

**CONSTITUTION  
OF  
NEW ZEALAND DOG JUDGES  
ASSOCIATION INC.**

**DATED July 2013**

**Updated 30 July 2014**

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**Updated July 2017**



# CONSTITUTION OF NEW ZEALAND DOG JUDGES ASSOCIATION INCORPORATED

## THE ASSOCIATION

### 1.0 NAME AND INCORPORATION

- 1.1 The name of the association is New Zealand Dog Judges Association Incorporated (the "Association").
- 1.2 The Association is constituted by resolution dated 24<sup>th</sup> June 2012 and incorporated in accordance with the provisions of the Incorporated Societies Act 1908 and associated regulations.

### 2.0 REGISTERED OFFICE

- 2.1 The Registered Office of the Association is **the address of the Secretary.**

### 3.0 THE PURPOSE OF THE ASSOCIATION

- 3.1 The purposes of the Association are to:
  - (a) Develop and implement a national training programme and assessment process, for Members and those aspiring to become Dog Judges.
  - (b) Promote, develop and improve the dog judging skills of the Members.
  - (c) Represent Members regionally, nationally and internationally at whatever forums that may be appropriate to support the Association and the Members interests.
  - (d) Determine the formation of Rules and Regulations pertaining to Dog Judges of the Association.
  - (e) Develop, maintain, update and enforce the Code of Conduct as set out in Appendix 1 for Dog Judges of the Association.
  - (f) Be involved with the formation of regulation and regulation changes relating to dog conformation competition within New Zealand
  - (g) Have a national conference on an annual basis.
  - (h) Administer disciplinary matters in accordance with the disciplinary processes set out in the Constitution.
  - (i) Do anything necessary or helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Association.

### 4.0 MEMBERSHIP OF THE ASSOCIATION

- 4.1 Membership of the Association may comprise different classes of membership as decided by the Association including Life Members, Honorary Life Members, Members and Associate Members.
- 4.2 A body corporate cannot be a member of the Association.
- 4.3 Members have the rights and responsibilities set out in the Constitution.

### 5.0 ADMISSION OF MEMBERS

- 5.1 To become a Member, a person (the "Applicant") must:
  - (a) Complete an application form in the format required by the Board; and
  - (b) Supply any other information that the Board may reasonably require.
- 5.2 The Board may, if it thinks that it is appropriate, interview the Applicant when it considers the Applicant's application form.
- 5.3 The Board shall have complete discretion on whether or not to allow the Applicant to become a Member. The Board shall advise the Applicant of its decision and that decision shall be final.

## **6.0 MEMBERS**

- 6.1 All Members of the Association must be listed on one of the NZKC Conformation Judges Panels.
- 6.2 Members will be required to pay an annual subscription fee as set by the Board in accordance with the Constitution.
- 6.3 A failure to pay the annual subscription fee may lead to the termination of the Members Membership of the Association.
- 6.4 All Members shall nominate and belong to a Branch of the Association (see clause 19) to which their membership will be associated with. No Member may be associated with more than one Branch for voting purposes.

## **7.0 LIFE MEMBERSHIP**

- 7.1 The Annual General Meeting may by resolution of Majority Vote elect Life Members to the Association. The Board shall nominate such members and no more than two members shall be nominated in any one-year. When nominating members for Life Membership the Board shall only consider nominees that have been:
  - (a) Actively involved in judging dogs for a minimum of 15 years;
  - (b) Actively involved in the Association for a minimum of 5 years; and
  - (c) A Dog Judge who is respected by the members of the NZKC.

## **8.0 HONORARY LIFE MEMBERS**

- 8.1 The Annual General Meeting may by resolution of Majority Vote elect Honorary Life Members of the Association. The Board shall nominate such members and no more than two members shall be nominated in any one-year. When nominating members for Honorary Life Membership the Board shall consider the following criteria of those nominees:
  - (a) They do not have to be a member of the Association or a member of the NZKC; but
  - (b) They shall have supported, advised or been of service to the Association over an extended period.

## **9.0 ASSOCIATE MEMBER**

- 9.1 Any person who has an interest in the judging of show dogs in New Zealand and the objects of the Association shall be eligible to become an Associate Member on payment of an annual subscription set by the Board in accordance with the Constitution.

## **10.0 OBLIGATION OF MEMBERS**

- 10.1 All Members (and Board Members) shall promote the purposes of the Association and shall do nothing to bring the Association into disrepute.

## **11.0 THE REGISTER OF MEMBERS**

- 11.1 The Board Secretary shall keep a register of Members (the "Register"), which shall contain the names, the postal and email addresses and telephone of all Members, the dates at which they became Members and the type of Membership they have.
- 11.2 If a Member's contact details change, that Member shall send their new postal or email address or telephone number to the Board Secretary.
- 11.3 Each Member shall provide such other details regarding their Membership of the Association as the Board may reasonably require.
- 11.4 Members shall have reasonable access to the Register. All requests for access to the Register must be made to the Board Secretary.

