

respect of a Ward unless he is also entitled to vote in the same Ward AND whilst any person is a director he shall not be entitled to elect to vote in respect of any other Ward.

(3) When a director is due to retire by rotation, the Board shall convene a Regional Meeting in the Ward which he represents for the purpose of electing a director to represent that Ward with effect from the close of the Annual General Meeting of the association at which the retiring director retires.

(4) The office of director shall be vacated if the director—

- (a) Ceases to be a member of the association or to have property insured against fire with the association to the amount of \$1,000 at least; or
- (b) Without the consent of the association in general meeting, holds any other office of profit under the association; or
- (c) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) Becomes a mentally defective person within the meaning of the Mental Health Act 1969 or becomes a protected person under the Aged and Infirm Persons Protection Act 1912; or
- (e) Resigns his office by notice in writing to the association; or
- (f) Is directly or indirectly interested in any contract (other than of insurance) with the association; or
- (g) Absents himself from three consecutive regular meetings of the Board without leave being granted by resolution recorded in the minutes; or
- (h) Dies; or
- (i) Ceases to have his principal residence or to carry on a substantial farming operation in the Ward he represents;

AND thereupon the Board may, under section 30 (9) of the Mutual Insurance Act 1955, appoint another eligible person to be a director in his place to represent the Ward concerned.

(5) In the event of any of the circumstances mentioned in sub-rule (4) of this rule occurring, the Board shall convene a Regional Meeting of the Ward concerned to elect a new director to represent that Ward and to take office at the next Annual General Meeting following the occurrence of the event.

(6) Any person appointed by the Board to be a director to fill a casual vacancy shall not be taken into account in determining the directors who are to retire by rotation at an Annual General Meeting.

(7) If as a consequence of any amendment or variation to the extent and boundaries of any Ward or to the above-mentioned Map, any Ward ceases to exist or is amalgamated with another Ward, the director or directors representing the Ward which ceases to exist or the Wards so amalgamated shall be deemed to have resigned and thereupon the Board shall convene Regional Meeting(s) to elect a director or directors to represent the new Ward or Wards so constituted:

PROVIDED ALWAYS that this sub-rule shall not apply to any change in Ward boundaries where a Ward is increased or reduced in size but continues to exist as a separate Ward.

(8) Notwithstanding anything to the contrary contained in these Rules or in any contract of service, any director elected to represent a particular Ward may at any time be removed from office by means of a resolution to that effect passed at a Regional Meeting of that Ward to which the following provisions shall apply—

(a) The resolution removing any director shall be passed by a majority of seventy-five percent (75%) of those members present and voting:

PROVIDED ALWAYS that those members present and voting shall constitute not less than fifteen percent (15%) of all members entitled to vote in that Ward.

(b) On receipt of notice of an intended resolution to remove a director signed by at least ten percent of the members entitled to vote in that Ward, the Board shall convene a Regional Meeting of that Ward and shall forthwith send a copy of the newspaper notice to the director concerned, and the director shall be entitled to be heard on the resolution at the meeting.

(c) Where notice is given of an intended resolution to remove a director and the director concerned makes with respect thereto representations in writing to the association (not exceeding a reasonable length) and requests their notification to members attending the Regional Meeting in the Ward concerned, the Board shall (unless the representations are received by it too late for it to do so) in any notice of the resolution given to members state the fact of the representations having been made and the director may (without prejudice to his right to be heard orally)

require that the representations shall be read out at the meeting:

PROVIDED ALWAYS that the representations need not be read out at the meeting if the Board is satisfied that the rights conferred by this sub-rule are being abused to secure needless publicity for defamatory matter.

- (d) A vacancy created by the removal of a director under this sub-rule, if not filled at the meeting at which he is removed, may be filled by the Board appointing a member entitled to vote in the Ward concerned to represent that Ward until the next Annual General Meeting. The notice of the Regional Meeting called to consider the intended resolution to remove a director shall call for nominations for the office of director which nominations shall be acted upon in the event of the then existing director being removed.
- (e) A person elected director in place of a person removed under this sub-rule shall be treated, for the purpose of determining the time at which he or any other director is to retire, as if he had become a director on the day on which the person in whose place he is appointed was last appointed a director.

(9) Except as expressly provided in these Rules, but subject to subsections (9) and (13) of section 30 of the Mutual Insurance Act 1955, the association in general meeting, a Regional Meeting, and the Board, shall not have the right to appoint or elect or remove any director or to fill any casual vacancy.

(10) A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

(11) The remuneration of the directors shall from time to time be determined by the association in general meeting. That remuneration shall be deemed to accrue from day to day. The directors shall also be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of the association or Regional Meetings or in connection with the business of the association.

(12) (a) If the number of directors representing a particular Ward is reduced in accordance with these Rules, the then existing directors shall decide amongst themselves which director or directors is to retire as from the date the reduction becomes effective, and failing such agreement between the directors, the matter shall be decided by lot.

(b) If the number of directors representing a particular Ward is increased in accordance with these Rules, the Board shall convene a Regional Meeting of the Ward concerned to elect the additional director or directors to take office as from the date the increase becomes effective.

#### REGIONAL MEETINGS

3. (1) For the purpose of electing directors of the association, and for any other purpose authorised by these Rules, from time to time, Regional Meetings shall be convened by the Board in each Ward.

(2) A Regional Meeting shall be held at such time on such date and at such place within the Ward concerned as the Board shall decide:

PROVIDED ALWAYS that where a Regional Meeting is held to elect a director or directors to hold office as from the expiration of a particular Annual General Meeting of the association, the Regional Meeting shall be convened for a date no less than 40 clear days prior to the date of the holding of that Annual General Meeting.

(3) At least 40 clear days' notice of any Regional Meeting shall be given to all members entitled to vote at such meeting.

(4) Regional Meetings shall be convened and notice of the same shall be given by means of an advertisement published in a newspaper(s) or farming journal(s) circulating in the area of the Ward concerned.

(5) (a) The notice of a Regional Meeting shall call for the nomination of eligible persons to stand for the office of director. All nominations shall be in writing and signed by four members entitled to vote at such meeting and shall be countersigned by the candidate. The form of nomination shall be delivered to the Board at the address and by the date specified for that purpose in the notice, such date being not less than 20 clear days after the date the notice of the Regional Meeting is deemed to have been given.

(b) If on the expiration of the time for delivering nominations the number of duly nominated and eligible to be elected such candidate(s) shall be deemed to have candidates is equal to the number of director(s) to be duly elected to represent the Ward concerned without the necessity of holding any Regional Meeting and the Board shall forthwith notify by means of a