



Rules of the Scent Sports Association of New Zealand Incorporated

30 April 2023

1. DEFINITIONS

AGM means Annual General Meeting.

Appointed Committee Member means a Committee Member appointed under Rule 15.5

Constitution means this constitution.

Committee means the elected Officers and Ordinary Committee of SSANZ.

Ordinary Committee Member means a member of the Committee elected under Rule 13.9 without a specific designation as an Officer of the Association.

General Meeting means an AGM or SGM.

Individual Member means an individual described in Rule 7.

Member means and includes all classes of members of SSANZ described under Rule 5.

Objectives means the objectives of SSANZ described under Rule 3.1.

Ordinary Resolution means a resolution passed with a majority from votes cast.

Organisation Member means a group or individual who conducts training classes and/or scent sport trials as described in Rule 6.

Patron means the person appointed as the patron of SSANZ.

President means the President of SSANZ.

Register means the register of Members specified in Rule 12.1.

Rules means these rules and "Rule" shall have a corresponding meaning.



Secretary means the Secretary of SSANZ.

SGM means Special General Meeting.

Special Resolution means a resolution passed by two-thirds of votes cast.

SSANZ means Scent Sports Association of New Zealand Incorporated.

Treasurer means the Treasurer of SSANZ.

Vice-President means the Vice-President of SSANZ.

2. NAME

- 2.1 The name of the incorporated society is Scent Sports Association of New Zealand Incorporated. Hereinafter this is referred to as SSANZ.
- 2.2 The registered office of SSANZ shall be at the place as determined by the Committee.

3. OBJECTIVES

- 3.1 The objectives of SSANZ are:
- (a) to be a national body in New Zealand to promote, develop, and foster scent sports such as Nosework, also known as Scentwork, as an amateur sport for the recreation and entertainment of the general dog-owning public in New Zealand;
 - (b) to support and assist its Members to develop and conduct Nosework qualifying trials within New Zealand;
 - (c) to promote opportunities and provide resources to assist and enhance the participation, enjoyment and performance of all forms of scent sport training through SSANZ's activities;
 - (d) to promote, develop and coordinate competitions for all sport-related activities of SSANZ;
 - (e) to affiliate and co-operate with kindred and other organisations if required.

4. POWERS

- 4.1 SSANZ has the power, subject to this Constitution to:
- (a) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
 - (b) Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;

- (c) Sell, lease, mortgage, charge or otherwise dispose of any property of SSANZ and grant such rights and privileges over such property as it considers appropriate;
- (d) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- (e) Produce, develop, create, license and otherwise exploit, use and protect the intellectual property of SSANZ;
- (f) Make, alter, rescind, enforce this Constitution, and any rules, by-laws, regulations, policies and procedures for the governance, management and operation of SSANZ;
- (g) Determine, implement and enforce disciplinary, disputes and appeal procedures, including rules, regulations and policies for such and, conduct hearings and impose sanctions and penalties including for anti-doping;
- (h) Consider and settle disputes between Members;
- (i) Determine who are its Members and withdraw, suspend or terminate membership;
- (j) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, Members and other persons and organisations;
- (k) Make, alter, rescind and enforce rules of competition;
- (l) Organise and control competitions, events and programmes;
- (m) Delegate powers of SSANZ to any person, committee or sub-committee;
- (n) Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies, or organisations whose activities or objects are similar to those of the SSANZ , or with which the SSANZ is authorised to amalgamate or generally for any purpose designed to benefit the SSANZ;
- (o) Do any other acts or things which are incidental or conducive to the attainment of the objects of SSANZ.

4.2 The powers listed in Rule 4.1 must only be used to further the charitable purposes of SSANZ.

5. MEMBERSHIP

5.1 The Members of SSANZ shall be:

- (a) Organisations as detailed in Rule 6;
- (b) Individuals as detailed in Rule 7;
- (c) Life Members as detailed in Rule 8.



