

**THE NEWFOUNDLAND CLUB Inc.**  
**CONSTITUTION AND RULES**

**as from August 2010 AGM**



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## **Part I: Name and Objective**

### **1. Name and Registered Office**

- (a) The Club shall be called "THE NEWFOUNDLAND CLUB INCORPORATED" herein after referred to as "the Club"
- (b) The Registered Office of the Club shall be at such place, as the Committee shall from time to time determine.

### **2. Objectives**

The Club is composed of people who share a common interest in the welfare of the Newfoundland Dog, whether they be owner, prospective owners or just admirers of the qualities of the breed. The objectives of the Club shall be:

- (a) To promote the breed of Dog known as the Newfoundland and as far as is possible and practicable, to maintain and/or improve the standard of breeding and the general well being of Newfoundland Dogs in New Zealand.
- (b) To do all things that may be considered advisable and necessary to promote the interests of members including:
  - (i) Furthering members' knowledge of the breed.
  - (ii) Holding shows, ribbon parades, trials, fun days and other social or formal events.
  - (iii) Encouraging participation by owners and fanciers alike in events organised by the Club and,
  - (iv) Promoting good fellowship and mutual support among dog owners and fanciers
- (c) To encourage the breeding of sound dogs and the exhibition of dogs conforming to the New Zealand Kennel Club standards.
- (d) To provide and contribute to prizes, awards and distinctions of merit in connection with the breeding, training, exhibition and ownership of Newfoundland dogs.
- (e) To encourage the activities of Branches of the Club throughout New Zealand.
- (f) To maintain liaison with and disseminate information from other Newfoundland dog breed clubs.
- (g) To establish and promote a code of ethics.

## **Part II: Membership**

### **3. Membership**

- (a) Any person may seek membership of the Club provided that person declares they are prepared to abide by this Constitution and the Rules of the Club.
- (b) Any person having been proposed and seconded in writing by two financial members of the Club and approved either by vote at an ordinary club Committee Meeting, or vote by written and/or electronic communication between the committee, shall be an Active member. Membership shall commence from approval of the application and on payment of the appropriate subscription and shall remain valid provided membership subscriptions are paid as required each financial year or until any termination or disqualification of membership as provided for in Part XI of this Constitution.
- (c) Any person under the age of 18 years having been proposed and seconded by two financial members of the Club and approved by vote at an ordinary Club Committee Meeting shall be a Junior member.
- (d) Honorary members shall be those persons who have shown special and active interest in the Club or its affairs; and upon whom the Club has by simple majority vote conferred the status of Honorary membership.
- (e) Life membership may be awarded to any member or past member of the Club whose service is deemed by a three-fifths majority of the members voting at an Annual or Special General Meeting to have been outstanding. Nomination for candidates for Life Memberships shall be nominated and seconded by current financial members of the Club and must be in writing and be received by the Secretary not less than Twenty one (21) days prior to the meeting. Life members shall have all the rights of an Active member.
- (f) Junior membership and Honorary membership shall carry with them all the rights of an Active member other than the rights of nomination or of voting or of eligibility for election to the Committee of the Club or of a Branch.
- (g) (i) Any member may resign from the Club on giving to the Secretary at least one (1) calendar month's notice in writing of their intention to do so, and returning all Club property before the date of expiry of such notice.  
  
(ii) Any member whose subscription is overdue as at 30th November shall be deemed to have resigned (refer Section 6(f)).

### **Part III: Management**

#### **4. Management**

- (a) The affairs of the Club shall be managed by a Committee, which will have the full responsibility for the management and organisation of the Club. Without limiting the powers of the Committee its responsibilities shall include:
  - (i) The use of the funds of the Club as are necessary or proper in payment of costs and expenses in carrying out the objectives of the Club.
  - (ii) Keeping the public and members of the Club aware of the objectives and work of the Club by all suitable means, including the issuing and distributing of publicity, advertising matter and magazines.
  - (iii) From time to time investing moneys in such forms of investments as are authorised for investments of Trust moneys.
  - (iv) Doing all such lawful acts and things as in the opinion of the Committee may be incidental or conducive to the attainment of any of the Club's projects.
- (b) The Committee shall consist of the President, a Vice-President, a Secretary, a Treasurer, three elected Committee members who shall be Active members of the Club together with the Representative of each Branch.
- (c) In addition to the Committee the Club may at an Annual General Meeting elect such Honorary Officers as it deems appropriate including a Patron, any number of Vice-Patrons, an Editor, a Legal Advisor and a Veterinary Surgeon. Such Honorary officers need not be members of the Club.
- (d) The term of office of the Committee shall commence immediately on election at the Annual General Meeting. The term of the committee shall be two years and will continue until the next committee is elected at the next Biennial General Meeting.
- (e) The committee may act notwithstanding any vacancy in its body and may fill any vacancy by appointing another Active member of the Club who shall hold office until the next Annual General Meeting.
- (f) The Committee shall have power to co-opt or to appoint to any Sub Committee with or without power of voting, any person or persons whose advice or assistance it may consider of special value, whether or not such a person is a member of the Club.
- (g) The affairs of the Branches shall be conducted in accordance with the provisions of the Constitution and the Rules of the Club having specific regard to the particular requirements of Part VIII of this Constitution.