## **12.0 JOINING FEES, SUBSCRIPTIONS AND LEVIES**

12.1 If any Member does not pay a subscription fee or levy by the date set by the Board or the Board Secretary, and this fee or levy remains unpaid for a period of 90 days beyond the due date the Member's Membership will be terminated. After that date, the Member shall (without being released from the obligation to pay any sums that are due to the Association) have no Membership rights and they shall not be entitled to vote at any Meeting or to participate in any Association activity or to carry out any judging assignment. The Board may at its discretion send reminders to the member regarding the overdue amounts.

## **13.0 CESSATION OF MEMBERSHIP**

13.1 Resignations

- (a) Any Member may resign by giving Written Notice to the Board Secretary.
- (b) A member may apply for a sabbatical from membership of the Association and from the Judges panel for a period of up to two years. The Board shall have the complete discretion on whether or not to allow the Applicant the sabbatical. The Board shall advise the Applicant of its decision and that decision shall be final.
- (c) Except in the case of (b) above a member having resigned and wishing to rejoin the Association must apply as a new member and fulfill all of the requirements of Rules 5 and 6 of this Constitution

13.2 Any member who ceases to be on the NZKC judges' panel for any reason shall automatically cease to be a member of the Association, but they may remain as an Associate Member, Honorary or Life Member.

13.3 Membership shall also be terminated in the following ways:

- (a) If, for any reason whatsoever, the Board is of the view that a Member has or is breaching the constitution or acting in a manner that is inconsistent with the purposes of the Association, the Board may give Written Notice of this to the Member (the "Board's Notice"). The Board's Notice must:
  - (i) Set out how the Member is breaching the Constitution or acting in a manner inconsistent with the purposes of the Association.
  - (ii) State what the Member must do in order to remedy the situation or state that the Member must write to the Board setting out why the Board should not terminate the Member's Membership.
  - (iii) State that if, within 14 days of the Member receiving the Board's Notice, the Board is not satisfied with the Member's response, the Board may in its absolute discretion terminate that Member's Membership.
  - (iv) State that if the Board terminates the Member's Membership, the Member may appeal to the Association.
- (b) 14 days after the Member receives the Board's Notice, the Board may in its absolute discretion by Majority Vote terminate the Member's Membership by giving the Member Written Notice (the "Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Association at the next Meeting by giving written notice to the Board Secretary (the "Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
- (c) If the Member gives the Member's Notice to the Board Secretary, the Member will have the right to be fairly heard at the Meeting held within the following 28 days. If the Member chooses, the Member may provide the Board Secretary with a written explanation of the events as the Member sees them (the "Members Explanation"), and the Member may require the Board Secretary to give the Member's Explanation to every other Member within 14 days of the Board

Secretary receiving the Member's Explanation, the Member may defer his or her right to be heard until the following Meeting.

- (d) When the Member is heard at the Meeting, the Association's Members may question the Member and the Board Members.
- (e) The Association shall then by Majority Vote decide whether to let the Termination Notice stand or whether to reinstate the Member. The Association's decision will be final.

#### **14.0 LIABILITIES OF MEMBER CEASING MEMBERSHIP**

- 14.1 Any Member who has resigned or had their Membership terminated in accordance with clause 13 shall within 7 days return all Association property. Termination or resignation does not release the Member from liability for monies due to the Association nor does it entitle the Member to claim back any money paid to the Association.

#### **15.0 CLAIMS ON ASSOCIATION PROPERTY**

- 15.1 Any Member who has resigned or had their Membership terminated has no claim on or to any property owned by the Association.

#### **16.0 STRUCTURE AND MANAGEMENT**

- 16.1 The Association shall consist of a national, ~~regional~~ and branch governance structures as defined in the following clauses

#### **17.0 NATIONAL BOARD**

- 17.1 The national governance shall be administered by a board (the "Board") consisting of:
  - (a) A President;
  - (b) A Vice-President;
  - (c) A Board Secretary/
  - (d) A Board Treasurer; and
  - (d) ~~The Regional Chairperson of each Regional Committee.~~ The elected Regional representatives.
- 17.2 The President, Vice President, Board Secretary and Board Treasurer shall be nominated and appointed by the Members in accordance with clause 21.
- 17.3 The President, Vice President, Board Secretary and Board Treasurer appointments will be effective as soon as the outcome of the vote is known.
- 17.4 If the President, Vice-President or Board Secretary/Board Treasurer is a Regional ~~Chairperson~~ Representative, the second highest polling candidate in that Region shall take over the role. If there was no other candidate for that position then clause ~~23~~ 24 shall apply,
- 17.5 The Board may also nominate:
  - (a) A Patron and/or Patroness;
  - (b) A Honorary Legal Advisor; and
  - (c) An Honorary Auditor;to join the Board and those nominations shall be voted on at the Annual General Meeting in accordance with the Constitution.
- 17.6 While the Board shall take into consideration the views of the ~~Regional and~~ Branch Committees, the Board's decision shall take precedence and its decision shall be binding on the ~~Regional and~~ Branch Committees.

#### **18.0 REGIONAL COMMITTEES REPRESENTATIVES.**

- 18.1 ~~The regions shall be governed by regional committees ("Regional Committee")~~ The Regional Representative shall be a duly elected member from each of the regions based on the following geographical areas of NEW ZEALAND:

- (a) Region 1: Northland and Auckland Provinces.
- (b) Region 2: Waikato, Bay of Plenty, Taranaki and Hawkes Bay.
- (c) Region 3: Manawatu, Wairarapa, Wanganui and Wellington.
- (d) Region 4: Nelson, Marlborough, West Coast ~~and Canterbury (North of the Waimakariri River).~~
- (e) Region 5: Canterbury ~~(South of the Waimakariri River)~~, Otago and Southland.

