elapse between the use of the first bull and the use of the second bull.

8.4 ACCREDITED SIRES

8.4.1 The animal shall satisfy the requirements for admission to the Accredited Sire List (Bylaw 8.2.1).

8.4.2 The Society reserved the right to call for a parentage determination of any progeny.

8.4.3 When change of ownership occurs, the original owner will be deemed to be a one-part owner if such original owner retains any semen rights.

9. NOTIFICATION OF SERVICE

The registered owner of any registered female naturally mated with a registered bull which is not so owned shall furnish the Society with a notification of service signed by the owner of the bull and giving such particulars as the Council may require in addition to those as required in Form AR1.

10. MULTIPLE OWNERSHIP OF SIRES

When a sire becomes the subject of multiple ownership, the Society must be notified in writing either before the sire is registered or, if the sire is already registered, before the sire is used by the new owners.

11. REGISTERED SIRES DOMICILED IN NEW ZEALAND OWNED BY MEMBERS OWN USE OF SEMEN

A member may use semen from registered sires owned by him for AI in his own stud herd, provided he is the owner of both the sire and the dam at the date of insemination and provided that such semen used is in accordance with these by-laws and provided further that the Society has been informed in writing of all the relevant details as required by these by-laws including:

11.1 Name and registered number of sire.

11.2 The name of the technician who collected the semen, date and batch number and the number of doses collected.

12. BLOOD TYPING

The Society may require a parentage determination from time to time of any animal and a blood type certificate may be demanded.

13. LEASING

The Society recognises the existence of cattle-leasing arrangements and such lessees are deemed to be owners for all purposes of these by-laws. Both lessors and lessees are required to be stud members, except in the case of leasing finance arrangements, in which circumstances the lessee only is required to be such a member.

14. EMBRYO TRANSPLANTS, INCLUDING FROZEN EMBRYO

14.1 Progeny born from transplant of embryo will be registered by the Society, provided that the member furnishes to the Society, all the information required on the Registration Form (AR1) at the time of applying for registration.

14.2 Parent determination (pedigree) certificates are required for calves born from embryos. Such certificates should accompany the AR1 form but if for any reason there is a delay in obtaining the certificates then the AR1 form and prescribed fees should be forwarded within the prescribed period of 6 months with written notification that the certificates are to follow.

14.3 All recipient cows shall be tagged.

15. IMPORTATIONS

15.1 REGISTERED CATTLE IMPORTS

Animals registered in any other country approved by the Council will be considered for registration on the New Zealand Register on receipt of the following (which must be forwarded to the Society within 14 days of import):

- 15.1.1 A certified copy of a four-generation registration certificate.
- 15.1.2 A certified copy of a transfer certificate.
- 15.1.3 A certified copy of an export certificate.
- 15.1.4 In the case of all progeny bred by ovum transplant, a certificate copy of the parentage determination certificate.
- 15.1.5 Where an animal or pending progeny are by a sire which is not on the New Zealand Register, the sire's registration certificate, blood typing certificate.

15.2 IMPORTATION OF RECIPIENT DAMS

In the case of recipient cows being imported the following documents must be forwarded to the Society:

- 15.2.1 Donor cow's registration certificate.
- 15.2.2 Donor cow's blood typing certificate.
- 15.2.3 Where the donor cow has been inseminated by a sire which is not on the New Zealand Register, the sire's registration certificate, blood typing certificate.
- 15.2.4 Export certificate covering the import of the recipient cows.

Subject to the completion of the above criteria, a donor cow will be enrolled in the relevant register.

PART E

SALES AND SHOWS

1. SALES GENERALLY

Members should note that the Society expects members to observe the highest standards in all dealings with their animals and, in particular, considers any form of misrepresentation to be detrimental to the interest of the Society.

Attention is therefore drawn to Regulation 19 of the Articles of Association of the Society which provides as follows:

If any member shall wilfully refuse or neglect to comply with the provisions of Memorandum of Association or of these Articles or of any by-law of the Society or shall be guilty of any offensive unseemly or ungentlemanly conduct or of any conduct deemed by the Council to be detrimental to the interest of the Society such member may be required to appear before a meeting of the Council to give an explanation of such neglect, refusal or conduct as aforesaid. Such request shall be in writing signed on behalf of the Council and shall set out brief particulars of the refusal, neglect or conduct complained of and shall be given to the member at least seven days before the date of the meeting at which he is requested to attend. Notice that a member has been so requested to attend shall also be given to each member of the Council at least seven days before the date the meeting at which a member is required to attend. At such meeting the chairperson thereof shall provide the member with full particulars in writing of what is alleged against him and of giving any explanation of the alleged neglect, refusal or conduct. If the council finds the complaint proved it may expel, suspend or caution the member provided that a member shall not be expelled from the Society unless two-thirds of the Council present at such meeting vote in favour of expulsion. A member expelled under this Article shall forfeit all subscriptions previously paid by him also all rights in any claim upon the Society. A member suspended under this Article shall not during the period of suspension be in or upon the premises of the Society or hold himself out as representing the Society elsewhere.

The term "elite" shall not be used to describe any animals offered for sale without the prior consent of the Society.

When selling animals, members have an obligation to disclose whether a female has undergone embryo transplant. Similarly the member is to disclose semen interests of bulls where less than 100% interest is offered for sale.

2. SOCIETY SALES AND SHOWS

2.1 Society sales and shows are those sales and shows which are promoted by:

2.1.1 A committee appointed by the Society.

2.1.2 Sales promoted by Regional or Provincial Breed Clubs, that may be established under the auspices and with the approval of the Society.

2.2 The Society reserves the right to inspect the offerings at Society sales and shows and, if thought advisable, reject any animals and advise the vendor the reasons for rejection.

2.3 The Society will appoint inspectors for any sales where an inspection is to take place and the following guide-lines will apply:

2.3.1 Inspectors shall be satisfied that tattoos are legible and that tattoos are a true record of the animal's identification.

2.3.2 Animals shall conform to the Society's current Breed Standard.

2.3.3 Animals exhibiting signs of sickness, lameness or an animal in low condition (condition core 1) shall be rejected.

NEW ZEALAND WAGYU BREEDERS ASSOCIATION INC.

Recommended Fee Schedule

(Prices exclusive GST)

REGISTRATION FEES:

	Grade	\$ FEE
Under 24 months of age	D	20.00
	C	40.00
	B	60.00
	A	80.00
Under 12 months of age	D	10.00
	C	20.00
	B	30.00
	A	40.00

TRANSFER - Purchaser

< 30 days from date of sale	D, C, B, A	10.00
> 30 days from date of sale but less than 90	D, C, B, A	20.00
Over 90 days	D, C, B, A	40.00

* Extra charges may be levied on breeders where inaccuracies or incomplete data impose extra workload or costs on secretary.

* Charges for other services will be notified to members on request.