- (h) The Common seal of the Club shall be approved and adopted by the Committee and shall be in the custody of the Secretary. The Seal shall only be affixed to any deed or Document in pursuance of a resolution of the Committee and in the presence of two members being the chairman and the Secretary or a member or members appointed by the Committee to act on their behalf.

#### **Part IV: Financial**

##### **5. Financial**

- (a) The Club's financial year shall commence on the first day of July and end on the 30th day of June.
- (b) All moneys received on account of the Club shall be deposited by the Treasurer to the credit of the Club at its bankers within reasonable time of receipt.
- (c) No member shall incur any liability for the Club without the prior consent of the Committee.
- (d) The payment of all accounts rendered to the club shall be made by cheque signed jointly by the Treasurer and one other authorised Committee member. All accounts so paid shall be ratified for payment by the Committee.
- (e) A statement of Income and Expenditure for each period of one year ending 30th June, and a Balance Sheet setting out assets and liabilities as at that date, shall be compiled, duly reviewed and circulated to members.
- (f) The Committee shall appoint an accountant to review the annual financial statements of the Club ("the Reviewer"). The Reviewer shall conduct an examination with the object of providing a report ("Reviewer's Report") that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented according to generally accepted accounting practice. The Reviewer must be a suitably qualified person and must not be a member of the Committee or an employee of the Club.
- (g) The Committee is responsible to provide the Reviewer with:
  - (i) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
  - (ii) Additional information that the Reviewer may request from the Committee for the purpose of the review; and
  - (iii) Reasonable access to persons within the Club from whom the Reviewer determines it is necessary to obtain evidence.

## **Part V: Subscriptions**

### **6. Subscriptions**

- (a) Prior to the Annual General Meeting, the Committee shall determine a recommendation to the Annual General Meeting as to what the annual membership subscription for that year should be.
- (b) The annual subscriptions for members for each financial year shall be such sum as fixed by the Annual General Meeting, and the membership subscriptions shall become due on 31<sup>st</sup> October.

The Treasurer will mail an invoice for the annual subscription to all members as soon as possible after the AGM, but in no case later than 7<sup>th</sup> October.

After 6<sup>th</sup> November the Treasurer will post a final reminder to all members whose subscriptions have not been received by that date. This will state that the subscription is now in arrears and if not received by 30<sup>th</sup> November they will have deemed to have resigned from the club.

- (c) Persons becoming members of the Club during the period between the end of the financial year and the Annual General Meeting shall pay the annual subscription at the rate prescribed for the previous financial year.
- (d) The annual subscriptions payable shall be forwarded to the Club Treasurer.
- (e) The Committee may in exceptional circumstances remit the whole or any part of the subscriptions payable by any member.
- (f) At 30<sup>th</sup> November any member who remains un-financial will be deemed to have resigned from The Club. A letter confirming their status shall be sent to such members requesting that all Club property be returned. Any member who is deemed to have resigned and who wishes to resume their membership may do so by completing a Membership Application and forwarding it (along with the relevant amount of subscription) to the Secretary. The normal membership process will apply. The Committee may at its discretion grant an extension of a maximum of 30 days in the case of exceptional circumstances.
- (g) New members subscriptions will be waived for the first year when the member(s) has taken ownership of a rehouse dog from The Newfoundland Club Inc.
- (h) First years subscription shall be deemed to be for a maximum period of 15 months, from 1<sup>st</sup> April to 30<sup>th</sup> June of the following year.

## **Part VI: Duties of Office Holders**

## 7. Duties of Committee Office Holders

- (a) It shall be the duty of the President:
  - (i) To accept overall responsibility for the control and supervision of the affairs of the Club provided that the President may not simultaneously hold the position of Branch Chairperson or Branch Representative.
  - (ii) To be the Club leader and chief spokesperson.
  - (iii) To act as Chairperson at all Club and Committee Meetings. The President's ruling shall be accepted as final only on any question of order, procedure or interpretation of the Club's rules. This does not mean that the President can over-rule a majority decision of the Club Committee on other matters.
  - (iv) To be familiar with the Club's requirement to furnish declarations to agencies (both government and private) and ensure that all such declarations are furnished to the relevant agency within the required timeframe.
- (b) It shall be the duty of the Vice President:
  - (i) To deputise for the President as required.
  - (ii) To serve as the link between members of the Committee and the President.
  - (iii) To supervise and co-ordinate the activities of Sub Committees as required.
  - (iv) To regularly report to the President and accept new assignments as they arise.
- (c) It shall be the duty of the Secretary:
  - (i) To issue all notices of meetings.
  - (ii) To keep minutes of all Club and Committee meetings and to distribute a copy of all such minutes to each Club Committee member, Branch representative and Branch Secretary within twenty-one (21) days of the closing of any such meeting.
  - (iii) To conduct correspondence as directed by the Committee.
  - (iv) To maintain a register of Club and committee decisions on policies and procedures.  
  
