

association to the position of vice-president for the ensuing year—one from the North Island and one from the South Island—to hold office for one year only. The council shall also at the same time appoint a treasurer to hold office for one year.

18. Any vacancies which may occur in the office of president, vice-president, or in the council, between the annual general meetings, may be filled up by the council. But any person so elected by the council shall retain his office so long only as the member in whose place he is appointed would have retained it if no vacancy had occurred.

19. In all meetings of the council one-third shall be a quorum.

20. The council shall exercise all the powers and perform all the duties for which the association has been established, and shall have full power to do all such things as may be incidental or conducive to the attainment of the objects of the association mentioned in these rules.

21. In particular, but without prejudice to the last preceding article, and subject to the provisions of the rules, the council shall have and may exercise and perform the following powers and duties:—

- (a.) They may from time to time convene and hold general meetings of the association.
- (b.) They may from time to time make, alter, and rescind rules, regulations, and by-laws for registering the names and addresses of members, for conducting the business and carrying out the objects of the association, and for conducting the business of the council; and they may impose fines for breach of any such rules, regulations, and by-laws: Provided, nevertheless, that no resolution of the council shall be varied or rescinded unless the resolution varying or rescinding the same shall be passed at one meeting of the council and confirmed at a subsequent meeting.
- (c.) They may delegate any of their powers or duties (except the appointment and removal of members of their body, and of the association) to committees of any number (not less than three) of members of their body, and from time to time make, alter, and rescind regulations and by-laws for conducting the business delegated to such committees.
- (d.) They may acquire for the association any pedigrees or publications, with the copyright therein respectively (if any), the possession of which they may deem likely to be in any way advantageous to the association; and may establish any new publications devoted to or bearing on any subject of the association. The copyright of every publication acquired or established by or on behalf of the association shall be vested in the association.
- (e.) They may continue any contract with the printers or publishers of any publication acquired by the association that may be subsisting at the date of such acquisition, and may enter into and make any new or altered contracts, or arrangements with the same, or any other printers and publishers, for the printing, publication, distribution, sale, or management of such acquired publication, or of any publication whatsoever of the association.
- (f.) They may from time to time regulate the nature, form, and contents of, and also the terms and conditions as to entries in, and also the time, mode, and terms of issue of, any publication of the association, and all arrangements and details connected therewith, and in particular they shall have power, so far as they may not be fettered by any subsisting contract or engagement, from time to time to fix and alter the price of any publication of the association and the charges to be levied for the insertion therein of entries relating to sheep and other matters.
- (g.) They may accept annual or other subscriptions of money from members of the association, or any other person or persons in payment for any publication of the association, and they may make arrangements for supplying any such publication to any member or other person during his life, or for any other period, on the terms of receiving a lump sum of money in advance or on such other terms as they may think fit. They may from time to time levy from members for the purposes or any purpose of the association, and in addition to the subscriptions mentioned in Rule 5, such money contributions not exceeding in the whole — from each member in any one year, as they may think fit, subject to the approval of the annual general meeting.
- (h.) They may purchase, hire, or take on lease for the purpose of the association any lands, tenements, houses or parts of houses and chattels, and they may sell, let, and dispose of the same when and as they may think fit.
- (i.) They may from time to time appoint, employ, and remove a secretary of the association, an editor or editors of any publications of the association, a treasurer of the association, or any other officers, clerks, and servants, at such salaries and wages respectively, and with such respective duties and spheres of employment, and generally upon such terms, as they may think fit.

(k.) They may borrow money for the purpose of the association at any rate of interest not exceeding 7 per cent. per annum, and may give security for any such moneys upon any property of the association, and for this purpose may execute on behalf of the association any deed of mortgage or other instrument of security.

(l.) They may place any moneys of the association not required for immediate use upon deposit at interest at some bank, and they may invest any such moneys and generally deal with the property of the association in such manner as they may think fit, and may for the time being be empowered to do under these rules.

HONORARY MEMBERS.

22. The association may at any time elect as an honorary member any person whom they consider to have advanced, or to be calculated to advance, the objects of the association. Honorary members shall have all the rights and privileges of annual members.

MEETINGS.

23. The council shall convene and hold a general meeting of the association within six months after the incorporation of the association, and at such place as they shall appoint. They shall convene and hold annual general meetings of the association in such month and on such day and at such place as they shall from time to time appoint.

24. The council may whenever they think fit, and they shall upon a requisition made in writing by not less than one-tenth in number of the members of the association, convene a special general meeting.

25. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the association.

26. Upon receipt of such requisition the council shall forthwith proceed to convene a special general meeting. If they do not proceed to convene the same within twenty days from the date of the requisition the requisitionists may themselves convene a special general meeting.

27. Any meeting may be adjourned as the members present thereat shall resolve.

28. The president of the association, or in his absence the vice-president, or in their absence any member then elected for the purpose by the members present, shall take the chair at all general meetings.

29. All questions and matters brought before general meetings, except the election of members of council, which shall be decided as hereinbefore provided, shall be decided by a majority of votes of the members present, each member having one vote, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote in addition to his vote as a member.

30. The minute-books of the association shall be open to the inspection of members at all reasonable times.

31. A notice may be served by or on behalf of the association upon a member personally, or by sending through the post in a prepaid letter addressed to the member at his registered place of abode.

32. At a general meeting of the association a quorum shall be 7 per cent. of the membership up to 100, and 5 per cent. of the membership in excess of 100.

33. Fourteen days' notice shall be given of all meetings.

FINANCE AND ACCOUNTS.

34. The income and property of the association, from whatever source derived, shall be applied solely towards the promotion of the objects of the association as set forth in these rules, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the association or any of them: Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any salaried officer, nor the award of any prize given by the association to any member, or prevent the *bona fide* borrowing of money by the association from any member thereof at any rate of interest not exceeding 7 per centum per annum. No member shall derive any pecuniary gain, except as a salaried officer, from any of the property or operations of the society.

35. If upon the dissolution of this association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the association, to be determined by the members of the association, at or before the time of dissolution, or in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter.

36. The funds of the association shall be applied as follows, namely:—

- (a.) In payment of the legal and other preliminary expenses incurred in the formation of the association.
- (b.) In payment of the current expenses and other disbursements of the council in the conduct of the business of the association, or in relation thereto.