

Dated

27 February

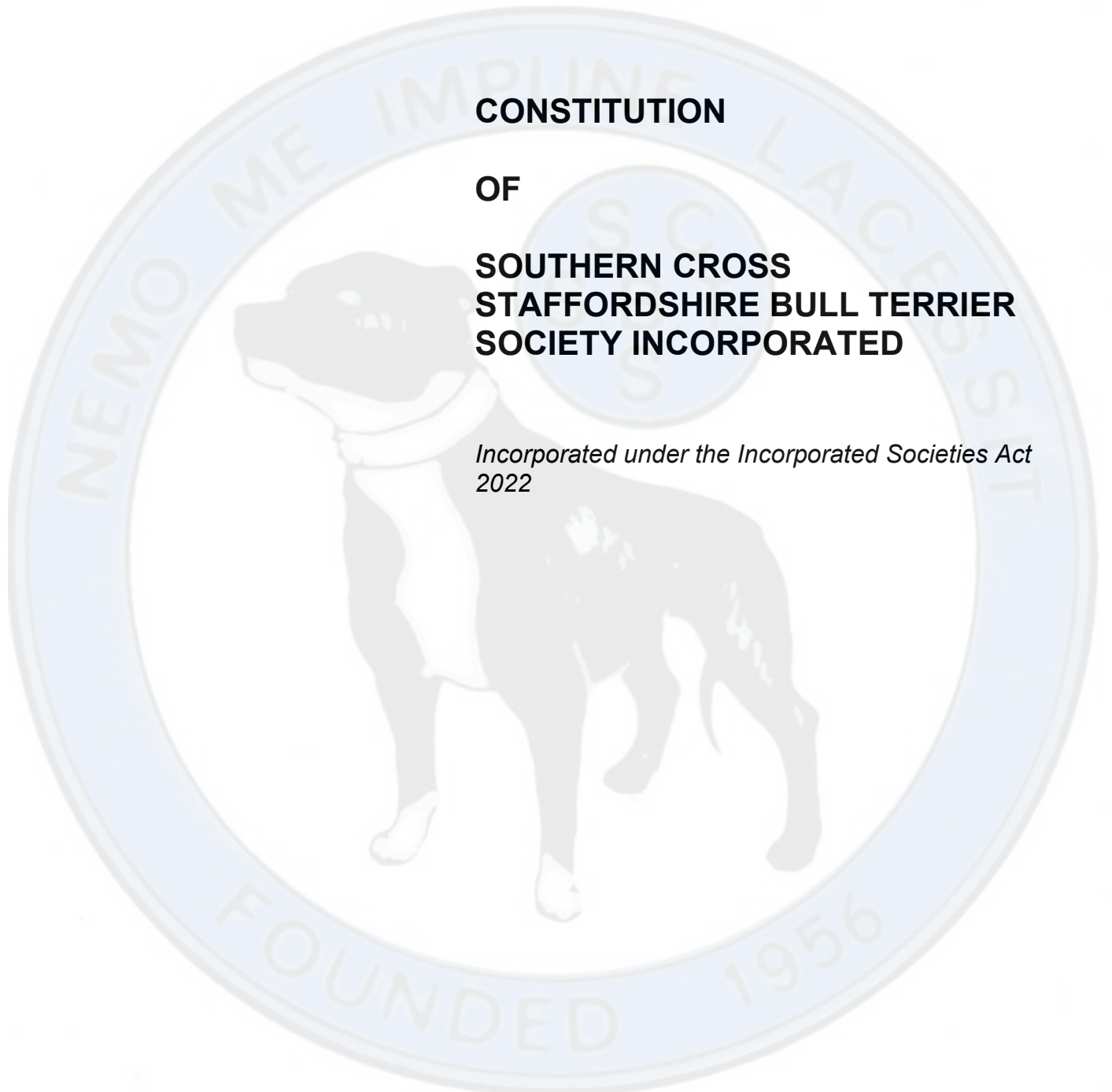
2026

CONSTITUTION

OF

**SOUTHERN CROSS
STAFFORDSHIRE BULL TERRIER
SOCIETY INCORPORATED**

*Incorporated under the Incorporated Societies Act
2022*



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**CONSTITUTION OF SOUTHERN CROSS STAFFORDSHIRE BULL TERRIER SOCIETY
INCORPORATED**

1. DEFINITIONS AND INTERPRETATION

1.1 **Defined Terms:** In this constitution, unless the context otherwise requires:

Act means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it;

Annual General Meeting means a meeting of the Members, convened and conducted in accordance with clauses 10.1 and 11;

Balance Date means the end of the Society's financial year, being 30 June in each year;

Committee means the Officers elected or appointed in accordance with clause 7;

Constitution means this constitution as amended from time to time in accordance with clause 19;

General Meeting means any Annual General Meeting or Special General Meeting;

Majority Vote means a resolution approved by more than fifty percent (50%) of the votes cast by those entitled to vote and voting on the question.

Member means a person who becomes a member of the Society in accordance with clause 5;

Officer means a person elected or appointed to that role in accordance with clause 7;

President means the Officer allocated to that role in accordance with clauses 7.3 and 7.7;

Secretary means the Officer allocated to that role in accordance with clauses 7.3 and 7.8;

Special General Meeting means a meeting of the Members, other than an Annual General Meeting, convened and conducted in accordance with clause 12.1;

Special Resolution means a resolution approved by a majority of not less than 75 percent of the votes of those Members entitled to vote and voting on the question at a General Meeting of which notice has been given in accordance with this Constitution, specifying the intention to propose the resolution as a special resolution.

Treasurer means the Officer allocated to that role in accordance with clauses 7.3 and 7.8.