To maintain a register of all Club members and ensure that the list as at 30 June is maintained in the Club's records with the minutes of each Annual General Meeting and the corresponding financial statements.

- (v) To provide the Editor after each Club or Committee meeting a synopsis of all business discussed for publication in "The Gentle Touch". At the same time the synopsis of the meeting will also be loaded on to the website.
  - (vi) To furnish declarations to any agency (either government sector or private) as and when required. These declarations include, the financial statements presented and adopted at the Club Annual General Meeting each year accompanied by the Reviewer's Report and the constitution that has been updated with the amendments approved at the Club Annual General Meeting, to the Registrar of Incorporated Societies within 28 days of the close of the Annual General Meeting.
- (d) It shall be the duty of the Treasurer:
- (i) To collect all monies paid to the Club and issue and collect receipts.
  - (ii) To deposit all monies received promptly into the Club's bank accounts.
  - (iii) To pay all accounts received and due for payment prior to the next Committee meeting.
  - (iv) To prepare for all Committee members prior to each Committee a written financial statement which shall show the accounts paid since the previous Committee meeting and the current balance of the Club's bank accounts.
  - (v) To keep full accounts of all monies received and paid out.
  - (vi) To have receipt book, bank deposit book, cheque book, and all accounts books available at each Committee meeting or at any time for the Reviewer.
  - (vii) To present to the Annual General Meeting a duly reviewed statement of income and expenditure, and a balance sheet showing assets, liabilities and accumulated funds.
  - (viii) To ensure that the Club Secretary is provided with a copy of the reviewed financial statements and the list of Club Membership as at 30 June at the close of the Club Annual General Meeting.
- (e) It shall be the duty of each elected Committee member:
- (i) To accept responsibility for researching, planning, undertaking or supervising specific activities as required.
  - (ii) To keep the Committee fully briefed on individual



assigned areas of responsibility.

- (f) It shall be the duty of each Branch Representative:
  - (i) To act as the liaison between the Club and the Branch.
  - (ii) To attend all meetings of the Branch and to represent the views of the Branch to meetings of the Club and Committee.
  - (iii) To report back action determined by the club and committee at Branch level.
  
- (g) It shall be the duty of one member to act as the Club membership officer:
  - (i) To compile membership lists.
  - (ii) To issue confirmation of membership to members.
  - (iii) To send out up to date membership lists to branches in December, March and June of each financial year.
  
- (h) It shall be the duty of one member to act as the Club Trophy Steward:
  - (i) To collect, maintain and distribute trophies as required.
  - (ii) To compile points for annual Club awards.

#### **8. Duties of Honorary Officers**

- (a) It shall be the duty of the Patron, Vice-Patrons, Legal Advisor and Veterinary Surgeon to assist the Club as and when required.
  
- (b) It shall be the duty of the Editor:
  - (i) To assume responsibility for the Club's internal public relations the aim of which is to stimulate all members to take a more active interest in their dogs and organised Club events.
  - (ii) To gather, receive and edit for publication information of interest.
  - (iii) To arrange printing and distribution of the Club magazine "The Gentle Touch" according to the Club Policy.
  - (iv) To account to the Treasurer for all expenses incurred and advertising revenue derived from publication of the Club magazine.

## **Part VII: Election of Office Holders**

### **9. Election of the Committee**

- (a) The Club shall elect from its Active members its President, Vice President, Secretary, Treasurer, and Committee members.
- (b) Only active members who have been financial for the year ending 30 June prior to the election are eligible for election as committee members or are eligible to vote for those Committee members or at the Annual General Meeting.
- (c) The election of Committee members except for Branch Representatives shall be achieved by postal ballot with voting counted and announced at the Annual General Meeting.
- (d) Nominations for candidates for election to the Committee must be received by the Secretary not less than twenty one (21) days prior to the Annual General Meeting.
- (e) Nominations shall be in writing and shall show the names, addresses and signatures of the candidate, proposer and seconder, all of whom must be current financial members of the Club. Nominations may be made for more than one position. Each nomination submitted must be accompanied by brief background notes limited to not more than two hundred (200) words on the nominee and specifically, a history of their involvement in Club and Branch activities. Any nomination containing alterations will be returned to the nominator.
- (f) If there are more nominations than one for the office of President, Vice President, Secretary or Treasurer, or more than three for the Committee members, the Secretary, or another person appointed by the Club Committee shall cause ballot papers to be prepared setting out the names in alphabetical order of the candidates for each position. The ballot papers, together with the background notes on candidates, shall be posted to each Active member of the Club at least fourteen (14) days prior to the date of the Annual General Meeting. The ballot paper will be printed in such form that scrutineers shall be able to confirm that each member has voted no more than once.
- (g) All ballot replies shall be returned to the Returning Officer in a sealed envelope, at a time as determined by the Club Committee. The closing date ballots to be returned must be clearly stated on the ballot papers. At the Annual General Meeting. The President with the consent of the meeting shall appoint between two and five scrutineers from among those present at the Annual General Meeting and who are not themselves candidates for election. The scrutineers shall be the persons to open the ballot envelopes.
- (h) Each member shall have indicated the name of the candidate or

candidates for whom he desires to vote on the ballot paper. The highest polling candidate or candidates shall be declared elected.