6. ORGANISATION MEMBERS

- 6.1 Any group or individual who wishes to be an Organisational Member of SSANZ shall apply to the Committee. Such application shall be made and determined by the Committee.
- 6.2 In addition to the obligations as a Member under Rule 9, each Organisational Member shall:
- (a) Administer, promote and develop scent sports in the Organisation in accordance with the Objects of SSANZ, this Constitution and any regulations;
 - (b) Be permitted to conduct scent sport trials under the umbrella of the SSANZ.
 - (c) Nominate in writing, as its representative an individual it considers appropriate.
 - (d) Adopt the Objectives of SSANZ which are consistent with this Constitution;
 - (e) Do all that is reasonably necessary to enable the Objectives of SSANZ;
 - (f) Act in good faith with loyalty to SSANZ to ensure the maintenance and enhancement of SSANZ and Nosework and its reputation, and to do so for the collective and mutual benefit of the Members and Nosework;
 - (g) Operate with, and promote, mutual trust and confidence between SSANZ and the Members; and
 - (h) At all times act in the interests of the Members and their Scent Sports activities.

7. INDIVIDUAL MEMBERS

- 7.1 Any person who wishes to become an Individual Member of SSANZ shall complete a registration application and subscription requirements as determined by the Committee.
- 7.2 In addition to the obligations as a Member under Rule 9, each Individual Member that is a Member shall:
- (a) Adopt the Objectives of SSANZ which are not inconsistent with the Constitution;
 - (b) Do all that is reasonably necessary to enable the Objectives of SSANZ;
 - (c) Act in good faith with loyalty to SSANZ to ensure the maintenance and enhancement of SSANZ and Nosework and its reputation, and to do so for the collective and mutual benefit of the Members and Nosework;
 - (d) Operate with, and promote, mutual trust and confidence between SSANZ and the Members; and
 - (e) At all times act in the interests of the Members and Nosework.
 - (f) **Be eligible** to compete in SSANZ sanctioned scent sport trials.
 - (g) **Not** be permitted to conduct scent sport trials under the umbrella of SSANZ
 - (h) **Be eligible to be** elected as an Offer or Ordinary Committee Member of the SSANZ.

8. LIFE MEMBERS

- 8.1 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of SSANZ. Any person may be nominated for life membership of SSANZ but must be nominated by at least three financial members in good standing. Such nomination must be made to the Committee in writing, setting out the grounds for the nomination 30 days before the AGM. The Committee must then determine, in its discretion whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.

9. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 9.1 Members acknowledge and agree that:
- (a) An application for membership must be received in writing or by electronic application and in such format as may be required by the Committee from time to time.
 - (b) All applications for membership will be ratified by the Committee, if deemed appropriate, at the next available Committee meeting.
 - (c) Members are bound by this Constitution and by the regulations, by-laws, policies and procedures of SSANZ when conducting or competing at SSANZ scent sport trials.
 - (d) In order to receive or continue to receive membership entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Committee, including payment of any membership or other fees within a required time period.
 - (e) The failure by a Member to comply with Rule 9.1(c) may result in withdrawal of membership entitlements but shall not excuse such Member from being bound by this Constitution.
 - (f) They are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution.
- 9.2 Membership of SSANZ is annual and expires on 1st January each calendar year. The membership requirements as set out in this Constitution, payment of fees as determined by the Committee, and any regulations, must be completed by each Member by 1st March in each calendar year in order to have their membership of SSANZ renewed.

10. RESIGNATION AND TERMINATION OF MEMBERSHIP

- 10.1 A Member may resign by notice in writing or by email to the Committee.
- 10.2 Membership may also be withdrawn, suspended or terminated by the Committee if a Member fails to comply with this Constitution including any codes of conduct or requirements set out in regulations, by-laws, policies or procedures of SSANZ or if a

member acts in a manner which is considered by the Committee to be harmful to SSANZ or inconsistent with the standards of behaviour expected of a Member.