1.2 **Interpretation:** In this Constitution, unless the context requires otherwise:

(a) **capitalised words** or **expressions** that are used in this Constitution and are not defined in clause 1.1 have the meanings as defined in the Act;

(b) references to **clauses** are to clauses of this Constitution;

(c) **derivations** of any defined word or term shall have the corresponding meaning;

(d) the **headings** to clauses are inserted for convenience only and shall be ignored in interpreting this Constitution;

(e) the word **including** and other similar words do not imply any limitation;

- (f) a reference to any **legislation** includes any legislation which replaces it (including amendments to it from time to time), and any regulations made under the legislation or under any legislation which replaces it;
- (g) a **person** includes any individual, company, body corporate, firm, partnership, trust, unincorporated body of persons, or government agency; and
- (h) the **plural** includes the **singular** and vice versa.

2. NAME

- 2.1 **Society Name:** The name of the incorporated society is "Southern Cross Staffordshire Bull Terrier Society Incorporated" (**Society**).

3. AFFILIATION WITH DOGS NEW ZEALAND

- 3.1 The Society is an Associated Specialist Breed Club affiliated with the New Zealand Kennel Club (Incorporated), trading as Dogs New Zealand (**DogsNZ**).

- 3.2 Whilst affiliated, the Society shall:

- (a) comply with all Rules and Regulations of DogsNZ, as amended from time to time, to the extent that such compliance does not contravene the Act;
- (b) hold all shows under DogsNZ Rules and Regulations as amended from time to time, ensuring dogs exhibited comply with DogsNZ registration requirements;
- (c) obtain DogsNZ approval before holding any Championship Shows, Open Shows, Ribbon Parade, or other DogsNZ recognised event;
- (d) appoint judges in accordance with DogsNZ Regulations, obtaining prior approval for overseas judges or such other appointments as DogsNZ may require;
- (e) pay to DogsNZ the annual affiliation fee, show levies, and any other fees as prescribed by DogsNZ from time to time;
- (f) furnish to DogsNZ by such date and in such manner as DogsNZ may prescribe:
 - (i) the names and addresses of its President, Secretary and Treasurer;
 - (ii) a copy of its Annual Report;
 - (iii) a Statement of Receipts and Expenditure; and
 - (iv) such financial statements as are required to be prepared under the Act (if any).

- 3.3 **Disaffiliation:** The Society may disaffiliate from DogsNZ at any time by submitting its intention in writing to the Director/Secretary of DogsNZ, (or such officer as DogsNZ may designate), subject to approval by the Executive Council of DogsNZ in accordance with DogsNZ Rules. Disaffiliation shall be effected by Special Resolution of Members at a General Meeting.

- 3.4 **Cooperation:** Whilst affiliated:

- (a) the Society is subject to DogsNZ Discipline and Settlement of Disputes Regulations as amended from time to time;

- (b) Members who are DogsNZ members and participate in DogsNZ recognised shows or events are subject to DogsNZ Discipline and Settlement of Disputes Regulations in relation to their conduct at or connected with such shows or events; and
- (c) the Society shall cooperate with any DogsNZ investigation or disciplinary proceeding involving the Society or its Members.

3.5 **Primacy of the Act:** In the event of any conflict between this Constitution, DogsNZ Rules and Regulations, and the Act, the provisions of the Act shall prevail. Nothing in this clause 3 shall limit the rights of Members under the Act.

4. PURPOSES

4.1 **Society's Purposes:** The purposes of the Society are:

- (a) To promote the well-being, welfare, and correct image of Staffordshire Bull Terriers;
- (b) To encourage breeding and exhibition of Staffordshire Bull Terriers conforming to the DogsNZ Breed Standard;
- (c) To hold recognised Shows, Ribbon Parades and Fun Days;
- (d) To take any action or do any other thing as, in the opinion of the Society, may be incidental or conducive to the attainment of the foregoing objects;

(together the **Purposes**).

5. MEMBERSHIP

5.1 **Application for Membership:** To become a Member, the prospective member must complete, submit, sign (consenting to becoming a Member) an application in such form as prescribed by the Committee from time to time. All applications for membership shall be submitted to the Committee for approval. The Committee may approve an applicant for membership by:

- (a) a Majority Vote at a Committee meeting; or
- (b) Majority Vote by email, provided that:
 - (i) the application details are circulated to all Committee members;
 - (ii) Committee members are given not less than seven (7) days to respond; and
 - (iii) the Secretary confirms the outcome and records the result in the minutes of the next Committee meeting.
- (c) Upon approval by the Committee and payment of the applicable membership fees, the applicant shall become a Member of the Society.
- (d) The Committee may accept or decline an application for membership and must advise the applicant of its decision (but is not required to provide reasons for that decision). Where an application is declined, the Secretary shall record the decision, and the reasons given by the Committee for that decision, in the minutes of the Committee meeting at which the decision was made (or, where the decision was made by email in accordance with clause 5.1(b), in the minutes of the next Committee meeting).

5.2 **Membership Fees:** Members shall pay all applicable membership fees by the due date. The nature and amount of any membership fee or fees payable by Members to the Society for the then current financial year, shall be recommended by the Committee and approved at the Annual General Meeting.

(a) **Effective Date of Membership fees:** Any annual Membership fees fixed in accordance with clause 5.2 above shall be effective from the 1st day of July following the Annual General Meeting at which they are approved and shall cover the period through to the 30th day of June in the following year.

(b) **Notice of Membership Fees Payment**

(i) The Society shall give Members at least thirty (30) days' written notice of the requirement to pay the annual Membership fees.

(ii) Such notice shall specify:

- (1) the amount of the annual Membership fees;
- (2) the due date for payment; and
- (3) the method(s) by which payment may be made.