- (i) Should any member vote for a greater number of persons than there are vacancies his vote shall be invalid.
- (j) The ballot shall be in the following order:
  - President then
  - Vice President then
  - Secretary then
  - Treasurer and then
  - 3 Committee members.

Should any person be elected to a position any votes for that person for any subsequent positions shall be declared null and void. In determining the result of any ballot, the scrutineers shall have regard only to the votes cast on that particular ballot and shall have no regard to any ballots already decided.

- (k) At the completion of counting, the scrutineers shall provide the secretary with the results of the ballot including the numbers of votes recorded for each candidate.
- (l) In the case of an equality of votes a secret ballot of those present at the meeting shall decide the matter.
- (m) With the exception of Section 9(1) of this Constitution no other ballot for Committee members shall occur at the Annual General Meeting. The scrutineers shall declare invalid any vote not received on an official ballot paper.

#### **10. Appointment of Honorary Officers**

- (a) Honorary Officers shall be appointed as provided for in Section 4(c) of this Constitution.
- (b) The (honorary) Editor of the Gentle Touch magazine becomes an ex officio member of the committee to enhance communication between the committee and all club members.
- (c) Honorary Officers shall be appointed as provided for in Section 4(c) of this Constitution.
- (d) Nominations for Honorary Officers for appointment may be submitted to the Secretary in writing prior to the Annual General Meeting or made from those persons present at the Annual General Meeting.
- (e) The appointment of Honorary Officers shall be achieved by voting at the Annual General Meeting.

#### **Part VIII: Branches**

### **11. Definition and Responsibilities of a Branch**

- (a) There may exist Branches of the Club based on such centres as may from time to time be considered desirable by the Club Committee.
- (b) A branch is a group of members of the Club who are prepared to remain affiliated to the Club and operate in accordance with the Club Constitution and Rules.
- (c) It shall be the responsibility of every Branch Committee to act in accordance with the requirements of this Constitution and the Club requirements, and the New Zealand Kennel Club requirements and the Incorporated Societies Act. Should any Branch Committee fail to act in accordance with this Constitution or the Club requirements, or the New Zealand Kennel Club requirements, or the Incorporated Societies Act, the Club Committee may take such action as it thinks fit to rectify the situation.

### **12. Boundaries of Branches**

- (a) The boundaries of the Auckland Branch area shall generally be that part of the North Island north of Mercer, excluding the Coromandel Peninsula, and including all other Northland and Auckland regions.
- (b) The boundaries of the Midland Branch area shall generally be that part of the North Island south of Mercer including the Waikato, Coromandel Peninsula, King Country, Poverty Bay, and Bay of Plenty provinces.
- (c) The boundaries of the Wellington Branch area shall generally be those for the Taranaki, Wanganui, Manawatu, Wellington, Wairarapa, and Hawkes Bay Provinces.
- (d) Members residing within 20kms of these boundaries may, at time of payment of membership fees, elect which branch they wish to be affiliated with.

### **13. Formation of a Branch**

- (a) If a group of members wish to establish a Branch full details of the proposal together with a formal resolution endorsed in writing by all those voting to establish a new Branch shall be submitted to the Club Secretary for consideration at a Special General Meeting of the Club.
- (b) No Branch may commence activity until after receiving advice from the Club Secretary that the Club has formally approved establishment of the Branch.

### **14. Officers of a Branch**

- (a) The Active members of the Club within a Branch area may elect from their number -

a Branch Committee whose officers may include:  
a Branch Chairperson  
a Vice Chairperson  
a Branch Secretary  
a Branch Treasurer (or Secretary/Treasurer)  
Such other Committee members as are considered necessary  
provided the total number of officers on a Branch  
Committee does not exceed 10 persons.

- (b) One of the Branch Committee members, usually the Branch Chairperson, shall be the Branch Representative to the Club Committee with responsibilities as specified in Section 7(f) of this Constitution.

#### **15. Duties of Branch Officers**

- (a) It shall be the duty of the Branch Chairperson to preside over the Branch Committee and it shall be his/her responsibility to rule on any question of order, procedure or interpretation of the rules of the Club affecting the conduct of Branch affairs.
- (b) It shall be the duty of the Branch Secretary to call all meetings of the Branch, and of the Branch Committee, keep full and correct minutes of the proceedings of such meetings, conduct the correspondence and keep all records of the activities of the Branch.

