



## Constitution of Gisborne Dog Training Club

### 1. Name

The name of the Gisborne Dog Training Club is Gisborne Dog Training Club Incorporated (in this Constitution referred to as the 'Gisborne Dog Training Club').

### 2. Incorporated Gisborne Dog Training Club

The Gisborne Dog Training Club is not and does not intend to be registered as a charitable entity under the Charities Act 2005

### 3. Definitions

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

**'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 of Gisborne Dog Training Club held once per year which, among other things, will receive and consider reports on the Gisborne Dog Training Club's activities and finances.

**'Clear Days'** means complete days, excluding the first and last-named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

**'Club Delegate'** means a person appointed as a Delegate to the New Zealand Kennel Club's Annual Conference of Delegates in accordance with the applicable NZKC Rules who is authorized to vote on behalf of and under the advisement of the clubs they represent. The Gisborne Dog Training Club shall not be responsible for any of the expenses of the Club Delegate.

**'Committee'** means the Gisborne Dog Training Club's governing body.

**'Committee Member'** means a person who has consented to become a Member of the Gisborne Dog Training Club and has been properly admitted to the Gisborne Dog Training Club who has not ceased to be a Member of the Gisborne Dog Training Club.

**'Constitution'** means the rules in this document.

**‘General Meeting’** means either an Annual General Meeting or a Special General Meeting of the Members of the Gisborne Dog Training Club.

**‘Interested Member’** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

**‘Interests Register’** means the register of interests of Officers, kept under this Constitution, and as required by section 73 of the Act.

**‘Matter’** means—

1. the Gisborne Dog Training Club’s performance of its activities or exercise of its powers; or
2. an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Gisborne Dog Training Club.

**‘Member’** means a person properly admitted to the Gisborne Dog Training Club who has not ceased to be a member of the Gisborne Dog Training Club

**‘Notice’** to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

**‘Officer’** means a natural person who is:

- a member of the Committee, or
- occupying a position in the Gisborne Dog Training Club that allows them to exercise significant influence over the management or administration of the Gisborne Dog Training Club, including any Chief Executive or Treasurer.

**‘President’** means the Officer responsible for chairing General Meetings and committee meetings, and who provides leadership for the Gisborne Dog Training Club.

**‘Register of Members’** means the register of Members kept under this Constitution as required by section 79 of the Act.

**‘Rules’** means the rules in this document.

**‘Secretary’** means an appointed role responsible for, among other things, keeping the Register of Members, the Register of Interests, and recording the minutes of General Meetings and Committee meetings.

**‘Special General Meeting’** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

**‘Treasurer’** means an appointed role responsible for, among other things, overseeing the finances of the Committee.

**‘Vice President’** means the Officer elected or appointed to deputise in the absence of the President.

**‘Writing’** means written form and/or electronic form.

#### 4. Purposes

The Gisborne Dog Training Club is established and maintained exclusively for the following purposes -

- Operating as a recognized member of the New Zealand Kennel Club (trading as Dogs NZ)
- To promote professionalism and expertise within the community through education by
  - i. Collecting, publishing and making available information on the training of dogs and related subjects
  - ii. Conducting meetings, seminars, dog training related activities.
- To carry out advertising, public relations and other promotional activities which the Gisborne Dog Training Club considers to be in the interests of, or related to, any or all of the objects as a recognized member of the New Zealand Kennel Club (trading as Dogs NZ)
- To use the funds of the Gisborne Dog Training Club as the Gisborne Dog Training Club considers appropriate in meeting the costs and expenses involved in furthering or carrying out any or all of the Gisborne Dog Training Club objects.
- To liaise with, or become a member of, and cooperate with any recognized organization in whose objects are similar to those of the Gisborne Dog Training Club
- Personal Pecuniary gain is not a purpose of the Gisborne Dog Training Club

Any income, benefit, or advantage must be used to advance the purposes of the Gisborne Dog Training Club.

No Member is allowed to take part in, or influence any decision made by the Gisborne Dog Training Club in respect of payments to, or on behalf of, the Member of any income, benefit, or advantage.

Any payments made to a Member must be for goods and services that advance the purpose and must be reasonable and relative to payments that would be made between unrelated parties.