(c) **Payment Deadline:** Members must pay their annual Membership fees on or before the 31st day of July in the financial year to which those fees apply.

(d) **New Members joining between 1 April and 30 June**

(i) Where a person becomes a Member on or after the 1st day of April but before the 1st day of July in any financial year, the annual Membership fee paid upon joining shall cover:

- (1) the remainder of the current financial year (to 30 June); and
- (2) the following full financial year (1 July to 30 June).

(ii) The Member's next annual Membership fee shall be due on the 31st day of July of the year following the year in which they joined.

(iii) For the avoidance of doubt, such Members are not required to pay a further Membership fee by 31 July immediately following their joining.

(e) **Grace period for non-payment**

(i) Where a Member fails to pay their annual Membership fees by the 31st day of July, the Member shall be granted a grace period of six (6) months ending on the 31st day of December.

(ii) During the grace period:

- (1) the Member shall have no membership rights or privileges;
- (2) the Society may issue reminder notices and general communications to the Member regarding the outstanding Membership fees and Society matters; and

- (3) the Member may pay the outstanding Membership fees without penalty and without submitting a new membership application.
- (iii) Where a Member pays all outstanding Membership fees during the grace period, the Member's full membership rights and privileges are immediately restored.
- (f) **Cessation of membership for non-payment:** If a Member fails to pay their annual Membership fees by the end of the grace period (31st day of December), their membership shall automatically cease on that date.
- (g) **Exemptions:** Life members as set out in clause 5.5 and honorary members (if any) shall be exempt from paying annual Membership fees unless otherwise provided in this constitution.
- (h) **Records:** The Secretary shall monitor Membership fee payments received in order to maintain the register of members in accordance with clause 5.10.

5.3 **Additional Categories of membership:** Where categories of membership are considered appropriate, such categories of membership shall be discussed and agreed upon by the Committee from time to time.

5.4 **Family Membership**

(a) **Eligibility for Family membership**

(i) A Member (the "Primary Member") may nominate the following persons to become members of the Society as part of a Family Membership:

- (1) their spouse or partner; and/or
- (2) their child or children aged between 16 and 21 years (inclusive).

(ii) The Primary Member may add or remove family members during the membership year, by writing to the Secretary of the Society. The maximum number of family members who can be nominated is four (4).

(b) **Consent Requirement**

(i) Each person nominated by the Primary Member must:

- (1) consent to becoming a Member of the Society; and
- (2) demonstrate such consent by personally signing the Society's membership registration form.

(c) **Rights and Obligations**

(i) Each person who becomes a Member through a Family Membership:

- (1) shall have all the rights, privileges, and obligations of Membership as set out in the Society's constitution and rules;
- (2) shall be bound by the Society's constitution and rules; and
- (3) shall be entitled to such voting rights as are specified in the constitution.

(d) **Termination of Family Membership:** If the Primary Member's Membership ceases for any reason, the Membership of any persons nominated under this Family Membership provision shall cease simultaneously with the Primary Member's membership.

(e) **Definition**

(i) For the purposes of this clause:

(1) **"spouse"** means a person to whom the Primary Member is legally married;

(2) **"partner"** means a person who is in a de facto relationship with the Primary Member;

(3) **"child"** includes biological children, adopted children, and stepchildren of the Primary Member.

5.5 **Life Membership:** A Member who has maintained uninterrupted Membership of the Society for a minimum of fifteen (15) years and has demonstrated exceptional service to the Society may be nominated for Life Membership by written nomination proposed and seconded by Members of the Society in good standing. Upon receiving such a nomination, the Committee shall consider it at a Committee meeting and shall only recommend the award of Life Membership to Members at the Annual General Meeting if the Committee unanimously agrees to do so. If the Committee does not unanimously agree to recommend the nomination, the nomination shall not be put to the Annual General Meeting at that time. A Life Membership shall only be awarded if, following a unanimous recommendation by the Committee, it is approved by Majority Vote of the Members present and voting at the Annual General Meeting. If approved, the Life Member shall be exempt from annual Membership fees whilst retaining all rights and privileges of ordinary Membership.

5.6 **Conduct of Members:** Each Member must, at all times:

(a) comply with this Constitution and any other code of conduct, policies and/or procedures of the Society as notified to Members from time to time;

(b) support and promote the Purposes;

(c) act in good faith towards the Society and the other Members; and

(d) do nothing that may bring the Society into disrepute.

5.7 **Member entitlements:** All Members are entitled in accordance with this Constitution to:

(a) vote in accordance with clause 14;

(b) nominate candidates for election as Officers in accordance with clause 7.5;

(c) receive notices and papers, including in relation to General Meetings; and

(d) to attend General Meetings (at their own cost).

5.8 **Cessation of Membership:** A person ceases to be a Member if they:

(a) die or cease to exist,

(b) fail to pay their Membership fee as per clause 5.2(f);

- (c) resign as a Member at any time upon the giving of one (1) month's notice in writing to the Committee, and upon expiration of such notice period, have paid any arrears of membership fees; or
- (d) the Committee considers that a Member;
 - (i) has breached, failed, refused or neglected to comply with a provision of this Constitution, any regulation that the Committee has adopted from time to time, or any other resolution or determination of the Committee;
 - (ii) has acted in a manner unbecoming of a Member or prejudicial to the Purposes; or
 - (iii) has acted in a way that has or may have brought the Society or any other Member into disrepute.
- (e) Any such person ceasing to be a Member under this clause shall forfeit all rights in and claims against the Society, its property and amenities. In particular, a Member who resigns or whose membership is terminated under this Constitution:
 - (i) remains liable to pay all Membership fees to the Society;
 - (ii) shall cease to hold himself or herself out as a Member of the Society; and
 - (iii) shall return to the Society all material provided to him or her by the Society (including any memorabilia, badges or trophies).