#### **16. Election of Branch Officers**

- (a) The officers of a Branch shall be elected at a Branch Annual General Meeting which shall be held prior to the Annual General Meeting of the Club referred to in Section 23(a) of this Constitution.
- (b) The procedure for the election of Branch officers shall be as follows:
- (i) Only members who have been financial for the previous year are eligible for election to the Branch Committee.
  - (ii) The election of Branch Committee members shall be achieved by voting at the Branch Annual General Meeting.
  - (iii) Nominations for candidates for election may be submitted to the Branch Secretary in writing prior to the Annual General Meeting or made from those persons present at the Annual General Meeting.
  - (iv) Each candidate must be duly proposed by active members of the Branch and the candidate need not necessarily be present at the Annual General Meeting provided they have signified in writing their consent to being nominated.

- (v) If there are more nominations than one for the office of Branch Chairperson, Branch Vice Chairperson, Branch Secretary, Branch Treasurer (or Branch Secretary/Treasurer) or if the total number of nominations for officers exceeds 10, the Branch Secretary shall cause ballot papers to be prepared. The names shall be set out in alphabetical order of candidates for each election where a secret ballot is required.
- (vi) The Branch Chairperson with the consent of the meeting shall appoint two scrutineers from among those present at the Annual General Meeting who are not candidates for election.
- (vii) Each member eligible to vote shall indicate the name of the person on such ballot paper or papers for whom he desires to vote. The highest polling candidate or candidates shall be declared elected.
- (viii) Should any member vote for a greater number of persons than there are vacancies, his vote shall be invalid.
- (ix) The ballot shall be in the following order:
  - Branch Chairperson, then
  - Branch Vice Chairperson, then
  - Branch Secretary, then
  - Branch Treasurer (or Branch Secretary/Treasurer),then such other Committee members as are considered necessary provided the total number of officers of the Branch Committee does not exceed persons.

#### **17. Club Members within Branches**

- (a) The Club Secretary shall supply the Branch Secretary with the names and addresses of members living within a Branch area. The schedule of Club members kept by the Club Secretary will be updated at regular intervals and a copy supplied to the Branch Secretary.
- (b) The Branch Secretary shall as soon as possible on receipt forward to the Club Secretary any applications for club membership addressed to a Branch together with any payment accompanying such application.

#### **18. Branch and Club Subscriptions**

- (a) All subscriptions for Club membership received in a Branch shall immediately on receipt thereof be forwarded to the Club Treasurer.
- (b) The Club Treasurer shall ensure the Club Secretary is advised the name of those persons who have paid subscriptions and are therefore Active members. The club Treasurer shall also ensure any apportionment of a Branch share of the annual Club subscription is forwarded to the

Branch Treasurer together with the name and address of the member that apportionment relates to as soon as possible after receipt.

- (c) In addition to the Club annual subscription set in terms of Section 6(a) of this Constitution, a Branch may at its Annual General Meeting set a special Branch levy which will be payable by Club members living within that Branch area.

#### **19. Branch Finances**

- (a) The financial year of a Branch shall commence on 1 July and end on 30 June.
- (b) Other than annual subscriptions, all monies, cheques and negotiable instruments received by the Branch or an officer of a Branch shall be deposited promptly by the Branch Treasurer into such bank accounts in the name of the Branch as the Branch Committee may direct.
- (c) The payment of all accounts rendered to the Branch shall be made by cheque signed jointly by the Branch Treasurer and one other authorised Branch Committee member.
- (d) Correct detailed accounts of all receipts and expenditure shall be kept and an annual statement of accounts and balance sheet shall be prepared which shall be duly reviewed by a suitably qualified person before presentation to the Annual General Meeting of the Branch. A copy of the Annual Statement and Balance Sheet shall within fourteen (14) days of the Annual General Meeting of the Branch be forwarded to the Secretary of the Club.
- (e) Each Branch shall operate within its own fiscal means and it is EXPRESSLY STATED HEREIN THAT The Newfoundland Club will not be responsible for any debt or debts incurred by a Branch or individual members of a Branch, other than those approved by the Club Committee and conveyed in writing to the Branch by the Club Secretary.

#### **20. Branch Annual General Meeting**

The Branch Annual General Meeting shall be held on or before the Annual General Meeting each year.

#### **21. Branch Minutes**

A copy of the minutes of every meeting of a Branch or the Branch Committee shall be forwarded by the Branch Secretary to the Club Secretary within twenty one (21) days of the date of each meeting. A synopsis of the meeting will be forwarded to the Branch magazine editor for inclusion in the next edition.

## 22. Branch Meetings

The provisions in Part IX and X of this Constitution shall generally apply to the calling and conduct of Branch meetings, if Branch matters are not specifically covered within this Part (BRANCHES).