#### 5. Act and Regulations

Nothing in this Constitution authorises the Gisborne Dog Training Club to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

#### 6. Registered office

The Registered Office of the Gisborne Dog Training Club 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 Statute.

#### 7. Power to borrow money

The Gisborne Dog Training Club has the power to borrow money.

#### 8. Other powers

In addition to its statutory powers, the Gisborne Dog Training Club:

- may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- may invest in any investment in which the Committee may lawfully invest.

## 9. Minimum number of members

The Gisborne Dog Training Club shall maintain the minimum number of Members required by the Act.

## 10. Types of Members

The classes of membership and the method by which Members are admitted to different classes of membership are as follows:

- **Member:** A Member is an individual over the age of 16 admitted to membership under these Rules and who or which has not ceased to be a Member.
- **Life Member:** A Life Member is a person honoured for highly valued services to the Gisborne Dog Training Club elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.
- **Honorary Member:** An Honorary Member is a person honoured for services to the Gisborne Dog Training Club or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.

Every member upon election shall be bound by the Rules of the Gisborne Dog Training Club and of the New Zealand Kennel Club

## 11. Becoming a member: Consent

Every applicant for membership must consent in writing to becoming a Member.

## 12. Becoming a member: Process

- a) An applicant for membership must complete and sign any application form and supply any information, as reasonably required by the Committee.
- b) The Committee may accept or decline an application for membership, and that decision is final. The Committee must advise the applicant of its decision (but is not required to provide reasons for that decision).
- c) Every person who becomes a member shall be supplied with the copy of the Constitution and receive information on activities of the Gisborne Dog Training Club.
- d) All nominations for Life Membership are to be made in writing to the Secretary no later than sixty (60) days before the end of the Gisborne Dog Training Club's financial year.

The Committee is to consider each nomination and make a recommendation to the annual General Meeting for ratification.

### 13. Obligations and Rights

- a) Every Member shall provide the Gisborne Dog Training Club with that Member's name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the Gisborne Dog Training Club of any changes to those details.
- b) Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Gisborne Dog Training Club.
- c) Membership of the Gisborne Dog Training Club means that the Gisborne Dog Training Club can collect and use appropriately any information held on any member.

### 14. Other Obligations and Rights

- a) All Members (including Committee Members) shall promote the interests and purposes of the Gisborne Dog Training Club and shall do nothing to bring the Gisborne Dog Training Club into disrepute.
- b) A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings) if all subscriptions and any other fees have been paid to the Gisborne Dog Training Club by due date, but no Member or Life Member is liable for an obligation of the Gisborne Dog Training Club by reason only of being a Member.
- c) The Committee may decide what access or use Members may have of or to any scheme owned or otherwise used by the Gisborne Dog Training Club, including any conditions of and fees for such access or use.

### 15. Subscriptions and Fees

- a) The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments), which may include multiple members from one physical address.
- b) Any Member failing to pay the annual subscription (including any periodic payment), within ninety (90) days of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Gisborne Dog Training Club activity or to access or use the Gisborne Dog Training Club's Schemes until all the arrears are paid. If such arrears are not paid within 4 months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).
- c) Subscriptions are due and payable on the first day of January each year.

### 16. Ceasing to be a member

A Member ceases to be a Member:

- a. on death (or if a body corporate on liquidation or if a partnership on dissolution of the partnership), or
- b. by resignation from that Member's class of membership by notice to the Secretary, or
- c. on termination of a Member's membership following a dispute resolution process under these Rules.
- d. If membership dues remain unpaid for four (4) calendar months after the due date and subject to any reminder notices having been issued with effect from the death of the Member or the date of receipt by the Secretary, or any subsequent date stated in

the notice of resignation, or termination of membership following a dispute resolution process under these Rules.

### **17. Obligations on Resignation**

A Member who resigns or whose membership is terminated under these Rules:

- a. remains liable to pay all subscriptions and other fees to the Gisborne Dog Training Club's next balance date,
- b. shall cease to hold himself or herself out as a Member of the Gisborne Dog Training Club, and
- c. shall return to the Gisborne Dog Training Club all material provided to Members by the Committee (including any membership certificate, badges, handbooks, and manuals).
- d. shall cease to be entitled to any of the rights of a Gisborne Dog Training Club Member

### **18. Becoming a Member again**

- a) Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Committee.
- b) However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a General Meeting on the recommendation of the Committee.