5.9 **Body Corporate Members:** Any Member that is a body corporate shall provide the Secretary with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.

5.10 **Register of Members:** The Committee shall keep and maintain a register of members which shall contain:

- (a) the names and contact details of all Members, the dates on which they each became a Member and any other information the Committee deems relevant (which the Member shall provide to the Society and advise of any changes);
- (b) the names of each person who has ceased to be a Member within the previous seven (7) years and the date on which each such person ceased to become a Member; and
- (c) any other information the Committee deems relevant.

The collection of any personal information for the Register of Members by the Society shall comply with the Privacy Act 2020.

6. TROPHIES

6.1 **Ownership:** All trophies awarded by the Society remain the property of the Society unless expressly designated otherwise.

6.2 **Purpose:** Only Members of the Society are eligible to receive trophies. To be eligible, a person must be a Member of the Society prior to the commencement of the show at which points are earned.

- 6.3 **Marion Forester Memorial Trophy:** The Society is the guardian of the Marion Forester Memorial trophy. The trophy shall be presented to the Best of Breed winner at the National Dog Show held under the auspices of DogsNZ for the purpose of the presentation ceremony only. To preserve the original trophy the trophy shall be retained by the Society immediately following the presentation ceremony. The winner shall be given a miniature plaque engraved with "Marion Forester Memorial Trophy" for the purpose of engraving. As per clause 6.2 only Members of the Society are eligible to receive this award.
- 6.4 **Engraving:** Unless otherwise determined by the Committee, the cost of engraving a trophy shall be borne by the recipient.
- 6.5 **Member responsibilities for Trophies:**
- (a) Members who receive trophies shall:
 - (i) take reasonable care of the trophy whilst in their possession;
 - (ii) return the trophy to the Society on or before the date specified by the Trophy Officer;
 - (iii) notify the Trophy Officer immediately if a trophy is lost, stolen or damaged;
 - (iv) not alter, modify or remove any part of the trophy; and
 - (v) arrange engraving at their own cost where applicable and in accordance with clause 6.4.
 - (b) A Member who fails to return a trophy may be held liable for the replacement cost of the trophy.
- 6.6 **Trophy Officer Responsibilities:** The Trophy Officer, appointed in accordance with clause 7.9, shall be responsible for:
- (a) establishing and maintaining procedures for the care, custody, and return of all trophies awarded to Members;
 - (b) maintaining an accurate inventory of all trophies owned or held in trust by the Society, including:
 - (i) a description of each trophy;
 - (ii) the name of the Member currently holding each trophy;
 - (iii) the date on which each trophy was awarded; and
 - (iv) the expected return date for each trophy;
 - (c) coordinating the presentation and collection of trophies at Society shows and events;
 - (d) preparing the annual trophy schedule recommending the allocation, acceptance or deletion of various trophies of the Society for competition at its shows held under the auspices of DogsNZ for the following year. This schedule shall be presented to the Annual General Meeting for approval in accordance with clause 11.1(e);
 - (e) following up with Members to ensure timely return of trophies;

- (f) reporting to the Committee on any trophies that have not been returned or have been damaged; and
- (g) maintaining photographic or other records of all trophies for identification purposes.

7. COMMITTEE

- 7.1 Minimum/Maximum number of Officers:** The Committee shall consist of no less than three (3) Officers, and no more than ten (10) Officers, the majority of whom must be Members. The Society's constitution expressly allows natural persons who are not Members to be appointed or hold office as Officers, provided they possess the skills, knowledge, or other qualities appropriate for the office and provided that the majority of Officers remain Members at all times.
- 7.2 Committee structure:** The Committee shall consist of the following office bearers:
- (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer; and
 - (d) such other office bearer roles as are allocated by the Committee in accordance with clause 7.3.
- 7.3 Election of Officers:** Officers are to be elected at each Annual General Meeting in accordance with clause 7.5(a) to (i) and subject to clause 7.6. Promptly following the Annual General Meeting, at a Committee meeting, the elected Officers shall, as the incoming Committee, allocate among themselves the roles of President, Secretary, and Treasurer, as further described in clauses 7.7 and 7.8. The Committee may also allocate such other roles and responsibilities to any Officer or Officers as it considers necessary or appropriate for the effective management and administration of the Society, including the role of Trophy Officer in accordance with clause 6.6.
- 7.4 Term of Office:** Officers elected at an Annual General Meeting shall hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting, or until they resign or are removed, whichever occurs first.
- 7.5 Process for election:** The election of Officers shall be conducted as follows:
- (a) nominations for candidates for election shall be made in writing on the form specified by the Committee, signed by two (2) Members and delivered to the Secretary at least fifteen (15) days before an Annual General Meeting;
 - (b) at least ten (10) days before the date of the Annual General Meeting, the Society shall give notice to all Members of each nominee (and such supporting information as agreed);
 - (c) only nominees who are not disqualified from being elected or holding office as an Officer, as per clause 7.11, may stand for election;
 - (d) if there are insufficient valid nominations received under clause 7.5(a) to fill all Officer positions, but not otherwise, further nominations may be received from the floor at the Annual General Meeting in respect of any unfilled position only;

- (e) votes shall be cast in such a manner as the chairperson of the Annual General Meeting shall determine;
- (f) two Members (who are not nominees) or non-Members appointed by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers;
- (g) the failure for any reason of any Member to receive such notice shall not invalidate the election;
- (h) in the event of a tied vote in the election of any Officer, the chairperson of the Annual General Meeting shall exercise a casting vote to determine the outcome of the election. For the avoidance of doubt, the casting vote under this clause 7.5(h) is in addition to any vote the chairperson may have cast as a Member, and applies only to tied votes arising in the election of Officers under this clause 7.5; and
- (i) in addition to Officers elected under the foregoing provisions of this clause 7.5, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.