~~18.2 Each Regional Committee shall be administered by a committee consisting of:~~

- ~~(a) A Regional Chairperson.~~
- ~~(b) A Regional Secretary/Regional Treasurer or Regional Secretary and Regional Treasurer.~~
- ~~(c) The Regional Chairpersons from each Branch in the Regional Committee's region.~~

18.2 The Regional ~~Chairperson~~ Representative of each ~~Regional Committee~~ region shall sit on the Board in accordance with clause 17.

18.3 ~~Subject to clause 27~~ The Regional ~~Chairperson~~ Representative, ~~Regional Secretary/Regional Treasurer or Regional Secretary and Regional Treasurer of each Regional Committee~~ shall be nominated and appointed by the Members in each Region ~~s~~ by postal vote in accordance with clause 22 at least 2 months before the Association's Annual General Meeting.

~~18.4 While the Regional Committees shall take into consideration the views of the Branch Committees, the Regional Committee's view shall take precedence and its decisions shall, subject to the Board, be binding on the Branch Committees. The role of the Regional Representative shall be determined from time to time by the Board.~~

## 19.0 BRANCH COMMITTEES

19.1 As outlined in clause 18.0 each Region shall comprise of a number of branches.

19.2 The Board shall, in its absolute discretion, approve the branches in each Region and all NZKC Judges Branches and Discussion Groups existing at 30 June 2011 may apply to the Board to become a branch in accordance with this clause.

19.3 Each Branch shall be governed by a branch committee ("Branch Committee") that shall consist of:

- (a) A Branch Chairperson.
- (b) A Branch Secretary/Branch Treasurer or Branch Secretary and Branch Treasurer.
- (c) A minimum of 1 and a maximum of 7 committee members.

~~19.4 The Branch Chairperson of each Branch Committee shall sit on the Regional Committee in accordance with clause 17.~~

19.4 ~~Subject to clause 27~~ The Branch Chairperson, Branch Secretary/Branch Treasurer or Branch Secretary and Branch Treasurer of each Branch ~~Regional~~ shall be nominated and appointed by the Members of that Branch by a postal vote in accordance with clause 20 at least 4 months before the Association's Annual General Meeting.

19.5 Every Member of the Association must belong to one Branch.

## 20.0 TERM OF OFFICE

20.1 The term of office of all executive positions ("Executive Positions") shall be 2 years. The Executive Positions are:

- (a) The President, Vice-President, Board Secretary and Board Treasurer.
- (b) The Regional ~~Chairperson Representative. Regional Secretary and /or Regional Treasurer.~~
- (c) The Branch Chairperson, Branch Secretary and /or Branch Treasurer.
- (d) ~~To allow continuity of the Board, and for the elections for the year 2021 only, the positions of President, Board Secretary plus the elected Regional Representative~~

from regions 1,3 & 5 shall be elected for a term of two years with all other positions being elected for a term of one year.

- 20.2 All other elected positions (that is the Patron and/or Patroness, Honorary Legal Advisor and Honorary Auditor of the Board and the committee members of each Branch) shall be elected on an annual basis.
- 20.3 Only Members can be elected to one of the Executive Positions or as a Committee member of a Branch.
- 20.4 All the holders of an elected position of the Association are eligible for re-election.

## **21.0 ELECTION OF BOARD MEMBERS**

- 21.1 ~~Subject to clause 27~~ The Executive Positions of the Board shall be filled at the appropriate Annual General Meeting and the nominees must have been nominated in writing and had their names appear on the ballot papers circulated to all Members and Life Members at least 28 days prior to the Annual General Meeting.
- 21.2. Each candidate must be duly proposed and seconded by a Member and the candidate need not necessarily be present at the Annual General Meeting provided he or she has signified in writing his or her consent to nomination.
- 21.3 Only Life Members and Members who have been financial for the previous twelve months prior to the close of nominations are eligible for election as Executive Officers of the Board.
- 21.4 The Life Members and Members shall have a single postal vote for Members of the Board.
- 21.5 Voting will be on a preferential basis and in the case of a tie the first and second preference for the position will be included in the vote.
- 21.6 Where there is only one candidate for a position who has been properly nominated that person shall be automatically elected.
- 21.7 The Board Secretary and one independent person appointed by the Board shall be the returning officer for all postal ballots held prior to the Annual General Meeting.
- 21.8 All postal votes must be received by the returning officer in writing no later than five days prior to the date of the AGM.
- 21.9 Proxy voting is not allowed.
- 21.10 Where there are no nominations received by the closing date the election will be held at the Annual General Meeting where nominations shall be called from the floor and election shall be by Majority Vote.
- 21.11 Only Life Members and Members who have been financial for the previous twelve months prior to the close of nominations are eligible for appointment to the Board.