- 10.3 A Member whose membership is withdrawn, suspended or terminated by the Committee may apply for the matter to be reviewed by such process as may be specified in any regulations, by-laws, policies or procedures of SSANZ or in the absence of any relevant provisions then by a General Meeting of SSANZ . If the issue goes to a General Meeting, then the decision of the Committee shall stand except to the extent it is varied by or overturned by a Special Resolution passed at such a General Meeting.

11. MEMBERSHIP FEES

- 11.1 The Committee shall annually determine:
- (a) Any membership or other fees payable by each Member; and
 - (b) The manner for payment of such fees.
- 11.2 The Committee may determine different levels of membership fees and other fees for different types of Members.

12. REGISTER OF MEMBERS

- 12.1 The Secretary and/or Treasurer and/or a designated Ordinary Committee Member shall keep and maintain a Register in which shall be entered the full name, address, class of membership, the date of entry of each Member and any other details about each Member as agreed by that Member.
- 12.2 All Organisation Members shall provide written notice of any changes to its details in Rule 12.1, and of changes to the details of its individual representatives, to SSANZ within thirty (30) days of the change taking place. All other Members shall provide written notice directly to SSANZ of any change to the details provided in Rule 12.1 as soon as possible.
- 12.3 SSANZ shall, in collecting personal information from individuals for the Register, seek the consent of the individual concerned and at all times comply with the requirements of the Privacy Act 1993.

13. OFFICERS OF THE ORGANISATION

- 13.1 The officers of SSANZ shall be
- (a) The Patron;
 - (b) The President.
 - (c) The Vice-President.
 - (d) The Secretary.

- (e) The Treasurer.
 - (f) Ordinary Committee Members (up to five).
- 13.2 The Patron shall be invited by the Committee to be the Patron. The Patron shall be entitled to attend and speak at General Meetings but shall have no right to vote.
- 13.3 The President shall be elected annually at the AGM. The President shall hold office for one (1) year until the conclusion of each AGM. The President may be re-elected for further subsequent and consecutive terms of office.
- 13.4 The Vice-President shall be elected annually at the AGM. The Vice-President shall hold office for one (1) year until the conclusion of each AGM. The Vice-President may be re-elected for further subsequent and consecutive terms of office.
- 13.5 The Secretary shall be elected annually at the AGM. The Secretary shall hold office for one (1) year until the conclusion of each AGM. The Secretary may be re-elected for further subsequent and consecutive terms of office.
- 13.6 The Treasurer shall be elected annually at the AGM. The Treasurer shall hold office for one (1) year until the conclusion of each AGM. The Treasurer may be re-elected for further subsequent and consecutive terms of office.
- 13.7 Two designated roles of the Officers may be combined into one individual if so determined by an election at the AGM by the general membership.
- 13.8 In the event of the resignation of one of the Officers prior to the natural conclusion of that term of office the Committee will be permitted to temporarily co-opt a member to fulfil that role, until such time as an SGM or AGM can be arranged, and a new election held.
- 13.9 The Ordinary Committee Members shall be elected annually at the AGM. Ordinary Committee Members shall hold office for one (1) year until the conclusion of each AGM. Ordinary Committee Members may be re-elected for further subsequent and consecutive terms of office.
- 13.10 A minimum of two and up to five individuals may be elected into ordinary committee roles at one time. These are in addition to the named officers of the Association.
- 13.11 Nominations for the President, Vice-President, Secretary and Treasurer shall be made in the same manner and at the same time as nominations for Elected Committee Members under Rule **14.5** .
- 13.12 The President will chair Committee, SGM and AGM meetings. In the event of non-attendance, or at the President's request, the Vice-President may be required to chair any or all such Meetings.
- 13.13 All Officers shall be entitled to attend, speak and vote at General Meetings.