7.6 **Reservation of right:** The Committee reserves the right to decline the election of any nominee to the Committee, prior to or during the Annual General Meeting, if they reasonably believe that the person is likely to bring the Society into disrepute or that the person has behaved in a vexatious manner in relation to the Society.

7.7 **President:** Following the allocation of roles in accordance with clause 7.3, the Officer allocated to the role of President shall be responsible for, among other things, overseeing the governance and operations of the Society and chairing all General Meetings, or such other person as provided in clause 13.4.

7.8 **Secretary and Treasurer:** Following the allocation of roles in accordance with clause 7.3, the Officers allocated to the roles of Secretary and Treasurer shall respectively be responsible for, among other things:

- (a) the Secretary, keeping and recording the minutes of Committee meetings and General Meetings and updating the register of members; and
- (b) the Treasurer, managing and overseeing the finances of the Society and managing the bank account of the Society.

7.9 **Trophy Officer:** Promptly following the Annual General Meeting, at the same Committee meeting at which the incoming Committee allocates the roles of President, Secretary and Treasurer in accordance with clause 7.3, the Committee shall allocate to an Officer the role of Trophy Officer, whose responsibilities are set out in clause 6.6.

7.10 **Register of Interests:** The Secretary shall at all times keep and maintain an up-to-date register of interests disclosed by Officers as contemplated in clause 8.4.

7.11 **Qualifications of Officers:** Officers must be natural persons. A person who is not eligible to act as an officer under the Act, shall not be eligible for election or to remain in office as an Officer.

- 7.12 **Casual vacancy:** If there is a casual vacancy on the Committee, the remaining Officers may appoint a person of their choice to fill the vacancy until the next Annual General Meeting where the elections will be held, or the Committee may leave the vacancy unfilled.
- 7.13 **Contact Person/s:** The Committee shall allocate to a person the role of contact person (the **Contact Person**). The Contact Person may be any person, but that person must consent to being the Contact Person. Any change in the Contact Person's details must be advised to the Registrar of Incorporated Societies within twenty (20) working days of any such change occurring.
- 7.14 **Conduct of Officers:** Each Officer must comply with any applicable duties set out in the Act.
- 7.15 **Assistance:** The Committee shall have the power to co-opt other Members to fulfil special tasks on its behalf.

8. POWERS AND RESPONSIBILITIES OF THE COMMITTEE

- 8.1 **Powers and Role of the Committee:** The Committee shall:
- (a) manage the operation and affairs of the Society and control the finances of the Society (either directly or under its supervision) and shall have all the powers necessary in order to do so; and
 - (b) have full capacity to carry on or undertake any activity, do any act, or enter into any transaction to give effect to the Purposes and have all full rights, powers and privileges in order to do so.
- 8.2 **Sub-committees:** The Committee may establish sub-committees from time to time provided that the Committee will not be bound to act on any recommendation or other advice of any such sub-committee.
- 8.3 **Validity of acts and decisions:** All decisions of the Committee shall bind the Society.
- 8.4 **Conflicts of interest:** if the Officer is interested (as defined in section 62 of the Act), in a transaction or proposed transaction of the Society, they:
- (a) must disclose to the Committee and in the Interests Register the nature and extent of such interest (including any monetary value of the interest, if it can be quantified) as soon as practicable after the Officer becomes aware of the fact that he or she has such interest;
 - (b) must not vote or take part in a decision of the Committee relating to the transaction;
 - (c) must not sign any document relating to the entry into a transaction or the initiation of the transaction;
 - (d) may take part in any discussion of the Committee relating to the matter, be counted for the purposes of determining whether there is a quorum at any meeting at which the transaction is being considered and be present at the time of the decision of the Committee (unless the Committee decides otherwise); and
 - (e) must take such other steps as determined by the Committee in respect of any interest.

8.5 **Need for SGM:** Where 50% or more of the Committee are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Members agree otherwise.

9. COMMITTEE MEETINGS

9.1 **Meetings of Committee:** Unless otherwise determined by the Committee, the Committee shall meet at least four (4) times a year.

9.2 **Quorum:** A majority of the Officers shall form a quorum at Committee meetings, one of whom must be either the President or the Secretary.

9.3 **Chairperson:** The President will be the chairperson of Committee meetings provided that if the President is not present, the Secretary will be the chairperson of the meeting.

9.4 **Voting:** Each Officer is entitled to one (1) vote at Committee meetings. In the event of a deadlock, the chairperson shall have a casting vote.

9.5 **Resolutions:** A resolution in writing signed or consented to by email or other forms of visible or other electronic communication by the Officers as would constitute a quorum at a meeting will be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted. Any such resolution may consist of several documents in the same form each signed by one or more of the Officers.

9.6 **Meetings using technology:** Any one or more Officers may participate in any meeting of the Committee and vote on any proposed resolution at a meeting of the Committee without being physically present. This may occur at meetings by telephone, through video conferencing or by other means of electronic communication (excluding email communication) provided that prior notice of the meeting is given to all Officers and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Officer in this manner at a meeting shall constitute the presence of that Officer at that meeting.