## **22.0 ELECTION OF REGIONAL REPRESENTATIVE**

- 22.1 Each candidate must be duly proposed and seconded by a Member of their region and the candidate must have signified in writing his or her consent to nomination.
- 22.2 The Members and Life Members, excluding honorary Life Members of each Region shall have a single postal vote for the Regional Representative.
- 22.3 Voting will be on a preferential basis and in the case of a tie the first and second preference for the position will be included in the vote.
- 22.4 Where there is only one candidate for a position who has been properly nominated that person shall be automatically elected.
- 22.5 The Board Secretary and one independent person appointed by the Board shall be the returning officer for all postal ballots held prior to the Annual General Meeting.
- 22.6 Proxy voting is not allowed.



- 22.7 Where there are no nominations received by the closing date the election will be held at the Annual General Meeting where nominations shall be called from the floor and election shall be by Majority Vote.
- 22.8 Only Life Members and Members who have been financial for the previous twelve months prior to the close of nominations are eligible for appointment to the Regional Representative position.

### **23.0 ELECTION OF ~~REGIONAL~~ AND BRANCH EXECUTIVE OFFICERS AND COMMITTEE MEMBERS**

- 23.1 Each candidate must be duly proposed and seconded by a Member and the candidate need not necessarily be present at the meeting provided he or she has signified in writing his or her consent to nomination.
- ~~23.2 The Members and Life Members, excluding honorary Life Members of each Region shall have a single postal vote for the Executive Positions of each Regional Committee.~~
- 23.2 The Members and Life Members, excluding honorary Life Members, of each Branch shall have a single vote for the Executive Officers of each Branch Committee and up to 7 committee members.
- 23.3 Voting will be on a preferential basis and in the case of a tie the first and second preference for the position will be included in the vote.
- 23.4 Where there is only one candidate for a position who has been properly nominated that person shall be automatically elected.
- 23.5 The Board Secretary and one independent person appointed by the Board shall be the returning officer for all postal ballots held prior to the Annual General Meeting.
- 23.6 Proxy voting is not allowed.
- 23.7 Where there are no nominations received by the closing date the election will be held at the Annual General Meeting where nominations shall be called from the floor and election shall be by Majority Vote.
- 23.8 Only Life Members and Members who have been financial for the previous twelve months prior to the close of nominations are eligible for appointment to the Executive Positions, committee members of a Branch Committee.

### **24.0 CESSATION AND VACANCIES**

- 24.1 A person ceases to be a Board ~~or Regional~~ or Branch Committee member or officer when:
- (a) They resign by giving Written Notice to the Secretary of the relevant body or.
  - (b) They are removed by Majority Vote of the Members at an Association Meeting or.
  - (c) Their term expires and they are not re-elected.
- 24.2 If a person ceases to be a Board ~~or Regional~~ or Branch Committee member, that person must within 28 days give to the Board or relevant Committee all Association documents and property.
- 24.3 If the position of any member of the Board ~~or Regional~~ or Branch Committee becomes vacant between the Annual General Meetings, the relevant body may appoint another Member to fill that vacancy pending appointment of a replacement in accordance with the Constitution.
- 24.4 If any member of the Board ~~or Regional~~ or Branch Committee is absent for 3 consecutive meetings without leave of absence, the President/Chairperson may declare that person's position to be vacant.

### **25.0 DISQUALIFICATION OF BOARD AND COMMITTEE MEMBERS**

- 25.1 No Member may be appointed to or remain on the Board, ~~Regional Committees~~ and Branch Committees if:



- (a) Their membership of the New Zealand Kennel Club has been suspended for a period of more than one year.
- (b) They have been disqualified by the Kennel Club (UK), any member society of the Federation Cynologique Internationale or any other overseas club which the Executive Council of the New Zealand Kennel Club shall have arranged a reciprocal agreement pursuant to Rule 22 hereof for a period of more than one year.
- (c) They have been convicted of any serious offence, including but not limited to those involving violence, dishonesty, of a sexual nature, any form of cruelty or neglect involving an animal or breach of the Misuse of Drugs Act.

**25.2** If any of the events outlined in clause ~~24.1~~ **25.1** occur while the Member is on the Board, ~~a Regional Committee~~ or a Branch Committee they must immediately resign and the terms of the Constitution regarding the vacancy will apply.

## **26.0 ROLE OF THE BOARD**

**26.1** Subject to the terms of the Constitution the role of the Board is to:

- (a) Administer, manage and control the Association and its assets.
- (b) Carry out the purposes of the Association and Use Money or Other Assets to achieve that.
- (c) Manage the Association's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meeting;
- (d) Set accounting policies in line with generally accepted accounting practice.
- (e) Delegate responsibility to the ~~Regional and~~ Branch Committees and co-opt Members to help where necessary;
- (f) Ensure that the ~~Regional and~~ Branch Committees and Association Members comply with the Constitution.
- (g) Decide how a person becomes a Member and how a person stops being a Member;
- (h) Decide the times and dates for Board meetings and Meetings and set the agendas for those meetings;
- (i) Decide the procedures for dealing with complaints.
- (j) Recommend Membership fees, including subscriptions and levies.
- (k) Make regulations and bylaws for the governing and operation of the Association in accordance with the provisions of the Constitution.
- (l) Ensure that the Honorary Auditor has access to:
  - (i) All information of which the Board is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters; and
  - (ii) To any other information or person within the Association that the Honorary Auditor may reasonably require for the purpose of the audit.