14. GENERAL MEETINGS

- 14.1 SSANZ must hold an AGM once every calendar year at such time, date and place as the Committee determines by April of each calendar year and not more than 15 months after the last AGM.
- 14.2 Any other General Meetings shall be SGMs.
- 14.3 The Committee must give Members at least 42 days' written notice of the AGM. The notice can be given by such methods as the Committee may determine.
- 14.4 Not less than 21 days before the date set for the AGM, proposed motions (including alterations to the Constitution) and other items of business must be received in writing by the Secretary from the Members and/or the Committee.
- 14.5 Written applications and/or nominations for Elected Officers and Ordinary Committee Members close not less than 7 days before the date set for the AGM.
- 14.6 The following business shall be discussed at the AGM:
- (a) The receipt from the Committee of an independently reviewed annual financial report for the preceding financial year;
 - (b) The appointment of scrutineers for the meeting;
 - (c) The election of the President, Vice-President, Secretary, and/or Treasurer;
 - (d) The election of Ordinary Committee Members;
 - (e) Any motion(s) proposing to alter the Constitution; and
 - (f) Any other items of business that have been properly submitted for consideration at the AGM.
- 14.7 An agenda containing the business to be discussed at an AGM (as set out in Rule 14.6) shall be sent by the Committee to the Members by no later than 10 days before the date of the AGM. No additional items of business not listed on the agenda can be voted on, but additional items may be discussed by unanimous agreement of the meeting.

Special General Meetings

- 14.8 The Committee must call an SGM upon a written request endorsed by:
- (a) The Committee itself; or
 - (b) A group of Members amounting to 15% or more of the current membership of SSANZ.
- 14.9 The written request for an SGM must state the purpose for which the SGM is requested.
- 14.10 The SGM must only deal with the business for which the SGM is requested.
- 14.11 The notice requirements for the SGM are 30 days unless the Committee in its discretion determines that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

Minutes

- 14.12 Full minutes shall be kept of all General and Committee Meetings and made available upon request by Members.
- 14.13 Any irregularity, error or omission in notices, agendas and relevant papers of General or Committee Meetings or the omission to give notice within the required time frame or the omission to give notice to all Members and any other errors in the organisation of the meeting shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- (a) The person acting in the role of Chairperson at this meeting, in his or her discretion, determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission;
 - (b) A motion to proceed is put to the meeting and a majority of two-thirds of the votes cast, is obtained in favour of the motion to proceed.

Quorum

- 14.14 No business shall be transacted at any General Meeting unless a quorum is present, whether by direct attendance or through technological means, at the time when the meeting is due to commence. The quorum for a General Meeting shall be a minimum of 15 of the Members who are entitled to vote. The quorum must be present at all times during the meeting.
- 14.15 If a quorum is not obtained within half an hour 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 and if no quorum is obtained at the stage of such further General Meeting, then the Members present at that further General Meeting are deemed to constitute a valid quorum.

Control of General Meetings and Voting

- 14.16 The President of SSANZ shall preside at the General Meeting. If the President is unavailable then the Vice-President or another member of the Committee (appointed by the Committee) shall preside, and in the absence of both of those persons, then the Members present shall elect a person to be the Chairperson of the General Meeting.
- 14.17 The following persons are eligible to be present and vote at a General Meeting in accordance with this Constitution:
- (a) A Delegate of each Organisation Member; and
 - (b) Individual Members.
- 14.18 The voting entitlement for each Member eligible to vote shall be as follows:
- (a) An Individual member will have one vote.

- (b) An Organisation Member shall nominate a delegate prior to the commencement of the meeting who is permitted to have one vote on the Organisation Member's behalf. The Organisation must nominate the Member and identify them to the Secretary prior to the commencement of the relevant General Meeting.
- (c) In the event of non-attendance at a General Meeting an Individual Member may nominate and identify to the Secretary by written letter, email or other electronic means an additional Member to act as proxy on their behalf - in which case their vote will be counted in addition to the one made by the proxy holder directly. Notice of proxy must be received by the Secretary prior to the General Meeting commencing.
- (d) No member will be permitted more than two votes in total, including when acting as proxy or delegate on any one motion or officer's election.