9.7 **Cessation of Officer:**

- (a) **Resignation:** An Officer may, at any time, resign from the Committee by giving written notice to the other Officers. Resignation shall not affect the membership of the Member;
- (b) **Removal:** In the event that an Officer is in breach of the Constitution or the Act, the Committee may remove the Officer by Majority Vote of the Committee (not including the Officer in breach);
- (c) **Absence:** An Officer that is absent for three (3) consecutive meetings of the Committee without an acceptable explanation may be deemed by the Committee (at its discretion) to have resigned from the Committee;
- (d) **Special General Meeting:** An Officer may be removed by Majority Vote of the Members at a Special General Meeting called for that purpose in accordance with clause 12; and
- (e) **Disqualified:** In the event that an Officer no longer meets the qualification criteria set out in clause 7.11, they shall be deemed to no longer be an Officer and a casual vacancy will be deemed to have arisen.

10. MEETINGS OF MEMBERS

- 10.1 **Annual General Meeting:** The Society must hold a General Meeting being an Annual General Meeting once every year at such time, date and place as the Committee determines, but not more than fifteen (15) months after the last Annual General Meeting and no later than six (6) months after the Balance Date.
- 10.2 **Special General Meeting:** Any other General Meeting of the Members shall be Special General Meetings.
- 10.3 **Agenda:** An agenda containing the business to be discussed at a General Meeting shall be forwarded by the Secretary to the Committee and Members no later than fourteen (14) days before the date of the General Meeting. Any additional items of business not listed on the agenda may only be discussed by agreement given by ordinary resolution of those persons entitled to vote at the meeting.

11. ANNUAL GENERAL MEETINGS

- 11.1 **Purpose of Annual General Meeting:** The following business shall be discussed at each Annual General Meeting and the information associated with such business shall be presented at each Annual General Meeting;
- (a) confirming the minutes of the previous Annual General Meeting;
 - (b) adoption of the annual financial report on the operations and affairs of the Society during the most recently completed accounting period and financial statements for the preceding financial year;
 - (c) notice of disclosures, or types of disclosures, as contemplated in clause 8.4 during the recent accounting period including a brief summary of the matters, or types of matters, to which those disclosures relate;
 - (d) setting of any membership fees as recommended by the Committee for the financial year commencing 1st July following the Annual General Meeting;
 - (e) presentation and approval of the trophy schedule prepared by the Trophy Officer recommending the allocation, acceptance or deletion of various trophies of the Society for competition at its shows for the following year;
 - (f) the appointment of an independent auditor (if required by the Act or otherwise considered desirable) to prepare the following year's annual financial report;
 - (g) the election of Officers in accordance with clause 7.5; and
 - (h) any other motions or matters, including general business, that has been properly submitted for consideration at the Annual General Meeting.

12. SPECIAL GENERAL MEETINGS

- 12.1 **Calling a SGM:** The Secretary must call a Special General Meeting:
- (a) when 50% or more of the Committee are prevented from voting on a matter relating to the Society (as contemplated in clause 8.5); or

- (b) within two (2) months of receiving a written request from:
 - (i) the Committee; or
 - (ii) Members who together hold not less than 5% of the total voting rights of all Members entitled to vote,

and the written request for a Special General Meeting must state the purpose for which the Special General Meeting is requested including any proposed motion or motions. The Special General Meeting must only deal with the business for which the Special General Meeting is requested.

13. ALL GENERAL MEETINGS

13.1 Notice of General Meeting: The Secretary shall give not less than thirty (30) days' notice in writing to every Member of:

- (a) the date, time and venue and/or the manner in which the meeting is to be held; and
- (b) for an Annual General Meeting:
 - (i) the number of vacancies, if any, of any Officer for which nominations are sought (as per clause 7.5(a)); and
 - (ii) the closing date/s for nominations for any elections, proposed motions and other items of business to be submitted to the Secretary; or
- (c) for a Special General Meeting:
 - (i) the proposed motion or motions that have been properly submitted for consideration.

13.2 Quorum must be present: No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the General Meeting is considering that item.

13.3 Quorum: The quorum for a General Meeting shall be not less than five (5) Members. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to such other day, time and place as determined by the Committee. If no quorum of not less than three (3) Members is obtained at this second General Meeting within thirty minutes of the intended commencement time, then the Members present at such second General Meeting are deemed to constitute a valid quorum.

13.4 Chairperson: The President or, in the President's absence, the Secretary, shall preside as chairperson at each General Meeting of the Society. If neither the President nor the Secretary is present, then the persons entitled to be present at the General Meeting shall elect by ordinary resolution a person present to be the chairperson of the General Meeting.

13.5 Adjournment: The chairperson at a General Meeting at which a quorum is present may, by Majority Vote, adjourn the General Meeting from time to time and place to place but no business shall be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.

13.6 **Minutes:** The Secretary must keep minutes of all proceedings at all General Meetings. Minutes signed correct by the chairperson of the meeting are prima facie evidence of the proceedings at the meeting.

14. VOTING

14.1 **One vote per Member:** At any General Meeting, each Member is entitled to one (1) vote.

14.2 **No voting unless fees paid:** A Member is not entitled to vote at any General Meeting unless all monies due and payable by the Member have been paid at the time of the General Meeting.

14.3 **Casting vote:** In the event of a tied vote on any resolution at a General Meeting (other than in the election of Officers, which is governed by clause 7.5(h)), the Chairperson of the General Meeting is entitled to exercise a second or casting vote.

14.4 **Form of voting:** Voting shall generally be conducted by voices or by show of hands as determined by the Chairperson of the General Meeting, unless a secret ballot or ballot is requested by the Chairperson of the General Meeting. The Chairperson of the General Meeting may determine that voting be undertaken by other means, including email or other technological means, in the case of a General Meeting held using technology.