## Part IX: Meetings

### 23. Meetings

- (a) Annual General Meeting
  - (i) An Annual General Meeting shall be held not later than the thirtieth (30) day of September each year. Members shall be given not less than forty-two (42) days preliminary notice of the date of such meeting and such notice shall specify the date by which notices of motion must be received.
  - (ii) Notices of motion for consideration by the Annual General Meeting shall be in the hands of the Secretary not less than twenty one (21) days prior to the date of the Annual General Meeting and shall be circulated to all members fourteen (14) clear days prior to the date of the Annual General Meeting.
  - (iii) The President shall prepare an Annual Report of the Club's activities for presentation at the Annual General Meeting.
  - (iv) A duly reviewed Balance Sheet showing receipts and expenditure for the past financial year and the assets and liabilities of the Club shall if available be mailed to each member, together with the notice of the meeting, at least fourteen (14) days before the date of the meeting.
  - (v) The order of business at the Annual General Meeting shall be:
    - Apologies
    - Adoption of Minutes of Previous Annual General Meeting
    - Matters Arising from Minutes
    - Presentation of Annual Report
    - Presentation of Club Awards
    - Presentation of Balance Sheet and Financial Statements
    - Notice of Motion
    - Election of Committee
    - General Business
  - (vi) Notices of Motion may only be adopted at an Annual General Meeting in the general form circulated to members. Any substantive changes to Notices of Motion proposed at the Annual General Meeting shall be ruled out of order by the Chairperson.
  - (vii) There is no provision for the Club Annual General



Meeting to be held without the presentation of reviewed financial statements and balance sheet. The balance sheet and financial statements presented to the Annual General Meeting must be delivered to the Registrar of Incorporated Societies within 28 days of the meeting being held.

(b) Special General Meetings

- (i) A Special General meeting of the Club shall be convened by the Secretary on receipt of a requisition signed by fifteen (15) financial members of the Club or by resolution of the Committee. Such meeting shall be held within fourteen (14) days after receipt of such requisition and not less than seven (7) days written notice shall be given to all members setting out the purpose for which such meeting is being called.
- (ii) No business other than that for which due notice has been given shall be transacted at a Special General Meeting.
- (iii) To be valid, a requisition signed by fifteen (15) financial members as provided for in clause 23(b)(i) hereof must be accompanied by payment of a fee of two hundred and fifty dollars (\$250.00). Such fee may be refunded if the majority of those present at the Special General meeting vote that such should be the case.

(c) Quorum

- (i) A quorum for any General Meeting of the Club shall be ten (10) members personally present, and no business shall be transacted at any meeting unless a quorum is present.
- (ii) A Quorum for any General meeting of the branch shall be Seven (7) members personally present, and no business shall be transacted at any meeting unless a quorum is present.
- (iii) If within half an hour of the appointed time for a meeting a quorum is not present the meeting if a Special General Meeting convened upon the requisition of members, shall be dissolved. In any other case it shall be adjourned to the same day and time in the next week, all members shall be notified and any members present at the subsequent meeting may transact any business as set down for that meeting as if they constitute a full quorum.

(d) Committee Meetings

- (i) Meetings of the Committee shall be held at least four (4) times a year, unless circumstances demand otherwise.

- (ii) The first Committee meeting for the year shall immediately follow the Annual General Meeting, and no notice is required for this meeting. The primary purpose of this meeting shall be to agree suitable times and locations for Committee meetings in the forthcoming year.
- (iii) Except for 23(d)(viii) The secretary shall give not less than fourteen (14) days written notice of any Committee meeting to all Committee.
- (iv) The Agenda for any committee meeting shall consist of:
  - Apologies
  - Minutes of Previous Meeting for Adoption
  - Matters Arising from Minutes
  - Correspondence and Communications for Ratification
  - Accounts and Financial Statement
  - Specific Agenda Items for Discussion
  - General Business in which any member any introduce any matter pertaining to the management of the Club and its affairs.
- (v) A quorum for a meeting of the Committee shall be five (5) members personally present, and/or connected by telephone and/or electronic call equipment. The exceptions being the first committee meeting for the year and one other shall have five (5) members personally present.
- (vi) Any member of the Club shall have the right to attend meetings of the Committee, and may speak at the discretion of the Chairperson.
- (vii) Emergency Committee Meeting may be called by the Secretary, on instruction from the President, when circumstances require urgent attention to items of business without prior written notice.

#### **24. Chairing of Meetings**

All meetings of the Club and of the Committee shall be presided over by the President if in attendance, or in his/her absence by the Vice President. In the absence of all such officers the meeting shall elect a Chairperson from among the members present except however that if the President so decides he/she may invite any member to act as Chairperson for the whole or part of a Club or Committee meeting.

#### **25. Meeting Expenses**

Claims from Club Committee members for reimbursement of Petrol expenses incurred in travelling by surface vehicle between any North Island location and a Club Committee meeting may be

reimbursed in full by the Club provided that the meeting is more than 80km from the normal place of residence of the member, and provided that the Committee is satisfied that reasonable effort has been made on the part of the Member to minimise such expense by sharing transport where practicable.