**26.2** The Board has all the powers of the Association, unless the Board's power is limited by the Constitution or by a Majority Vote of the Association.

**26.3** All decisions of the Board shall be by Majority Vote. In the event of an equal vote the President shall have a casting vote, that is, a second vote.

**26.4** Decisions of the Board bind the Association and the ~~Regional and~~ Branch Committees, unless the Board's power is limited by this Constitution or by a majority decision of the Association.

## **27.0 ADDITIONAL POWERS**

**27.1** The Association acting via its Board may:

- (a) Employ people for the purposes of the Association.
- (b) Exercise any power a trustee may exercise.
- (c) Invest in any investment that a trustee may invest in;
- (d) Borrow money and provide security for that if authorized by Majority Vote at any AGM or SGM of the Association.

27.2 The Association acting via the Board may only Use Money and Other Assets if:

- (a) It is for a purpose of the Association.
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That use has been approved by either the Board or by a Majority Vote of the Association.

## ~~27.0 IMPLEMENTATION AND INTERIM MANAGEMENT~~

~~27.1 Contemporaneously with the adoption and implementation of the Constitution the Members will nominate and appoint the President, Vice President, Board Secretary and Board Treasurer (the "Interim Board").~~

~~27.2 The Interim Board shall take immediate steps to establish the Associations Regions and Branches and the election of the Branch Committees and Regional Committees.~~

~~27.2 Following the election of the Regional Chairpersons the Board will have all of its members and it will take over the running of the Association in accordance with the clauses 17, 25, 26 and 28.~~

## **28.0 DUTIES OF BOARD MEMBERS**

28.1 The members of the Board members are charged with the control and management of the affairs, business and assets of the Association.

28.2 The **President** of the Board is responsible:

- (a) Ensuring that the Association and its Members comply with the Constitution.
- (b) Convening Board and other meetings and establishing whether or not a quorum (half the Board) is present.
- (c) Chairing meetings and deciding who may speak and when;
- (d) Setting the agendas for the meeting.
- (e) Overseeing the operation of the Association.
- (f) Providing a report on the operation of the Association at each Annual General Meeting.
- (g) Commenting publicly on the Association's behalf on all matters requiring official comment.
- (h) Liaising with the Executive Council of the NZKC.

28.3 The **Vice-President** shall stand in for the President as and when required.

28.4 The **Board Secretary** is responsible for:

- (a) Issuing notices of meetings.
- (b) Preparing with the President the agenda of the Board and other meetings and collating and circulating any associated documents.
- (c) Recording the minutes of meetings.
- (d) Keeping the Register.
- (e) Holding and maintaining the Association's records, documents and books except those required for the Board Treasurer's function.
- (f) Receiving and tabling any correspondence and replying to the same as directed by the Board.
- (g) Collecting all monies paid to the Association and to pay the same to the Board Treasurer and collect receipts if required.
- (h) Forwarding the annual financial statements for the Association to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meetings.

- (i) Advising the Registrar of Incorporated Societies of any rule change or change of registered office.
- 28.5 The **Board Treasurer** is responsible for:
- (a) Keeping proper accounting records of the Association's financial transactions to allow the Association's financial position to be readily ascertained.
  - (b) Preparing annual financial statements for presentation at each Annual General Meeting. The statements should be prepared in accordance with the Association's accounting policies.
  - (c) Providing a financial report at each Annual General Meeting.
  - (d) Providing financial information to the Board and ~~the Regional and~~ Branch Committees as the Board determines.
  - (e) Receiving all moneys and issuing receipts.
  - (f) Paying all money promptly into the Association's bank.
  - (g) Paying all accounts passed by the Board.
  - (h) Retaining all receipt and bank deposit books, chequebooks and all accounting record and making them available at each Board meeting and to the Honorary Auditor at any time.
  - (i) Liaising with the ~~Regional and~~ Branch Secretaries and Treasurers.
- 28.6 The **Honorary Auditor** must be a suitably qualified person and preferably be a member of the New Zealand Institute of Chartered Accountants and must not be a member of the Board or ~~Regional or~~ Branch Committee or an employee of the Association. If the Association appoints an Auditor who is unable to act for some reason, the Board shall appoint another Auditor as a replacement.
- 28.7 The **Honorary Auditor** is responsible for:
- (a) Examining the Association's accounts on a regular basis.
  - (b) Reviewing the annual financial statements of the Association and reporting on whether the financial statements are prepared in all material respects in accordance with the Association's accounting policies.
- 28.8 The **Honorary Legal Advisor** is responsible for assisting the Association with any legal or other issues that may arise from time to time.
- 28.9 One or more of the Board Secretary's and the Board Treasurer's duties may be carried out by paid staff or contractors at such rates as may be decided by the Board from time to time.
- 29.0 ROLE OF ~~REGIONAL AND~~ BRANCH COMMITTEES**
- 29.1 Subject to the terms of this Constitution the role of the ~~Regional and~~ Branch Committees is to:
- (a) Manage the Association at ~~the Regional and~~ Branch level respectively and the associated Members.
  - (b) Carry out the purposes of the Association and Use Money or other Assets as directed by the Board.
  - (c) Delegate responsibility and co-opt Members;
  - (d) Decide the time and dates for Committee meetings and meetings of the ~~Regional and~~ Branch Members and set the agenda for those meetings.
  - (e) To deliver copies of the minutes of the agendas and minutes to the Board Secretary.
  - (f) To deliver to the Board Treasurer all monies received for the Association and to apply payments as directed by the Board Treasurer.
- 29.2 The ~~Regional and~~ Branch Committees shall report to the Board on a regular basis or as required by the Board.
- 29.3 The ~~Regional and~~ Branch Committees shall operate as directed by the Board and the Board's decisions shall be binding on them.