14.5 **Voices/Show of hands:** On a vote conducted by voices or by show of hands, a declaration by the Chairperson of the General Meeting is conclusive evidence of the result, provided that the declaration reflects the outcome of the voices or show of hands (as applicable). Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against the motion.

14.6 **Scrutineers:** In the event that a secret ballot or ballot is called, two (2) scrutineers may be appointed at the General Meeting to count the votes.

14.7 **Proxy:** Any Member who is unable to attend a General Meeting may, prior to the start of the General Meeting, give written authority to another Member to exercise the right to vote at that General Meeting on their behalf.

14.8 **Postal voting:** If an urgent matter or matters arise, as determined by the Committee, or the Committee considers the matter to be appropriate for resolution by postal vote, the Committee may use postal voting for any motions properly submitted for a General Meeting. For the purposes of this clause 14.8 postal voting may include voting via email.

14.9 **Resolutions in Lieu:** A resolution in writing signed or consented to by email or other forms of visible or other electronic communication by all Members entitled to vote, or not less than 75% of all Members entitled to vote, shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held. Any such resolution may consist of several documents (including emails and other forms of visible or other electronic communication) in like form, each signed or consented to by one or more Members.

15. FINANCIAL PROFIT

15.1 **No financial profit:** No private financial profit of any Member or any person associated with a Member shall be permitted, except that any Member:

- (a) shall be entitled to be reimbursed out of the assets of the Society for any reasonable expenses which they properly incur on behalf of the Society or while pursuing the Society's objectives; and
- (b) shall be entitled to be paid a salary, wages, or other payments for services, or enter into any other transaction with a Member on arm's length terms (as that term is defined in section 24(3) of the Act).

This clause and its effect must not be removed from this Constitution and must be included in any alteration, addition to or revision to this Constitution.

15.2 **Influence:** No Member or person associated with the Society may participate in, or materially influence, any decisions of the Society in respect of the payment to or on behalf of that person or any Member of any income, benefit or advantage.

16. DISPUTE RESOLUTION

16.1 **Complaints:** The Committee shall follow the procedures in clauses 2 to 8 of Schedule 2 of the Act in notifying and resolving all disputes and complaints (as those terms are defined in the Act). These procedures are set out in Schedule 1.

16.2 **DogsNZ Discipline:** Whilst affiliated with DogsNZ, the Society shall act in accordance with clause 3.4. If a Member is suspended or disciplined by DogsNZ, the Committee may, after giving the Member a reasonable opportunity to be heard in accordance with the procedures set out in Schedule 1, determine whether to impose the same or similar suspension or disciplinary action by the Society. Nothing in this clause shall limit the rights of Members under the Act or the Society's own dispute resolution procedures under clause 16.1.

17. LIMITED INDEMNITY AND INSURANCE

17.1 The Society may, subject to available funds, maintain appropriate insurance coverage, including public liability insurance, to protect Officers, employees and Members against claims arising from the Society's activities. Where the Society is affiliated with DogsNZ, such insurance may be obtained through that affiliation.

17.2 Subject to clause 17.3, the Society may indemnify its Officers and employees against liability arising from their acts and omissions in performing their functions connected with the Society, but only where:

- (a) the liability does not arise from criminal conduct or a failure to act in good faith;
- (b) the indemnity is permitted by the Act; and
- (c) the liability is not covered by the Society's insurance; and
- (d) the Committee determines the Society has sufficient funds available without jeopardising its other obligations.

17.3 Any indemnity is entirely at the Committee's discretion. Where a claim may be covered by both insurance and indemnity, the Society's insurance shall be the primary source of protection, and the indemnity shall apply only to the extent that insurance coverage is unavailable, insufficient, or denied.

18. FINANCES

18.1 Finances:

- (a) unless otherwise determined by the Committee, the financial year of the Society shall end on the Balance Date;
- (b) the Committee shall prepare for each financial year the annual financial report on the operations and affairs of the Society and the financial statements required by the Act, for presentation to and adoption at the Annual General Meeting in accordance with clause 11.1(b);
- (c) the Committee is responsible for the receipt and banking of all monies received by the Society which responsibility shall be discharged on a day-to-day basis by the Treasurer in accordance with clause 18.1(f);
- (d) all funds of the Society shall be paid to a bank account(s) in the name of the Society. The bank account(s) shall at all times be operated on a dual-signatory basis, requiring the authorisation of no fewer than two (2) Officers for any withdrawal, payment, transfer, or other transaction from any account of the Society. The Committee may, by resolution at a Committee meeting, amend this policy to require a greater number of signatories than two (2), but may not reduce the minimum number of signatories required below two (2);
- (e) the Committee must ensure that correct accounting records are kept at the office of the Society or at such place as the Committee may determine, and that such records are open to inspection by Members at such reasonable times as the Committee may agree; and
- (f) the day-to-day management of the Society's finances shall be the primary responsibility of the Treasurer, subject to the oversight of the Committee in accordance with clause 7.8(b).