### **19. Annual General Meetings**

- a) An Annual General Meeting shall be held once a year on a date and at a location determined by the Committee and consistent with any requirements in the Act, and the Rules relating to the procedure to be followed at General Meetings shall apply.
- b) The Annual General Meeting shall be held no later than six (6) months after the end of the financial year, but no more than eighteen (18) months after the previous Annual General Meeting.

### **20. Annual General Meetings: business**

The business of an Annual General Meeting shall be to:

- confirm the minutes of previous Annual General Meeting(s),
- notice of any disclosures of conflicts of interest made by Committee Members during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- adopt the annual report on Gisborne Dog Training Club business,
- adopt the Treasurer's report on the finances of the Gisborne Dog Training Club, and the annual financial statements,
- set any subscriptions for the current financial year,
- payment of any honorariums
- consider any motions,
- appointment of officers
  - i. Patron,
  - ii. President,

- iii. Vice-President/s
- iv. Secretary
- v. Treasurer
- consider any general business.

## 21. Special General Meetings

- a) Special General Meetings may be called at any time by the Committee by resolution. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 30 per cent of Members. Any resolution or written request must state the business that the Special General Meeting is to deal with.
- b) The Rules relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

## 22. Procedure

- a) The Committee shall give all Members at least 21 Clear Days' Notice of any General Meeting and of the business to be conducted at that General Meeting, and include a copy of
  - Presidents Annual Report outlining the Gisborne Dog Training Club Operations
  - Annual Financial Statements
  - Notice of any motions and Committee recommendations
- b) The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice.
- c) All financial Members in attendance are eligible to speak and vote at General Meetings:
- d) No General Meeting may be held unless at least 10 financial Members attend. This will constitute a quorum.
- e) General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- f) All General Meetings shall be chaired by the President. If the President is absent, a Vice President, or if they are also unavailable, then a Chairman shall be appointed from the floor and shall chair that meeting.
- g) Any person chairing a General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- h) Any person chairing a General Meeting may:
  - a. With the consent of any that General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place
  - b. Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
  - c. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

- i) The Committee may put forward motions for the Gisborne Dog Training Club to vote on ('Committee Motions'), which shall be notified to Members with the notice of the General Meeting.
- j) Any Member may request that a motion be voted on ('Member's Motion') at a General Meeting, by giving notice to the Secretary at least 21 Clear Days before that meeting. The Member may also provide information in support of the motion ('Member's Information').

## 23. Minutes

Minutes must be kept by the Secretary of all General Meetings.

## 24. Composition

- a) The Committee will consist of Committee Members who are:
  - Members; and
  - natural persons; and
  - not disqualified by these Rules or the Act.
- b) The Committee will include:
  - President, Vice President(s), Secretary, Treasurer, Enrolment Coordinator, and five committee members

## 25. Qualifications

- a) Prior to election or appointment, every Committee Member must consent in writing to be a Committee Member and certify in writing that they are not disqualified from being appointed or holding office as a Committee Member by these Rules or the Incorporated Societies Act 2022, or by the New Zealand Kennel Club Inc.
- b) The following persons are disqualified from being appointed or holding office as a Committee Member:
  - a. a person who is under 16 years of age,
  - b. a person who is an undischarged bankrupt,
  - c. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
  - d. a person who is disqualified from being a member of the Committee of a charitable entity under section 31(4)(b) of the Charities Act 2005,
  - e. person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
    - i. an offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022,
    - ii. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
    - iii. an offence under section 143B of the Tax Administration Act 1994,
    - iv. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),
    - v. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
  - f. a person subject to:



- i. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  - ii. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - iii. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- g. a person who is disqualified from being a member of the Committee of a charitable entity under section 16 of the Charities Act 2005

## 26. Election or appointment

The election of Committee Members shall be conducted as follows:

- a) Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above). Any such appointment must be ratified at the next Annual General Meeting.
- b) A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule above) shall be received by the Gisborne Dog Training Club at least 7 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- c) Votes shall be cast in such a manner as the person chairing the meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).
- d) Two Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and/or destruction of any voting papers.
- e) The failure for any reason of any financial Member to receive such Notice of the general meeting shall not invalidate the election.
- f) In addition to Officers elected under the foregoing provisions of this rule, the Committee may appoint other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting. Unless otherwise specified by the Committee any person so appointed shall have full speaking and voting rights as an Officer of the Gisborne Dog Training Club. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in the 'Qualification of Officers' rule above).