Method of Voting

- 14.19 Elections of Association Officers and/or Notices of Motion at an AGM may be undertaken by electronic ballot provided notice of this is given in advance.
- 14.20 Voting may alternatively be conducted by voices or by a show of hands, as determined by the Chairperson of the meeting unless a secret ballot is called for and approved by Ordinary Resolution.
- 14.21 A Member may participate in a General Meeting of the Association and vote on any proposed resolution at a meeting without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Member in this manner at a meeting shall constitute the presence of that Member at that meeting.
- 14.22 Elections of all Officers and Ordinary Committee Members at an AGM must be undertaken by secret ballot if there are additional nominations than for the number of positions. Provision should be made for those not attending by physical presence to cast a secret vote directly to a nominated scrutineer.
- 14.23 In the event of a secret ballot being called at the meeting a proxy vote holder may be permitted to make two votes. One for themselves and one on behalf of the absent Member for who they hold a proxy - if so notified to the Secretary prior to meeting commencement.
- 14.24 If there are insufficient nominations for the positions, the position shall be left vacant and filled as if it is a vacancy in accordance with Rule 15.5.
- 14.25 Those applicants for the Elected Officer and Ordinary Committee Member positions which have the highest number of votes in their favour will be declared elected.
- 14.26 An Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution, except as specified in this Constitution.
- 14.27 In the event of inequality of votes at a General Meeting, the Chairperson shall have an additional or casting vote.

- 14.28 In the event that a secret ballot is called, two scrutineers must be appointed at the General Meeting to count the votes.

15. COMMITTEE

Role of the Committee

- 15.1 The governance of SSANZ shall be vested in the Committee, which may exercise all the powers of SSANZ and do all things which are not expressly required to be undertaken by SSANZ at a General Meeting.

Membership of the Committee

- 15.2 The Committee shall comprise of:
- (a) The Officers elected by the AGM under Rule 14
 - (b) Up to five persons elected by the AGM under Rule 14 (**Elected Committee Members**);

Ineligibility

- 15.3 A person seeking appointment, election, or to remain in office as a Committee Member shall be eligible to do so, provided they are a current financial Member of SSANZ, but the following persons shall not be eligible for appointment, election, or to remain in office as a Committee Member:
- (a) A person who is an undischarged bankrupt or is subject to a condition not yet fulfilled or any order under the Insolvency Act 1967, or any equivalent provisions under any previous or replacement legislation.
 - (b) A person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years (whether or not a term of imprisonment is imposed) unless that person has obtained a pardon or has served the sentence imposed on them.
 - (c) A person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 1993 or the Charities Act 2005.
 - (d) A person who is subject to a property order made that the person is lacking in competence to manage their own affairs under the Protection of Personal and Property Rights Act 1988.
- 15.4 If any of the circumstances listed in Rules 15.3(a) to 15.3(d) occur to a Committee Member, that the Committee Member shall be deemed to have vacated his/her office upon the relevant authority making an order or finding against the Committee Member of any of those circumstances. If a Committee Member becomes or holds any position in Rule



16.3(a) then upon appointment to such a position, that Committee Member shall be deemed to have vacated his/her office as a Committee Member.

Vacancies on the Committee

- 15.5 In the event there is a vacancy on the Committee, the remaining Committee Members may appoint a person of their choice to fill the vacancy or the Committee may leave the vacancy unfilled until the next AGM. If the vacancy is for six months or longer the Committee should seek to fill the vacancy with such modifications as to timing as it considers appropriate to fill the vacancy as soon as reasonably practicable.
- 15.6 The term of office for a person appointed as a Committee Member to fill a vacancy under Rule 15.5 shall expire at the conclusion of the AGM following their appointment. Thereafter the vacancy shall be determined in accordance with this Constitution.