## **Part X: Meeting Procedure**

### **26. Meeting Procedure**

- (a) Meetings shall be conducted in accordance with the recognised rules of debate and any Standing Orders for meetings of the Club.
- (b) Every question submitted to a meeting shall be decided in the first instance on the voices, and in the case of decisions being in doubt, by a show of hands. Every person entitled to vote shall have one vote. Unless a secret ballot is demanded by the Chairperson or by one-tenth of the members present, a declaration by the Chairperson that a resolution has been carried or not carried as the case may be, shall be sufficient. If a secret ballot is demanded as aforesaid, it shall be taken in such manner and at such time as the Chairperson of the meeting may direct. The demand for a secret ballot may be withdrawn.
- (c) At all meetings of the Club only Life members and Active members may vote.
- (d) Unless otherwise specified in all voting a majority (i.e. 50% or more of the number of voters) shall determine the result of the poll.
- (e) Where a secret ballot is held, two scrutineers shall be appointed by the Chairperson with the consent of the meeting to count the votes, such appointment being made before the taking of votes.
- (f) Where a postal ballot of all members has been called for by at least 25% or more of those at a meeting, the meeting may be adjourned until the ballot has been taken. any adjourned meeting must resume within one month of the adjournment. Voting papers shall be sent to all members eligible to vote who shall complete and return them to the appointed Returning Officer who shall open them in the presence of two scrutineers and advise the result at the resumed meeting. If the meeting at which the postal ballot was called for was completed, the Secretary shall advise all members of the result within one month of the date of the meeting.
- (g) The Chairperson of any meeting of the Club or of the Committee shall in the case of an equality of votes also have the casting vote.
- (h) Minutes shall be kept of the proceedings of all meetings of

the Club, the Committee and where practicable of any committees and subcommittees.

## **Part XI: Discipline**

### **27. Termination of Membership**

- (a) Lodging a complaint
  - (i) A complaint may be lodged by:
    - 1) A current financial member of The Newfoundland Club Inc, or
    - 2) The President of The Newfoundland Club Inc on instruction by the executive.
  - (ii) Who can be complained about?
    - 1) A current active member of The Newfoundland Club Inc, or
    - 2) The committee of any branch of The Newfoundland Club Inc.
  
- (b) The Complaint
  - (i) Any complaint to be investigated must be in writing, addressed to The Newfoundland Club Inc, President or Vice President. It must be:
    - 1) Signed by the complainant(s)
    - 2) Allege a breach of The Newfoundland Club Inc rule or regulation
    - 3) Be accompanied by all the evidence supporting the alleged incident
    - 4) Contain details of The Newfoundland Club Inc rule or regulation that has been breached
    - 5) Identify the person(s) involved in the alleged incident
    - 6) Detail how the complainant became aware to the alleged incident.
  
- (c) Committee Action

On receipt of a complaint that complies with the requirements stated above The Newfoundland Club Inc committee will meet within 21 days to convene a Grievance Committee:

  - (i) The Club committee shall appoint three (3) disinterested parties from the membership to be the first line of recourse.
  - (ii) The sub committee shall also include a member of The Club committee, for the purposes of maintaining accountability and communication between the grievance committee and The Club Committee.
  - (iii) The grievance committee shall report back to the club committee within 21 days of the grievance committee being formed with a recommendation.
  - (iv) The sub committee will at all times be mindful of the need for all complaint investigation to comply with the principles of natural justice.

The principles of natural justice include:

The person(s) investigating the allegation must be unbiased and impartial,

- 1) A decision must only be made once all parties involved (or alleged to be involved) in any allegation have been given the opportunity to present their case.
- 2) All parties involved (or alleged to be involved) must be given reasonable notice of any interview or meeting.
- 3) All parties involved (or alleged to be involved) in any allegation must be advised that he/she may be represented at any interview or meeting
- 4) All parties involved (or alleged to be involved) in any allegation must be given a reasonable opportunity and period of time to respond to the allegation.

- (v) The sub committee investigating the allegation must produce a report in writing setting out the nature to the allegation, any responses to the allegation, a copy of any supporting evidence and contain a recommendation for further action.

(d) Disciplinary Action

- (i) On receipt of a report including a recommendation The Club committee will discuss the appropriateness of that recommended.
- (ii) The member concerned shall be advised prior to any decision being taken on disciplinary action and given the right of appeal at the next committee meeting of which he or she shall receive not less than fourteen (14) days notice.
- (iii) If the grievance sub committee recommends that disciplinary action is appropriate it has the following options available:

1) Termination of Membership

If that Committee proceeds with terminating the membership, then the member involved may apply to the NZ Kennel Club for a review of the Committee's decision and any decision made by the NZ Kennel Club following such application shall be final.

Any member who is suspended from the privileges of the NZ Kennel Club shall likewise be suspended from the privileges of the Club forthwith.

2) Disqualification of Member

Any member whose conduct has in the opinion of the Club Committee been injurious or is likely to be injurious to the character or interests of the Club may be disqualified from membership of the Club or from holding an office holder position within the Club or a Branch for such period as the Committee may determine.

If the Committee proceeds with terminating the membership, then the member involved may apply to the NZ Kennel Club for a review of the Committee's decision and any decision made by the NZ Kennel Club

following such application shall be final.

3) Censure

The Committee may censure a member on any issue if in the Committee's opinion there is not sufficient cause to justify termination or disqualification from membership of the Club.