19. AMENDMENT TO CONSTITUTION

- 19.1 **Amendments:** Subject to clauses 15.1, 19.2 and 19.3, the Constitution may only be altered, added to or rescinded by a Special Resolution passed at a General Meeting in accordance with this Constitution.
- 19.2 **Restriction on amendments:** No alteration, addition or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding up provisions of the Society. The provisions and effect of this clause must not be removed from this document and must be included in any alteration, addition or revision to this Constitution.
- 19.3 **Minor or technical amendments:** Minor or technical amendments to the Constitution may be made in accordance with section 31 of the Act.
- 19.4 **Notification of Amendment:** When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

20. DISSOLUTION

- 20.1 **Dissolution:** The Society may be voluntarily liquidated, wound up or dissolved if a Special Resolution is passed at a General Meeting to do so and such resolution is confirmed by Special Resolution in a subsequent General Meeting called for that purpose and held not earlier than sixty (60) days after the date on which the first resolution was passed.
- 20.2 **Heritage of the Society:** The Society was established in 1956 for the well-being, welfare, and promotion of the Staffordshire Bull Terrier breed. The Society's commitment to the breed is further reflected in the establishment of The Southern Cross Staffordshire Bull Terrier Rescue Trust in 1980, created for the rescue, care and welfare of Staffordshire Bull Terriers. This heritage is fundamental to the Society's identity and purposes. Accordingly, upon dissolution, the surplus assets of the Society shall be applied in a manner that preserves and continues this heritage, as set out in this clause 20.
- 20.3 **Distribution of surplus assets:** Upon the Society being put into liquidation or removed from the register, the surplus assets of the Society after the payment of all costs, debts, and liabilities shall be distributed in accordance with the following order of priority:
- (a) The surplus assets shall be transferred to the New Zealand Kennel Club (Incorporated) trading as Dogs New Zealand (**DogsNZ**), to be held by DogsNZ on trust in accordance with the Trusts Act 2019 for the benefit of a New Zealand incorporated not-for-profit society whose purposes are the same as, or substantially similar to, the purposes of the Society as set out in clause 4.1, being a society established for the well-being, welfare, and promotion of the Staffordshire Bull Terrier breed (**a Qualifying Society**), and upon the identification of a Qualifying Society, DogsNZ shall transfer the surplus assets to that Qualifying Society accordingly.
 - (b) If at the time of dissolution no Qualifying Society exists, the surplus assets shall remain held by DogsNZ on trust in accordance with the Trusts Act 2019 until such time as a Qualifying Society is established and able to receive the funds, at which point DogsNZ shall transfer the surplus assets to that Qualifying Society. DogsNZ shall actively review whether a Qualifying Society has come into existence at intervals of no greater than two (2) years from the date of dissolution. If DogsNZ ceases to exist whilst holding the surplus assets on trust under this clause 20.3(b), the provisions of clause 20.3(c) shall apply. If no Qualifying Society has been established and is able to receive the funds within ten (10) years of the date of dissolution, the surplus assets shall thereupon be distributed in accordance with clause 20.3(d).
 - (c) If DogsNZ is unable or unwilling to receive and hold the surplus assets on trust in accordance with clauses 20.3(a) and 20.3(b), or if DogsNZ ceases to exist at any point whilst holding the surplus assets, the surplus assets shall be transferred to one or more incorporated not-for-profit societies in New Zealand whose purposes relate to the well-being, welfare and promotion of the Staffordshire Bull Terrier breed, having regard to the purposes of the Society as set out in clause 4.1, as determined by ordinary resolution of the Members if Members remain, and if no Members remain as determined by the Public Trust.
 - (d) If no Qualifying Society exists and none is reasonably anticipated to be established, and the priorities in clauses 20.3(a), 20.3(b), and 20.3(c) have been exhausted, the surplus assets

shall be transferred to a registered charitable entity in New Zealand whose purposes include the welfare, rescue, or care of Staffordshire Bull Terriers or, if no such entity exists, to a registered charitable entity in New Zealand whose purposes include the welfare of dogs generally, as determined by the Public Trust.

(e) For the avoidance of doubt, no distribution may be made to any Member of the Society.

20.4 **References to the Trusts Act 2019:** Any reference in this clause 20 to the Trusts Act 2019 shall be read as including any Act that replaces or re-enacts it, and any amendments to it from time to time.

21. GENERAL

21.1 **Notices:** All notices given will be deemed to have been given at the time when, in the ordinary course of post or electronic transmission, they would have arrived.

21.2 **Meetings using technology:** Any General Meeting, or meeting of the Committee may occur at meetings by telephone, through video conferencing or by other means of electronic communication (excluding email communication) provided that prior notice of the meeting is given to all Officers or Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Officer or Member in this manner at a meeting shall constitute the presence of that Officer or Member at that meeting.

21.3 **Place of Registered Office:** The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines, and changes to the registered office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

21.4 **No Contravention:** Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

SCHEDULE 1
DISPUTE RESOLUTION PROCEDURES

2. HOW COMPLAINT IS MADE

- 2.1 A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that:
- (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - (c) sets out any other information reasonably required by the society.
- 2.2 The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that:
- (a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - (b) sets out the allegation to which the dispute relates.
- 2.3 The information given under subclause 2.1(b) or 2.2(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 2.4 A complaint may be made in any other reasonable manner permitted by the society's constitution.

3. PERSON WHO MAKES COMPLAINT HAS RIGHT TO BE HEARD

- 3.1 A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 3.2 If the society makes a complaint:
- (a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - (b) an officer may exercise that right on behalf of the society.
- 3.3 Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if:
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and
 - (d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

4. PERSON WHO IS SUBJECT OF COMPLAINT HAS RIGHT TO BE HEARD

- 4.1 This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent):
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- 4.2 The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 4.3 If the respondent is the society, an officer may exercise the right on behalf of the society.
- 4.4 Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if:
- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

5. INVESTIGATING AND DETERMINING DISPUTE

- 5.1 The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- 5.2 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

6. SOCIETY MAY DECIDE NOT TO PROCEED FURTHER WITH COMPLAINT

- 6.1 Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if:
- (a) the complaint is trivial; or
 - (b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) that a member or an officer has engaged in material misconduct:

- (ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:
- (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged:
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

7. SOCIETY MAY REFER COMPLAINT

7.1 The society may refer a complaint to:

- (a) a subcommittee or an external person to investigate and report; or
- (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

7.2 The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8. DECISION MAKERS

8.1 A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.