29.4 The ~~Regional and~~ Branch Committees do not have the power to bind the Association or the Board.

### **30.0 DUTIES OF ~~REGIONAL AND~~ BRANCH COMMITTEE MEMBERS**

30.1 The members of the ~~Regional and~~ Branch Committees are charged with the control and management of the affairs, business and assets of the Association under the direction of the Board.

30.2 The **Chairperson** of each ~~Regional and~~ Branch Committee is responsible:

- (a) Ensuring that the ~~Regional and~~ Branch Members respectively comply with the Constitution.
- (b) Convening Committee and other meetings and establishing whether or not a quorum (half the Committee) is present.
- (c) Chairing meetings and deciding who may speak and when;
- (d) Setting the agendas for the meeting.
- (e) Overseeing the operation of the ~~Region or~~ Branch ~~as the case may be~~.
- (f) Providing a report on the operation of the ~~Region or~~ Branch to the Board on a regular basis or as required by the Board.
- (c) Liaising with the Board.

30.3 The ~~Regional or~~ **Branch Secretary** is responsible for:

- (a) Issuing notices of meetings.
- (b) Preparing with the Chairman the agenda of the Committee and other meetings and collating and circulating any associated documents.
- (c) Recording the minutes of meetings and forwarding that information to the Board Secretary.
- (d) Keeping the Register of ~~Regions or~~ Branch Members and providing that information to the Board Secretary.
- (e) Holding and maintaining the ~~Region's or~~ Branch's records, documents and books except those required by the Board.
- (f) Forwarding any correspondence or complaints to the Board.
- (g) Collecting all monies payable to the ~~Region or~~ Branch and to pay the same to the Board Treasurer and collect receipts if required.
- (h) Forwarding the annual financial statements of the ~~Region or~~ Branch to the Board Treasurer.

30.4 The ~~Regional or~~ **Branch Treasurer** is responsible for:

- (a) Keeping proper accounting records of the ~~Region or~~ Branch's financial transactions and to forward that information to the Board Treasurer on a regular basis or as required by the Board Treasurer.
- (b) Providing financial information to the Board as the Board determines.
- (c) Receiving all moneys and issuing receipts as directed by the Board Treasurer.
- (d) Paying all money promptly into the Association's bank or as directed by the Board Treasurer.
- (e) Paying all accounts passed by the Board as directed by the Board Treasurer.
- (f) Retaining all receipt and bank deposit books, cheque books and all accounting record and making them available at each Committee meeting and to the Board Treasurer at any time.

### **31.0 BOARD AND ~~REGIONAL AND~~ BRANCH COMMITTEE MEETINGS**

31.1 The Board and the ~~Regional and~~ Branch Committees shall meet as often as they shall deem necessary, but a minimum of three times a year. The Secretary of the relevant

- Board or Committee shall give 14 clear days notice of meeting to all its Members or except in the case of an emergency.
- 31.2 The President, Board Secretary or three ordinary Board members may call a Board meeting and the Chairperson, ~~Regional and~~ Branch Secretary or three ordinary ~~Regional~~ ~~or~~ Branch Committee members can call a meeting of their Committee.
- 31.3 The meetings may be held via video or telephone conference or other format as the Board or relevant Committee may decide.
- 31.4 No meeting may be held unless more than half the members of the Board or relevant Committee attend.
- 31.5 The President/Chairperson shall chair the meetings or if the President/Chairperson is absent the Vice President will chair the Board meetings and the ~~Regional or~~ Branch Committee shall elect one of their members to chair that meeting.
- 31.6 Decisions at the meetings shall be by Majority Vote.
- 31.7 The President/Chairperson or person acting in their place shall have a casting vote, that is, a second vote.
- 31.8 Only Board or Committee Members present at a meeting may vote at that meeting.
- 31.9 Subject to the provisions of the Constitution, the Board and the Committees may regulate their own practices.
- 31.10 The President/Chairperson or his nominee/replacement shall adjourn the meeting if necessary.
- 31.11 Adjourned meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting shall be adjourned to a day, time and place determined by the President/Chairperson and if at such adjourned meeting a quorum is still not present the meeting shall be dissolved without further adjournments. The President/Chairperson may with the consent of any Association meeting adjourn the same 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.