(e) Refund of Subscriptions

A member whose membership has been altered in terms of PartXI of this Constitution shall not be entitled to the Return of any portion of his/her current subscription, nor haveany claim against the Club.

**Part XII: Trophies, Prizes and Assets**

**28. Committee Responsibility**

- (a) All trophies and other property of the Club are vested in the Committee to be held in trust for the members of the Club.
- (b) The Club Committee may appoint any Active member to be the club Trophy Steward whose responsibility it shall be to maintain a record of where each trophy is held.

**29. Criteria and Eligibility for Trophies, Prizes and Club Titles**

- (a) The criteria for receipt of trophies, prizes or Club titles shall be determined by the Club and may only be amended by way of notice of motion passed at an Annual General Meeting or Special General Meeting.
- (b) All trophies, prizes and Club titles are open to Active, Honorary and Life Members of the Club.
- (c) (i) Any changes to the rules and regulations governing the operation of the Draft and Water tests that have an effect on classes or points scored may only be amended by way of a Notice of Motion passed at a General Meeting.  
  
(ii) Any other changes may be made at a Committee Meeting after circulation of the proposed changes in the Gentle Touch, Branches and consideration by the concerned Sub- Committee.

**30. Presentation and Return of Trophies**

- (a) Wherever possible perpetual trophies shall be presented at the Club event at which they are on offer.
- (b) Members having received trophies shall return them to the

Club Trophy Steward or such other person or persons as from time to time may be nominated by the Committee as follows:

- (i) Club Award Trophies shall be returned to the Trophy Steward by 14th July,
- (ii) Show trophies shall be returned to the Trophy Steward 12 months after presentation.

### **Part XIII: Winding Up**

#### **31. Winding Up**

- (a) The Club may be wound up voluntarily if the members are:
  - (i) Polled by a postal ballot and sixty (60) percent majority is for winding up and then,
  - (ii) At any Special General Meeting pass a resolution requiring the Club to be so wound up and this resolution is confirmed at subsequent Special General Meeting called for that express purpose and held not less than thirty (30) days later.
- (b) Upon the dissolution of the Club any surplus assets after payment of all liabilities shall be paid to the New Zealand Kennel Club to be held in trust for any future Club which may be formed to meet objects similar to those of this Club.
- (c) Only one poll referred to in sub clause (a) above may be conducted annually.

#### **32. Dissolution of a Branch**

- (a) A Branch may be wound up voluntarily if the members are:
  - (i) Polled by a postal ballot and sixty (60) percent majority is for winding up and then,
  - (ii) At any special General meeting pass a resolution requiring a Branch to be so wound up and this resolution is confirmed at a subsequent Special General Meeting called for that express purpose and held not less than thirty (30) days later.
- (b) If upon dissolution of a Branch there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Branch but shall be transferred to the Club and held in trust for a period not exceeding one (1) year for any future Branch which may be formed. At the expiry of this period the Club may determine the purpose for which the funds are used.
- (c) Only one poll referred to in sub clause (a) above may be

conducted annually.

#### **Part XIV: General**

##### **33. General**

- (a) All acts done by any meeting of the Committee shall notwithstanding that there was afterwards discovered to be some defect in the appointment of any member of the Committee or that any of them were disqualified or that such meeting was not duly convened, be as valid as if all such persons were duly qualified and appointed and such meeting duly convened.
- (b) No member shall receive or obtain any pecuniary gain or reward in goods or Services (except as salaried officer) from the property or operations of the Club, except that the club secretary shall receive a one off gratuity payment of \$200.00 per year.
- (c) Any Notice required to be sent to any members shall be deemed to have been duly delivered if sent prepaid post to the member at his last known address in New Zealand. Any such notice may be incorporated in the Club magazine or other document published by the Club for distribution to members by displaying such notice therein promptly.
- (d) Members shall be required to notify the Club Secretary in writing of any change of address, and the Committee shall not be responsible for the non-delivery of any notice or other communication due to the failure of any member to comply with this requirement.

#### **Part XV: Alteration to and Interpretation of Rules**

##### **34. Alteration to Rules**

- (a) The rules of the Club as contained in this Constitution may, with the exception that no addition to, alteration or revision of the rules may be approved if it affects the pecuniary profit clause or the winding up clause, be altered, added to or rescinded at an Annual General Meeting or at any Special General Meeting of which at least fourteen (14) days notice has been given to all members. The notice so given shall contain a copy of or state briefly the nature of, the resolution to be moved at the meeting.
- (b) All alterations to the rules agreed to shall be notified to the New Zealand Kennel Club.
- (c) The Secretary shall register any alteration in, or addition to, this Constitution as required by any statutory provisions in force at that time immediately after they have been approved.



- (d) In the event of any questions as to the construction or application of any of the provisions in this Constitution the Committee is hereby empowered to decide the same.
- (e) If any case occurs which is not provided for in this Constitution it shall be determined by the Committee in such manner as it sees fit, and its decision will be final.

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