## 27. Term

- a) The term of office for all elected Committee Members shall be 1 year(s), expiring at the end of the Annual General Meeting In the year corresponding with the last year of each Committee Member's term of office.
- b) No Committee Member shall serve for more than ninety-nine consecutive terms.
- c) No President shall serve for more than ninety-nine consecutive years as Chair/President.

## **28. Removal from Committee**

- a) Where a complaint is made about the actions or inaction of a Committee Member the following steps shall be taken:
  - The Committee Member who is the subject of the complaint, must be advised of all details of the complaint.
  - The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
  - The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
  - Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).
- b) If the complaint is upheld the Committee Member may be removed from the Committee by a resolution of the Committee or of a General Meeting, in either case passed by a simple majority of those present and voting.

## **29. Cessation of Committee Membership**

- a) A Committee Member shall be deemed to have ceased to be a Committee Member if that person ceases to be a Member by resigning.
- b) A Committee Member shall be deemed to have vacated their office if they are absent from three consecutive meetings of the Committee without reasonable excuse.
- c) Each Committee Member shall within 30 Clear Days of submitting a resignation or ceasing to hold office, deliver to the Secretary all books, papers and other property of the Committee held by such former Committee Member.

## **30. Functions**

From the end of each Annual General Meeting until the end of the next, the Committee shall be governed by the Committee appointed at that meeting and shall be accountable to the Members for the advancement of the Committee's purposes and the implementation of resolutions approved by any General Meeting.

## **31. Officers' duties Mandatory**

- a) At all times each Committee Member:
  - a. shall act in good faith and in what he or she believes to be the best interests of the Gisborne Dog Training Club,
  - b. must exercise all powers for a proper purpose,
  - c. must not act, or agree to the Gisborne Dog Training Club acting, in a manner that contravenes the Statute or this Constitution,

- d. when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Gisborne Dog Training Club, the nature of the decision, and the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- e. must not agree to the activities of the Gisborne Dog Training Club being carried on in a manner likely to create a substantial risk of serious loss to the Gisborne Dog Training Club or to the Gisborne Dog Training Club's creditors, or cause or allow the activities of the Gisborne Dog Training Club to be carried on in a manner likely to create a substantial risk of serious loss to the Gisborne Dog Training Club or to the Gisborne Dog Training Club's creditors, and
- f. must not agree to the Gisborne Dog Training Club incurring an obligation unless he or she believes at that time on reasonable grounds that the Committee will be able to perform the obligation when it is required to do so.

### 32. Powers

Subject to these Rules and any resolution of any General Meeting the Committee may:

- a. exercise all the Gisborne Dog Training Club's powers, other than those required by the Act or by these Rules to be exercised by the Gisborne Dog Training Club in General Meeting, and
- b. enter into contracts on behalf of the Gisborne Dog Training Club or delegate such power to a Committee Member, sub-committee, employee, or other person.

### 33. Sub Committees

The Committee may appoint sub-committees consisting of such persons (whether or not Members of the Gisborne Dog Training Club and for such purposes as it thinks fit. Unless otherwise resolved by the Committee:

- a. the quorum of every sub-committee is half the members of the sub-committee,
- b. no sub-committee shall have power to co-opt additional members,
- c. a sub-committee must not commit the Gisborne Dog Training Club to any financial expenditure without express authority, and
- d. a sub-committee must not further delegate any of its powers.