## **32.0 CONDUCT OF AGM AND SPECIAL GENERAL MEETINGS**

- 32.1 An Association Meeting is either an Annual General Meeting or a Special General Meeting (“SGM”).
- 32.2 The Annual General Meeting shall be held once a year within 3 calendar months of the end of the Associations financial year. The Board shall determine when and where the Association shall meet within those dates.
- 32.3 A SMG may be called by resolution of the Board or on request in writing to the Board Secretary signed by 25 Members of the Association and the meeting shall be held within 28 days of the request.
- 32.4 The Board Secretary shall:
- (a) Give all Members at least 28 days written notice of the business to be conducted at any Association Meeting. No business other than that for which notice has been given shall be transacted at a SGM.
  - (b) Additionally the Board Secretary will provide, if appropriate:
    - (i) A copy if the President’s Report on the Association’s operations and of the Annual Financial Statements as approved by the Board.
    - (ii) A list of Nominees for the Board and information about those Nominees if it has been provided.
    - (ii) Notice of any motions and the Board’s recommendations about those motions.
    - (iv) If the Board Secretary has sent a notice to all Members in good faith the Association Meeting and its business will not be invalidated simply because one or more Members did not receive the notice.

- 32.5 All Life Members and Members who have paid the requisite subscription fee may attend and vote at an Association Meeting.
- 32.6 No Association Meeting may be held unless at least 25 Members attend and this will constitute a quorum.
- 32.7 All Association Meetings shall be chaired by the President. If the President is not present the Vice President shall chair the Association Meeting. If the President and Vice President are absent, the Association shall elect another Board member to chair the Association Meeting. Any person chairing an Association meeting has a second/casting vote.
- 32.8 On any given motion at an Association Meeting the President/Chair shall in good faith determine whether to vote by:
- (a) Voices;
  - (b) Show of hands; or
  - (c) Secret Ballot.
- However if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President/Chair shall have a second or casting vote if the vote is tied.
- 32.9 As provided for in Rule ~~22.9~~ 21.10 where no nominations have been received for a position, nominations shall be called from the floor and where the number of candidates exceeds the number of positions available, voting will be by Secret Ballot.
- 32.10 Before a Secret Ballot is undertaken the Association Meeting will appoint two scrutineers to count the votes. The scrutineers cannot participate in or be the subject of the vote.
- 32.11 Unless otherwise stated a simple majority shall determine the vote. In the case of elections the highest polling candidate(s) shall be elected.
- 32.12 The business of an Annual General Meeting shall be:
- (a) Roll call;
  - (b) Apologies;
  - (c) Receiving the minutes of the previous Annual General Meeting.
  - (d) The President's report on the business of the Association;
  - (e) The Board Treasurer's report on the finances of the Association and the Annual Financial Statements;
  - (f) Subscriptions for the ensuing year;
  - (g) Declaration of results of postal ballot for election of officers.
  - (h) Election of Honorary Officers
  - (i) Granting of Life and Honorary Memberships and the appointment of Patrons and Patroness;
  - (j) Motions to be considered; and
  - (k) General business.
- 32.13 The President/Chairperson or his nominee/replacement may temporarily adjourn the Association Meeting if necessary.
- 32.14 Adjourned meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting shall be adjourned to a day, time and place determined by the President/Chairperson and if at such adjourned meeting a quorum is still not present the meeting shall be dissolved without further adjournments. The President/Chairperson may with the consent of any Association meeting adjourn the same 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.

### **33.0 MOTIONS AT ASSOCIATION MEETINGS**

- 33.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Meeting, by giving written notice to the Board Secretary at least 28 days before the



Meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Board may in its absolute discretion decide whether or not the Association will vote on the motion. However, if the Member’s Motion is signed by at least 25 eligible Members:

- (a) It must be voted on at the Meeting chosen by the Member; and
- (b) The Board Secretary must give the Member’s Information to all Members at least 14 days before the Meeting chosen by the Member; or if the Board Secretary fails to do this, the Member has the right to raise the motion from the floor at the following Meeting.

33.2 The Board may also decide to put forward motions for the Association to vote on (“Board Motions”) which shall be notified to the Members at least 14 days before the Association Meeting.

### **34.0 ALTERATION TO CONSTITUTION**

34.1 The Constitution may be altered, added to, or rescinded on the resolution of a two-thirds majority of Members present at any Annual General Meeting or SGM provided at least 28 days notice has been given in writing to all Members.

34.2 No addition to or alteration or revision of the Pecuniary Profit clause (clause ~~37~~ 36) or the Winding Up clause (clause ~~38~~ 37) shall be approved without the approval of the Inland Revenue Department.

34.3 All alterations shall be notified and approved by the NZKC before the Meeting.

34.4 When a change in the Constitution is approved in accordance with this clause no change shall take effect until the Board Secretary has registered the changes with the Registrar of Incorporated Societies in the prescribed manner.

### **35.0 BYLAWS**

35.1 The Board may from time to time make, alter or rescind bylaws for the general management of the Association, so long as these are not repugnant to the terms of this Constitution or to the provisions of law. All such bylaws shall be binding on the Members. A copy of the bylaws for the time being shall be available for inspection by any Member on request to the Board Secretary.

### **36.0 PECUNIARY PROFIT**

36.1 No Member or person associated with a Member shall derive any income, benefit or financial advantage from the Association where they can materially influence the payment of the income, benefit or advantage. Except where the income, benefit or advantage is derived from:

- (a) Professional services rendered to the Association in accordance with the Board’s written instructions and in the ordinary course of business and charged at no greater rate than the current market rates; or
- (b) Interest on money lent at no greater rate than current market rates.