Removal of Committee Member

- 15.7 The Members in an SGM called for this purpose may, by Special Resolution, remove any Committee Member before the expiration of their term of office if the Members consider the Committee Member has breached his or her duties as specified in Rule 16.
- 15.8 Where the removed Committee Member was an Elected Committee Member the vacancy shall be filled in accordance with Rule 15.5.
- 15.9 Upon the Secretary receiving a request for an SGM for the purpose of removing a Committee Member, the President shall send the notice to the Committee Member concerned in addition to the Members in accordance with Rule 15.10.
- 15.10 Following the notification under Rule 15.9 and before voting on the resolution to remove a Committee Member, the Committee Member affected by the proposed resolution shall be given the opportunity prior to and at the SGM to make submissions in writing and/or verbally to the Committee and the Members about the proposed resolution.
- 15.11 The Committee may, with the approval of a motion by no less than two-thirds of the Committee, remove any Committee Member from the Committee, before the expiry of their term of office if the Committee considers the Committee Member concerned has seriously breached their duties as specified in Rule 16 such that immediate removal is considered appropriate. Before considering such a motion the following procedures shall apply:
- (a) The Committee Member concerned shall be notified that a Committee meeting is to be held to discuss the proposal to remove the Committee Member from office; and
 - (b) The Committee Member concerned shall be given an opportunity to make submissions about the proposed motion to the Committee in writing prior to the Committee meeting and/or by submission in person at the Committee meeting.



16. Duties and Powers of the Officers and Committee

Duties of the Officers and Committee

16.1 The duties of each Committee Member are to:

- (a) Regularly attend Committee meetings and General Meetings of SSANZ;
- (b) Provide good governance for SSANZ;
- (c) Exercise the powers of the Committee for proper purpose;
- (d) Regularly monitor and review the performance of SSANZ;
- (e) Act in good faith and the best interests of SSANZ at all times;
- (f) Act, and ensure SSANZ acts, in accordance with this Constitution;
- (g) Formulate such by-laws, regulations, policies and procedures as are appropriate for SSANZ;
- (h) Where appropriate, engage in activities to promote, market, represent and fundraise for SSANZ;
- (i) Not disclose information that the Committee Member would not otherwise have available other than in his or her capacity as a Committee Member, to any person, or make use of or act on the information except:
 - i. As agreed by the Committee for the purposes of SSANZ; or,
 - ii. As required by law.
- (j) Do such other things within these rules as the Committee agrees to promote the objects of SSANZ.

Powers of the Committee

16.2 The Committee shall have the power to:

- (a) Fill a vacancy as per Rule 15.5;
- (b) Adopt and review the strategic plan for all SSANZ scent sport activities with particular focus on Nosework
- (c) Adopt and review any annual plan and/or budget outlines for SSANZ;
- (d) Determine applications from individuals, and training companies or organisations wishing to be Members of SSANZ;
- (e) Hold national meetings and forums for the Members, including General Meetings;
- (f) Sanction competitions and events;



- (g) Approve rules and regulations for any SSANZ competitions or events including conditions of entry;
- (h) Establish sub-committees, commissions, or other groups to carry out any work of the Committee by its delegated authority;
- (i) Engage, or otherwise appoint judges, officials and other support personnel for SSANZ and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (j) Determine the approval for sanctioned formal and informal Nosework or other scent sport competitions as requested by Organisation Members;
- (k) Subject to this Constitution, fill vacancies on the Committee, and any commissions, committees or other groups which are established by it;
- (l) Control expenditure and raise funds to fulfil the Objects of SSANZ;
- (m) Open and operate in the name of SSANZ, such bank accounts as deemed necessary;
- (n) Make, repeal or amend any regulations, policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (o) Engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Committee;
- (p) Liaise with other organisations in a manner that will benefit scent sports such as Nosework, if deemed appropriate.
- (q) Resolve and determine any disputes or matters not provided for in this Constitution; and
- (r) Do all other acts and things which are within the powers and Objects of SSANZ, and which the Committee considers are appropriate.

16.3 If any situation arises that, in the opinion of the Committee, is not provided for in the Constitution, any regulations, or the policies or procedures of SSANZ, the matter will be determined by the Committee.