### 34. General Issues

- a) The Committee and any sub-committee may act by resolution approved in the course of a telephone conference call, virtual meeting, or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Committee meeting.
- b) Other than as prescribed by the Act or these Rules, the Committee or any sub-committee may regulate its proceedings as it thinks fit.
- d) Subject to the Act, these Rules and the resolutions of General Meetings, the decisions of the Committee on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

### 35. Conflicts of Interest

- a) A member of the Committee and/or of a sub-committee is interested in a matter if the member of the Committee and/or sub-committee:
  - a. may obtain a financial benefit from the matter; or
  - b. is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of a person who may obtain a financial benefit from the matter; or
  - c. may have a financial interest in a person to whom the matter relates; or
  - d. is a partner, director, member of the Committee and/or sub-committee, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates.
- b) However, a member of the Committee and/or sub-committee is not interested in a matter—
  - a. merely because the member of the Committee and/or sub-committee receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
  - b. if the member of the Committee's and/or sub-committee's interest is the same or substantially the same as the benefit or interest of all or most other Members due to the membership of those Members; or
  - c. if the member of the Committee's and/or sub-committee's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the member of the Committee in carrying out the member of the Committee's and/or sub-committee's responsibilities under the Act or the Rules; or
- c) A member of the Committee and/or sub-committee who is interested in a matter relating to the Committee must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—
  - a. to the Committee and/or sub-committee; and
  - b. in an interests register kept by the Committee.
- d) Disclosure must be made as soon as practicable after the member of the Committee and/or sub-committee becomes aware that they are interested in the matter.
- e) A member of the Committee and/or sub-committee who is interested in a matter—
  - a. must not vote or take part in the decision of the Committee and/or sub-committee relating to the matter; and
  - b. must not sign any document relating to the entry into a transaction or the initiation of the matter; but
  - c. may take part in any discussion of the Committee and/or sub-committee relating to the matter and be present at the time of the decision of the Committee and/or sub-committee (unless the Committee and/or sub-committee decides otherwise).
- f) However, a member of the Committee and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- g) Where 50 per cent or more of Committee Members 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, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the Committee shall consider and determine the matter.

### **36. Frequency**

The Committee shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine but no less than three (3) times per year, and otherwise where and as convened by the Chair/President or Secretary, having duly given at least 5 working days' notice to members of the Committee.

### **37. Procedure**

The quorum for Committee meetings is at least half the number of Committee Members.

### **38. Register of Members**

- a) The Secretary shall keep an up-to-date Register of Members, recording for each Member their name, contact details, the date they became a Member, and any other information required by these Rules or prescribed by Regulations under the Act.
- b) The Secretary shall assume the role of Privacy Officer for the Gisborne Dog Training Club and shall be responsible for maintaining the security of all personal information held by the Gisborne Dog Training Club.

### **39. Contents of the Register of Members**

- a) The information contained in the Register of Members shall include each Member's:
  - postal address
  - phone number (landline and/or mobile)
  - email address (if any)
  - the date the Member became a Member,
  - whether the Member is financial or unfinancial
- b) Every Member shall promptly advise the Secretary of any change of their contact details.

### **40. Access to Register of Members**

With reasonable notice and at reasonable times, the Secretary shall make the Register of Members available for inspection by Members and Committee Members. However, no access will be given to information on the Register of Members to Members or any other person, other than as required by law.

### **41. Register of Interests**

The Secretary shall at all times maintain an up-to-date register of the interests disclosed by Committee Members.

### **42. Access to other information**

- a) A Member may at any time make a written request to the Gisborne Dog Training Club for information held by the Gisborne Dog Training Club.
- b) The request must specify the information sought in sufficient detail to enable the information to be identified.
- c) The Gisborne Dog Training Club must, within a reasonable time after receiving a request:
  - a. provide the information, or
  - b. agree to provide the information within a specified period, or

- c. agree to provide the information within a specified period if the Member pays a reasonable charge to the Gisborne Dog Training Club (which must be specified and explained) to meet the cost of providing the information, or
  - d. refuse to provide the information, specifying the reasons for the refusal.
- d) Without limiting the reasons for which the Gisborne Dog Training Club may refuse to provide the information, the Gisborne Dog Training Club may refuse to provide the information if:
- a. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
  - b. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Gisborne Dog Training Club or of any of its Members, or
  - c. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Gisborne Dog Training Club, or
  - d. withholding the information is necessary to maintain legal professional privilege, or
  - e. the disclosure of the information would, or would be likely to, breach an enactment, or
  - f. the burden to the Gisborne Dog Training Club in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
  - g. the request for the information is frivolous or vexatious.
- e) If the Gisborne Dog Training Club requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Gisborne Dog Training Club —
- that the Member will pay the charge; or
  - that the Member considers the charge to be unreasonable.
- f) Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