AND all Members who may be interested or concerned directly or indirectly shall disclose the nature and extent of their interest to the Board.

### **37.0 WINDING UP**

37.1 The Association may be wound up if the Members at any Annual General Meeting or SGM pass a resolution requiring the Association to be dissolved and this resolution is confirmed at a subsequent meeting called for that purpose.

37.2 Upon the dissolution of the Association, any assets after payment of all liabilities shall be forwarded to the NZKC to be held in trust for a future association, which may be formed to meet objectives similar to those of the Association.



37.3 On any dissolution or winding up of the aforesaid no payment in money or distribution of assets or other benefits whatsoever shall be paid, applied or distributed to any Member past or present for the personal benefit of such Member or Members.

#### **38.0 FINANCIAL YEAR**

38.1 The Association's financial year shall commence on the first day of April and end on 31 March each year.

#### **39.0 BORROWING POWERS**

39.1 Monies borrowed in the Association's name shall require approval at a SGM by at least a two-thirds majority of Members present.

#### **40.0 COMMON SEAL**

40.1 The Board shall provide a common seal for the Association and may from time to time replace it with a new one.

40.2 The Board Secretary shall have custody of the common seal, which may be used with the authority of the Board. Every document to which the common seal is affixed shall be signed by the Board President and countersigned by the Board Secretary or a member of the Board.

#### **41.0 GENERAL**

41.1 If any case occurs which is not provided for in this Constitution, the Board shall determine the appropriate course of action and the Board's

#### **42.0 DEFINITIONS AND MISCELLANEOUS MATTERS**

42.1 In this Constitution:

- (a) "Association Meeting" means and Annual General Meeting or and Special General Meeting but not a Board or Committee meeting.
- (b) "Branch Member" means a Member of a Branch (see clause 19).
- (c) "Committee" means a ~~Regional or~~ Branch Committee.
- (d) "Constitution" means the constitution of the Association
- (e) "Dog Judges" means the Members who judge dogs at NZKC and other events in New Zealand and elsewhere.
- (f) "Members" means the members of the Association including Life Members, Honorary Life Members and Members and Associate Members who have paid the requisite subscription fees and levies.
- (g) "Majority Vote" means a vote made by more than half of the Members who are present a an Association meeting who are entitled to vote and voting at that meeting upon a resolution put to that meeting.
- (h) "Membership" means a Member of the Association with all the rights and obligations that entails.
- (i) "Money or Other Assets" means any real or personal property or any interest therein owned or controlled to any extent by the Association.
- (j) "NZKC" means New Zealand Kennel Club.
- ~~(k) "Regional Member" means a Member of a Region (see clause 18).~~
- (k) "Rules" means the provisions of the Constitution
- (l) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply expend, dispose or in any other way deal with Money or Other Assets.
- (m) "Written Notice" means communication by post, electronic means (including fax, email and web posting) or advertisement in periodicals or a combination of these methods.

(n)

It is assumed that:

- (i) Where a masculine is used, the feminine is included and visa versa.
- (ii) Where the singular is used, plural forms of the noun are also inferred.
- (iii) Headings are a matter of reference and not part of the Constitution.

## APPENDIX I

### DOG JUDGES CODE OF CONDUCT

1. Judges, as experienced members of the Dog world, shall at all times act with courtesy, professional integrity and complete impartiality and, by their actions, act as an example to other New Zealand Kennel Club members.
2. Judges shall demonstrate a sound knowledge of anatomy, New Zealand Kennel Club Rules and Regulations and all relevant breed standards.
3. Judges shall be seen to be honest and have integrity in all their dealings relating to judging.
4. Judges must be impartially evaluate each dog they judge and award each animal the appropriate placing relative to the written NZKC standard, regardless of the dogs record, advertisement, friendship, or any other consideration.
5. Judges must not solicit judging appointments nor seek entry or cancellation of any particular dog.
6. Judges shall at all times be suitably dressed and groomed when judging.
7. Judges when exhibiting shall by their demeanour and sporting behaviour, set an example to other exhibitors.
8. Judges shall not criticize by act or word the work of other judges, nor offer criticism of any previously judged dog(s) to anyone including other officiating judges during the course of the show. Except for authorised ringside mentoring.
9. Social Media: Discretion must be used at all times. Judges should refrain from offering criticism of any dogs, judging or other judges on any of the social networks.
10. If a judge has judged with a panel of judges at one or more Championship Shows, whether in New Zealand or overseas, they must not handle any dog or bitch under any of those judges for a period of 28 days after any such event. (Junior Showmanship and Young Kennel Club heats and finals, Ribbon Parades and Open Shows excluded).
11. Except in unavoidable circumstances, judges shall honour all contracts and be punctual when fulfilling judging assignments.
12. A judge who withdraws from any contracted appointment for any reason shall not be permitted to judge or attend any other canine event wherever held on any date that would prevent him/her from attending the originally contracted event, unless written dispensation has been granted by the contracting club.
13. Judges must not smoke in the ring or the immediate vicinity and abide by Government Regulations regarding smoking.