17. Committee Meetings and Procedure

- 17.1 Except to the extent specified in this Constitution, the Committee shall regulate its own procedure.
- 17.2 The role of a President is to chair meetings of the Committee and to represent the Committee. In the event of the unavailability of a President for any reason, then the Vice-President shall assume this role for the period of unavailability. In the event of the unavailability of either identified Officer another Committee Member appointed by the Committee shall undertake the Chairperson's role during the period of unavailability.



- 17.3 Committee meetings may be called at any time by the Chairperson or two Committee Members but generally the Committee shall meet at regular intervals agreed by the Committee.
- 17.4 The quorum for a Committee meeting shall be five Members of the Committee including any Office Holders.
- 17.5 Each Committee Member shall have one vote. The Chairperson shall have no right to an additional casting vote. Voting shall be by voices or upon request of any Committee Member by a show of hands or by a ballot. Proxy voting at Committee meetings is not permitted.
- 17.6 A resolution in writing, signed or consented to by email, facsimile or other forms of visible or other electronic communication by a majority of the Committee within 10 days of a Committee meeting shall be valid as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in the same form each signed by one or more Members of the Committee.
- 17.7 Any Committee Member 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 only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Committee Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Committee Member in this manner at a meeting shall constitute the presence of that Committee Member at that meeting.
- 17.8 The Committee may, by majority vote, pay an honorarium and/or reimburse its Committee Members for their actual and reasonable expenses incurred in the conduct of SSANZ's business. Prior to doing so the Committee will establish a policy to be applied to any question of reimbursement and the payment of honoraria.

18. FINANCES

- 18.1 Unless otherwise determined by the Committee, the financial year of SSANZ shall end on the 31st day of December each year.
- 18.2 Statements of financial position and financial performance shall be independently reviewed each year and the reviewed accounts shall be submitted to the AGM.
- 18.3 **The independent reviewer shall be appointed at each AGM.**

19. LOGO

- 19.1 The logo of SSANZ shall be kept in the control of the Committee.
- 19.2 The logo of SSANZ must be included on all official certificates awarded to qualifiers at SSANZ sanctioned trials



20. COMMON SEAL

- 20.1 The common seal of SSANZ shall be kept in the control of the Board and may be affixed to any document only by resolution of the Board and in the presence of and with the accompanying signatures of the President and another Officer of the Association.
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21. ALTERATIONS OF RULES

- 21.1 The Constitution may only be altered, added to or rescinded by Special Resolution passed at a General Meeting.
- 21.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not-for-profit objects, personal benefit prohibition or the winding-up rules of SSANZ. This Rule 21.2 must not be removed from the Constitution and must be included in any alteration of, addition to or revision of the Constitution.

22. APPLICATION OF INCOME

- 22.1 The income and property of the organisation shall be applied solely towards the promotion of the Objectives of SSANZ. No Member of SSANZ, or anyone associated with a Member, is allowed to take part in, or influence any decision made by SSANZ, in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 22.2 Except as provided in this Constitution:
- (a) No portion of the income or property of SSANZ shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any Member or Committee Member; and
 - (b) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any Member or Committee Member except under Rule 17.8.
- 22.3 Any payments made to a Member of SSANZ, or person associated with a Member, must be for goods or services that advance the charitable purpose of SSANZ, and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of the Constitution.

23. LIQUIDATION

- 23.1 SSANZ must be liquidated up if SSANZ, at a General Meeting of its Members, passes a Special Resolution appointing a liquidator and requiring SSANZ to be liquidated and this resolution is confirmed by further Special Resolution at a subsequent General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed is passed.

23.2 If upon the winding-up or dissolution of SSANZ there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property shall not be paid to or distributed among the Members of SSANZ but shall be given or transferred to some other association, organisation or body having objects similar to the objects of SSANZ , or to some other charitable organisation or purpose within New Zealand.

24. INDEMNITY

24.1 SSANZ shall indemnify every member of the Executive Committee, the Committee and other officers of SSANZ in respect of all liability arising from the proper performance of their functions connected with SSANZ.