#### 43. Financial Control and Management

The funds and property of the Committee shall be:

- controlled, invested and disposed of by the Committee, subject to these Rules, and
- devoted solely to the promotion of the purposes of the Gisborne Dog Training Club.
- The Committee must ensure that, within 6 months after the balance date, copies of the financial statements of the Gisborne Dog Training Club for the period ending on that date are signed by two Committee members and given to the Registrar for registration.

#### 44. Register of Interests

The Gisborne Dog Training Club's financial year shall commence on 1 January of each year and end on 31 December (the latter date being the Gisborne Dog Training Clubs balance date).

#### 45. Raising Disputes

- a) Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are

obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Gisborne Dog Training Club's activities.

- a) The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

#### 46. Investigation Disputes

- a) This rule concerns any grievances of members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."
- b) These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.
- c) Rather than investigate and deal with any grievance or complaint, the Committee may:
  - appoint a sub-committee to deal with the same, or
  - refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,
- d) The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".
- e) The decision-maker:
  - shall consider whether to investigate and deal with the grievance or complaint, and
  - may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Gisborne Dog Training Club).
- b) Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
  - The complainant and the Member, or the Gisborne Dog Training Club, which is the subject of the grievance, must be advised of all details of the grievance.
  - The Member, or the Gisborne Dog Training Club, which is the subject of the grievance, must be given an adequate time to prepare a response.
  - The complainant and the Member, or the Gisborne Dog Training Club, which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
  - Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- c) Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
  - The complainant and the Member complained against must be advised of all allegations concerning the Member, and all details of the complaint.
  - The Member complained against must be given an adequate time to prepare a response.



- The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
  - Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- d) A Member may not make a decision on or participate as a decision-maker in regard to a grievance or complaint, if two or more Committee Members, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Gisborne Dog Training Club and the particular case and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

#### 47. Resolving Disputes

- a) The decision-maker may:
- dismiss a grievance or complaint, or
  - uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Gisborne Dog Training Club and Members shall comply),
  - uphold a complaint and:
    - i. reprimand or admonish the Member, and/or
    - ii. suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
    - iii. order the complainant (if a Member) or the Member complained against, to meet any of the Gisborne Dog Training Club's reasonable costs in dealing with a complaint.

#### 48. Winding Up Process

- a) The Gisborne Dog Training Club may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.
- b) The Secretary shall give Notice to all Members of the proposed motion to wind up the Gisborne Dog Training Club or remove it from the Register of Incorporated Societies and of the General Meeting at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the Committee in respect to such notice of motion.
- c) Any resolution to wind up the Gisborne Dog Training Club or remove it from the Register of Incorporated Societies must be passed at two (2) General meetings separated by at least thirty (30) Clear days by a simple majority of all Members present and voting.

#### 49. Surplus Assets

If the Gisborne Dog Training Club is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Gisborne Dog Training Club's debts and liabilities, that property must be given or transferred to another organisation for a similar purpose or purposes.



## 50. Amending these rules

- a) The Gisborne Dog Training Club may amend or replace these Rules at a General Meeting by a resolution passed by a simple majority of those Members present and voting.
- b) Any proposed motion to amend or replace these Rules shall be signed by at least 10 per cent of eligible Members and given in writing to the Secretary at least 14 Clear Days before the General Meeting at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.
- c) At least 20 Clear Days before the General Meeting at which any amendment is to be considered the Secretary shall give to all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- d) When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies within twenty working days of the approval in the form and manner specified in the Act for registration and shall take effect from the date of registration.

## 51. Contact Person

- a) The Gisborne Dog Training Club's Contact Officer must be:
  - At least 18 years of age, and
  - A Committee Member and/or the appointed Secretary, and
  - At all times be a legal resident in New Zealand, and
  - Not disqualified under the Statute from holding that office
- b) Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 Clear Days of that change occurring, or the Gisborne Dog Training Club becoming aware of the change.